Item 1: Cover Page

YOUYA WEALTH LLC

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Form ADV Part 2A – Firm Brochure

Dated: May 8, 2026

This Brochure provides information about the qualifications and business practices of Youya Wealth LLC. If you have any questions about the contents of this Brochure, please contact us at (888) 818-9689 and/or team@youyawealth.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Youya Wealth LLC is a registered investment adviser. Registration does not imply a certain level of skill or training.

Additional information about Youya Wealth LLC also is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number, 342387.

Item 2: Material Changes

Since this is the first filing of the Form ADV Part 2A for Youya Wealth LLC, there is nothing to report. In the future, any material changes made during the year will be reported here.

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Item 4: Advisory Business

Description of Advisory Firm

Youya Wealth LLC is an Investment Adviser principally located in the state of New York. We are a limited liability company founded in April of 2026. Youya Wealth LLC became registered in 2026. Borui Zhang and Shihui Nelson are the principal owners, and Borui Zhang is also the Chief Compliance Officer ("CCO").

As used in this brochure, the words "Youya", "we", "the firm", "our firm", "advisory firm", "Advisor" and "us" refer to Youya Wealth LLC and the words "you", "your" and "Client" refer to you as either a client or prospective client of Youya.

Types of Advisory Services

Youya is a fee-only firm, meaning the only compensation we receive is from our Clients for our services. From time to time, Youya recommends third-party professionals such as attorneys, accountants, tax advisors, insurance agents, or other financial professionals. Clients are never obligated to utilize any third-party professional we recommend. Below is a list of services we provide to our clients.

Investment Management Services

Youya provides continuous advice to a Client regarding the investment of Client funds based on the individual needs of the Client. Through personal discussions in which goals and objectives based on a Client's particular circumstances are established, we develop a Client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets. We will also review and discuss a Client's prior investment history, as well as family composition and background. Account supervision is guided by the stated objectives of the Client (e.g., maximum capital appreciation, growth, income, or growth, and income), as well as risk tolerance and tax considerations.

We primarily advise our Clients regarding investments in stocks, bonds, mutual funds, ETFs, U.S. government and municipal securities, and cash and cash equivalents. We may also provide advice regarding investments held in Client's portfolio at the inception of our advisory relationship and/or other investment types not listed above, at the Client's request.

When we provide investment management services, Clients grant us limited authority to buy and sell securities on a discretionary basis. More information on our trading authority is explained in Item 16 of this Brochure. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

When appropriate, the Firm may utilize the services of third-party investment advisers or investment managers ("Outside Managers") to assist in managing client accounts. The determination of whether an Outside Manager is appropriate is based on factors including: (1) whether the client's investment objectives, risk profile, or portfolio composition require specialized strategies, asset classes, or geographic expertise beyond the Firm's in-house capabilities; (2) whether the size or complexity of the client's portfolio warrants specialized management; or (3) whether the client expresses a preference for a particular investment approach that the Firm believes is best implemented through a qualified Outside Manager.

When an Outside Manager is determined to be appropriate, the Firm conducts due diligence on prospective managers, including review of their investment philosophy, performance history, regulatory background, fee structure, and overall suitability for the client's objectives. All fees associated with an Outside Manager arrangement will be disclosed to the client in advance. Clients retain the right to approve or reject the engagement of any Outside Manager.

After an Outside Manager is selected, the Firm may assist the client with completing investor questionnaires, selecting an appropriate investment strategy or asset allocation model, facilitating communications with the Outside Manager, and conducting ongoing reviews of the Outside Manager's services and performance. The Firm's review and evaluation process for Outside Managers is further described in Item 8 of this Brochure. In addition, the Firm will meet with clients periodically to discuss changes in their financial circumstances, investment objectives, suitability considerations, and any revised investment restrictions applicable to the account.

Financial Planning Services

Youya provides project-based Financial Planning Services on a limited scope one-time engagement. Project-Based Financial Planning is available for Clients looking to address specific questions or issues. The Client may choose from one or more of the above topics to cover or other areas as requested and agreed to by Youya. For Project-Based Financial Planning, the Client will be ultimately responsible for the implementation of the financial plan.

Financial planning involves an evaluation of a Client's current and future financial state by using currently known variables to predict future cash flows, asset values, and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information, and analysis will be considered as they affect and are affected by the entire financial and life situation of the Client. Clients purchasing this service will receive a written report, providing the Client with a detailed financial plan designed to help achieve his or her stated financial goals and objectives.

In general, the financial plan will address some or all of the following areas of concern. The Client and Youya will work together to select specific areas to cover. These areas may include, but are not limited to, the following:

- **Business Planning:** We provide consulting services for Clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.

- **Cash Flow and Debt Management**: We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

- **College Savings**: Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to children and grandchildren (if appropriate).

- **Employee Benefits Optimization**: We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

- **Estate Planning**: This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts, and other related documents.

Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities.

- **Financial Goals**: We will help Clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.

- **Insurance**: Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.

- **Investment Analysis**: This may involve developing an asset allocation strategy to meet Clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

- **Retirement Planning**: Our retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

  If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

- **Risk Management:** A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").

- **Tax Planning Strategies:** Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their "tax efficiency," with the consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

  We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We will participate in meetings or phone calls between you and your tax professional with your approval.

California Code of Regulations Section 260.235.2 Disclosure

For Clients who receive our Financial Planning services, we must state when a conflict exists between the interests of Youya and the interests of our Client. The Client is under no obligation to act upon our recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through Youya.

Client Tailored Services and Client Imposed Restrictions

We tailor the delivery of our services to meet the individual needs of our Clients. We consult with Clients initially and on an ongoing basis, through the duration of their engagement with us, to determine risk tolerance, time horizon and other factors that may impact the Clients' investment and/or planning needs.

Clients are able to specify, within reason, any restrictions they would like to place as it pertains to individual securities and/or sectors that will be traded in their account. All such requests must be provided to Youya in writing. Youya will notify Clients if they are unable to accommodate any requests.

Wrap Fee Programs

We do not participate in wrap fee programs.

Assets Under Management

As of April 2026, Youya has $0 in discretionary and $0 in non-discretionary assets under management.

Item 5: Fees and Compensation

Please note the Advisory Contract may be terminated by the Client within five (5) business days of signing the Advisory Contract without penalty.

How we are paid depends on the type of advisory services we perform. Below is a brief description of our fees, however, you should review your executed Advisory Contract for more detailed information regarding the exact fees you will be paying. No increase to the agreed-upon advisory fees outlined in the Advisory Contract shall occur without prior Client consent.

Investment Management Services

The fee is based on a percentage of assets under management and is negotiable. The annualized fees for investment management services are based on the following fee schedule:

Assets Under Management	Annual Advisory Fee
First $0 - $3,000,000	1%
Next $3,000,001 - $5,000,000	0.75%
Next $5,000,001 - $10,000,000	0.5%
$10,000,001 and Above	0.2%

The annual advisory fee is paid quarterly in arrears based on the average daily balance of the Client’s account(s). The advisory fee is a blended tier. For example, for assets under management of $20,000,000, a Client would pay 1% on the first $3,000,000, 0.75% on the next $2,000,000, 0.5% on the next $5,000,000, and 0.2% on the remaining balance. The quarterly fee is determined by the following calculation: (($3,000,000 x 1.00%) + ($2,000,000 x 0.75%) + ($5,000,000 x 0.5%)) + ($10,000,000 x 0.2%)) ÷ 4 = $22,500.

In determining the advisory fee, we may allow accounts of members of the same household to be aggregated. Youya relies on the valuation as provided by Client’s custodian in determining assets under management. Our advisory fee is prorated for any partial billing periods occurring during the engagement, including the initial and terminating billing periods. Clients may make additions or withdrawals from their account at any time; however, Youya reserves the right to adjust our advisory fees on a pro-rata basis on account of any such cash-flow transactions.

If Youya utilizes an Outside Manager, the above fee schedule does not include the Outside Manager’s fee. The Outside Manager’s fee, billing schedule, and payment procedures are set forth in their separate written disclosure documents, advisory agreements, and/or the account opening documents of your account Custodian. The Outside Manager will debit the Client's account for both the Outside Manager's fee, and Youya's advisory fee, and will remit Youya's fee to Youya.

Project-Based Financial Planning

Youya charges either a fixed or hourly fee for Project-Based Financial Planning. Fixed fee rates range between $5,000 to $20,000. Our hourly rate is $500.

The fee range is dependent upon variables including the specific needs of the Client, complexity, estimated time, research, and resources required to provide services to you, among other factors we deem relevant. Fees are negotiable and the final agreed upon fee will be outlined in your Advisory Contract. The payment arrangement will also be indicated within the Advisory Contract. Youya may request a portion of the total fee to be paid in advance with the remainder due upon completion of the project. Youya will not knowingly collect an amount above $500/$1,200 more than 6 months or more in advance of rendering the services.

Fee Payment

For Investment Management services, we deduct our advisory fee from one or more account(s) held at an unaffiliated third-party custodian, as directed by the Client. Please refer to Item 15 of this Brochure regarding our policy on direct fee deduction. Clients may also pay by electronic funds transfer (EFT) or check. We use an independent third party payment processor in which the Client can securely input their banking information and pay their fee. We do not have access to the Client's banking information at any time. The Client will be provided with their own secure portal in order to make payments.

For project-based Financial Planning services, fees are paid by electronic funds transfer (EFT) or check. We use an independent third party payment processor in which the Client can securely input their banking information and pay their fee. We do not have access to the Client's banking information at any time. The Client will be provided with their own secure portal in order to make payments.

When an Outside Manager is used, the Outside Manager will debit the Client's account for both the Outside Manager's fee, and Youya's advisory fee.

Other Types of Fees and Expenses

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the Client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that we consider in selecting or recommending custodians for Client's transactions and determining the reasonableness of their compensation (e.g., commissions).

Clients may incur fees from third-party professionals such as accountants and attorneys that Youya may recommend, upon Client request. Such fees are separate and distinct from Youya's advisory fees.

Youya may recommend the use of margin. A margin account is a brokerage account that allows investors to borrow money to buy securities. By using borrowed funds, the customer is employing leverage that will magnify both account gains and losses. The broker charges the investor interest for the right to borrow money and uses the securities as collateral. Should a client determine to use margin, Youya will include the entire market value of the margined assets when computing its advisory fee. Accordingly, Youya's fee shall be based upon a higher margined account value, resulting in Youya earning a correspondingly higher advisory fee. As a result, the potential of conflict of interest arises since Youya may have an economic disincentive to recommend that the client terminate the use of margin.

Terminations and Refunds

For Investment Management services, the Advisory Contract may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no refund will be needed upon termination of the Advisory Contract. Clients will be responsible for payment of fees up to the date of termination.

Project-Based Financial Planning is not ongoing engagement. Upon completion of the agreed-upon services and payment of all applicable fees, the corresponding Advisory Contract will terminate automatically. Clients may terminate an engagement at any time by providing written notice. If fees are paid in advance, any unearned portion will be refunded on a prorated basis, as applicable, upon termination. If fees are billed in arrears, the client will be charged a prorated amount based on the services performed through the effective date of termination.

Sale of Securities or Other Investment Products

Advisor and its supervised persons do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

We do not offer performance-based fees and do not engage in side-by-side management.

Item 7: Types of Clients

We provide financial planning and investment management services to individuals, high net-worth individuals, charitable organizations, and corporations or other businesses.

Our minimum account size requirement is $1,000,000 to open or maintain an account under our management. Youya may reduce or waive the minimum account size requirement on a case-by-case basis.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss

Below is a brief description of our methods of analysis and primary investment strategies.

Methods of Analysis

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that the information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Modern Portfolio Theory (MPT)

The underlying principles of MPT are:

- Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return.
- Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information.
- The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities.
- Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.
- Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.

Mutual Fund and/or ETF Analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the Client's portfolio. In addition, we monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable for the Client's portfolio.

Use of Outside Managers: We may refer Clients to Third Party Investment Advisers or advisory programs ("Outside Managers"). Our analysis of Outside Managers involves the examination of the experience, expertise, investment philosophies, and past performance of the Outside Managers in an attempt to determine if that Outside Manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the Outside Manager's underlying holdings, strategies, concentrations, and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process, we survey the Outside Manager's compliance and business enterprise risks. A risk of investing with an Outside Manager who has been successful in the past is that they may not be able to replicate that success in the future. In addition, we do not control the underlying investments in an Outside Manager's portfolio. There is also a risk that an Outside Manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our Clients. Moreover, as we do not control the Outside Manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Investment Strategies

Asset Allocation

In implementing our Clients' investment strategy, we begin by attempting to identify an appropriate ratio of equities, fixed income, and cash (i.e. "asset allocation") suitable to the Client's investment goals and risk tolerance.

A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the Client's goals. We attempt to closely monitor our asset allocation models and make changes periodically to keep in line with the target risk tolerance model.

Passive and Active Investment Management

We may choose investment vehicles that are considered passive, active, or a combination of both styles.

Passive investing involves building portfolios that are composed of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio.

Active investing involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Actively managed funds are also designed to reduce volatility and risk.

We may engage in both passive and active investing in Client's portfolio. However, we strive to construct portfolios of funds and individual securities that we believe will have the greatest probability for achieving our Clients' personal financial goals with the least amount of volatility and risk rather than attempt to outperform an arbitrary index or benchmark.

Specific investment selections are based on a number of factors that we evaluate in order to select, what we believe to be, the highest quality funds or individual securities for our Clients. These factors include but are not limited to underlying holdings of funds, percentage weighting of holdings within funds, liquidity, tax efficiency, bid/ask spreads, and other smart/strategic beta factors. These factors may or may not result in the lowest cost ETFs and mutual funds available when utilizing funds in a Client's portfolio, but we strive to keep internal fund expenses as low as possible.

Direct Indexing
Direct indexing strategies seek to replicate the performance of a market index by directly holding the individual securities, or a representative sample of the individual securities, that make up the index. Direct indexing can provide a more tax efficient means of investing, and allows for more customized investment allocations, than investing in a fund or other commingled product that seeks to replicate the index. The potential benefits of direct indexing, however, will not necessarily be realized if a client does not take advantage of tax planning or impose account restrictions, such as account level security or sector-based restrictions or customizations based on specific tax, Environmental, Social, and Governance or other preferences. Fees and expenses for the direct indexing strategy in some cases will be higher than the fees and expenses associated with alternative index products. Higher fees and expenses could adversely impact account performance. The size of the account and the number of securities in the index the account seeks to replicate also limit the ability of the account to replicate the index. As a result, the direct indexing strategy introduces the risk of tracking error relative to the index and can cause a portfolio to underperform the index, including as a result of customization.

Separately Managed Account ("SMA")
In certain circumstances, client assets may be allocated to separately managed account ("SMA") strategies that employ long/short investment techniques. These strategies seek to gain exposure to securities expected to appreciate in value while simultaneously taking short positions in securities expected to decline. Short sales involve borrowing securities and selling them with the expectation of repurchasing them at a later date, which may result in losses exceeding the initial investment if the price of the security increases. Long/short strategies may involve the use of Margin transactions, Options transactions, derivatives such as futures and swaps, or other non-traditional investment techniques, and may experience greater volatility, increased transaction costs, and periods of underperformance relative to long-only investment strategies. These strategies may not be suitable for all clients and may underperform during certain market environments.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. Leverage enhances the ability to acquire assets, but also amplifies net profits and losses and increases transaction costs. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

Turnover Risk: Actively managed mutual funds tend to have a higher turnover rate than passive funds. A high portfolio turnover would result in higher transaction costs and in higher taxes when shares are held in a taxable account. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Political and Geopolitical Risk: Government policy changes and geopolitical developments may materially impact financial markets and client portfolios. Such risks may include the imposition of tariffs, economic sanctions, export controls, investment restrictions, and other trade or foreign policy measures, as well as military conflicts, regional instability, and shifts in diplomatic relations. These actions may disrupt global supply chains, limit market access, increase costs, and create uncertainty for businesses and investors, particularly those with international exposure or reliance on cross-border operations. Retaliatory measures by other countries may further increase market volatility. The timing, scope, and duration of such developments are difficult to predict, and their effects may include increased volatility, reduced liquidity, inflationary pressures, changes in interest rates, and longer-term shifts in global trade and investment patterns.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above (premium) or below (discount) their net asset value and an ETF purchased at a premium may ultimately be sold at a discount; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

Mutual Funds When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, many of which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Securities Backed Lines of Credit (SBLOCs) are non-purpose loans where you pledge assets in your account as collateral in return for a loan. The loan proceeds can be used for purposes other than to purchase or trade securities. Depending on your objectives, we can help you apply for a SBLOC. This can be a strategic alternative to liquidating assets to pay for unexpected expenses, a business opportunity, or a personal goal, any of which could trigger capital gain taxes. While we do not receive a fee for arranging these loans, our assistance in this process presents a conflict of interest, as we have an incentive for you to maintain these assets in your account instead of liquidating them, as liquidation could decrease the asset-based fees that we earn for managing your account. To address this conflict, we only make recommendations to obtain such loans when we believe obtaining a SBLOC is in the best interests of clients. Clients should note that they retain the ultimate decision to obtain such loans. The following are some of the primary risks associated with obtaining a SBLOC:

- Interest rate payments on the principal balance of the loan are not fixed and may increase;
- If the value of the securities pledged as collateral decrease, you will be liable for any deficiency;
- The lender can force the sale or liquidation of securities held as collateral without contacting you in advance to meet collateral requirements and you are not entitled to choose which securities are liquidated or sold;
- You are only entitled to draw on the line to the extent there is credit availability; and
- There may be additional risks when money funds or similar investments may produce less interest income or other yield than the interest you are paying on the loan.

We urge our clients to carefully read all disclosures and agreements prior to entering into an SBLOC or non-purpose loan. While we can assist in the application process, we are not involved in the approval process.

Risks Associated with Investing in Private Funds: Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a client to sell shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the client's investment in these companies.

Item 9: Disciplinary Information

Criminal or Civil Actions
Youya and its management persons have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings
Youya and its management persons have not been involved in administrative enforcement proceedings that are material to a Client's or prospective Client's evaluation of Youya or the integrity of its management.

Self-Regulatory Organization Enforcement Proceedings
Youya and its management persons have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Youya or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

Neither Youya or its management persons is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Other Affiliations

Neither Youya or its management persons is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Related Persons

Borui Zhang is currently a licensed insurance agent, however, he no longer sells any insurance products, and is not affiliated with any insurance companies. Borui Zhang will not sell any insurance products to clients or prospective clients of Youya.

Shihui Nelson is a licensed attorney in the States of California and New York and is also registered to practice before the United States Patent and Trademark Office. Ms. Nelson is the owner of Youya Law, a sole proprietorship through which she provides legal services, including estate and trust planning, contract review, legal research, and intellectual property prosecution. Borui Zhang is employed by Youya Law as Director of Client Services. Because of this affiliation, Ms. Nelson and Mr. Zhang have a financial incentive to recommend clients of Youya Law to the advisory firm Youya, and to recommend advisory clients to Youya Law for legal services. Clients are not obligated to engage Youya Law for legal services and are free to obtain such services from other providers. Legal services provided by Youya Law are separate from, and in addition to, any advisory services offered by the advisory firm Youya, and are billed separately. In certain circumstances, Youya Law may offer discounted legal fees to certain clients. The availability of any discount by Youya Law, however, is not conditioned upon the client’s decision to engage or maintain an advisory relationship with the advisory firm Youya.

Borui Zhang and Shihui Nelson are both CERTIFIED FINANCIAL PLANNER™ professionals and are bound by fiduciary duty to their clients at all times. When recommending legal or tax-related services, Mr. Zhang and Ms. Nelson shall act solely in the best interest of the client, regardless of any affiliation with Youya Law. Clients are under no obligation to engage Youya Law for any legal services, and such referrals shall not influence the investment advice or financial planning recommendations provided by this firm.

Recommendations or Selections of Other Investment Advisers

Youya may direct clients to third-party investment advisers. Clients will pay Youya its standard fee in addition to the standard fee for the advisers to which it directs those clients. The fees will not exceed any limit imposed by any regulatory agency. Youya will always act in the best interests of the client, including when determining which third party investment adviser to recommend to clients. Youya will ensure that all recommended advisers are exempt, licensed or notice filed in the states in which Youya is recommending them to clients.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

As a fiduciary, Youya has a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. Youya also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. Additionally, Youya requires adherence to its Insider Trading Policy.

Code of Ethics Description

This Code of Ethics does not attempt to identify all possible conflicts of interest, and compliance with each of its specific provisions will not shield Youya or its access persons from liability for misconduct that violates a fiduciary duty to our Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Access persons shall offer and provide professional services with integrity.
- Objectivity - Access persons shall be objective in providing professional services to Clients.
- Competence - Access persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Access persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Access persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism - Access persons conduct in all matters shall reflect the credit of the profession.
- Diligence - Access persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Youya will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither Youya, its access persons, or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which Youya or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, principal transaction, among others.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Youya, its access persons, and its related persons may buy or sell securities similar to, or different from, those we recommend to Clients. In an effort to reduce or eliminate certain conflicts of interest, our Code of Ethics may require that we restrict or prohibit access persons’ transactions in specific reportable securities. Any exceptions or trading pre-clearance must be approved by Youya’s Chief Compliance Officer in advance of the transaction in an account. Youya maintains a copy of access persons’ personal securities transactions as required.

Trading Securities At/Around the Same Time as Client’s Securities

From time to time Youya, its access persons, or its related persons may buy or sell securities for themselves at or around the same time as they buy or sell securities for Clients’ account(s). To address this conflict, it is our policy that neither Youya or access persons shall have priority over Clients’ accounts in the purchase or sale of securities.

Item 12: Brokerage Practices

Factors Used to Select Custodians

Youya does not have any affiliation with any custodian we recommend. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by them.

In recommending custodians, we have an obligation to seek the "best execution" of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the custodian's services. The factors we consider when evaluating a custodian for best execution include, without limitation, the custodian's:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for your account);
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.);
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices;
- Reputation, financial strength, security and stability;
- Prior service to us and our clients.

With this in consideration, Youya recommends Charles Schwab & Co., Inc. ("Schwab") and Altruist Financial LLC ("Altruist"), independent and unaffiliated SEC registered broker-dealer firms and members of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). The recommendation to use Schwab and Altruist is based on the services they provide and the fees that they charge, and is made in the best interest of the Client.

Research and Other Soft-Dollar Benefits

We do not have any soft-dollar arrangements with custodians whereby soft-dollar credits, used to purchase products and services, are earned directly in proportion to the amount of commissions paid by a Client. However, as a result of being on their institutional platforms, Schwab or Altruist may provide us with certain services that may benefit us.

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide our Clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our Clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. The benefits received by Advisor or its personnel do not depend on the number of brokerage transactions directed to Schwab. As part of its fiduciary duties to Clients, Advisor at all times must put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of Schwab for custody and brokerage services. This conflict of interest is mitigated as Advisor regularly reviews the factors used to select custodians to ensure our recommendation is appropriate. Following is a more detailed description of Schwab's support services:

1. **Services that benefit you.** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab's services described in this paragraph generally benefit you and your account.

2. **Services that may not directly benefit you.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our Clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:
    - provide access to Client account data (such as duplicate trade confirmations and account statements)
    - facilitate trade execution and allocate aggregated trade orders for multiple Client accounts
    - provide pricing and other market data
    - facilitate payment of our fees from our Clients' accounts
    - assist with back-office functions, recordkeeping, and Client reporting

3. **Services that generally benefit only us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:
    - Educational conferences and events
    - Consulting on technology, compliance, legal, and business needs
    - Publications and conferences on practice management and business succession

4. **Your brokerage and custody costs.** For our Clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees.

Youya offers investment advisory services through the custodial platform offered by Altruist Financial LLC, an unaffiliated SEC-registered broker-dealer and FINRA/SIPC member ("Altruist"). Youya's Clients establish brokerage accounts through Altruist. Youya maintains an institutional relationship with Altruist whereby Altruist provides certain benefits to Youya, including a fully digital account opening process, a variety of available investments, and integration with software tools that can benefit Youya and its Clients.

Brokerage for Client Referrals

We receive no referrals from a custodian, broker-dealer or third party in exchange for using that custodian, broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

Youya recommends Clients establish account(s) at Schwab or Altruist to execute transactions through. We will assist with establishing your account(s) at Schwab or Altruist, however, we will not have the authority to open accounts on the Client's behalf. Not all investment advisers require their Clients to use their recommended custodians. By recommending that Clients use Schwab or Altruist, we may be unable to achieve most favorable execution of Client transactions, and this practice may cost Clients more money. We base our recommendations on the factors disclosed in Item 12 herein and will only recommend custodians if we believe it's in the best interest of the Client.

If Clients do not wish to utilize our recommended custodian, we permit Clients to direct brokerage. We will be added to your account through a limited trading authority. However, due to restraints from not having access to an institutional platform, we are unable to achieve most favorable execution of Client transactions. Clients directing brokerage may cost Clients more money. For example, in a directed brokerage account, the Client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the Client may receive a higher transaction price at their selected custodian versus our recommended custodian.

Aggregating (Block) Trading for Multiple Client Accounts

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as “block trading”). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by Youya or access persons may participate in block trading with your accounts; however, they will not be given preferential treatment.

Outside Managers used by Youya may block Client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

Item 13: Review of Accounts

Periodic Reviews

Clients who engage us for investment management services will have their account(s) reviewed regularly on a yearly basis by Borui Zhang, Managing member and Chief Compliance Officer. The account(s) are reviewed with regards to the Client's investment policies and risk tolerance levels.

All project-based financial planning accounts are reviewed upon financial plan creation and plan delivery by Borui Zhang, Managing member and Chief Compliance Officer. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, one report will be delivered. Clients may request additional plans or reports for a fee.

Triggers of Reviews

Events that may trigger a special review would be unusual performance, addition or deletions of Client-imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from Youya or per Client's needs.

With respect to financial plans, Youya's services will generally conclude upon delivery of the financial plan presentation and the report.

Review Reports

Clients will receive trade confirmations from the custodian(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

Youya does not provide written performance or holdings reports to Investment Management Clients outside of what is provided directly by their custodian.

Each project-based financial planning client will receive one report upon completion of the financial planning presentation.

Item 14: Client Referrals and Other Compensation

Compensation Received by Youya Wealth LLC

Youya is a fee-only firm that is compensated solely by its Clients. Youya does not receive commissions or other sales-related compensation. Except as mentioned in Item 12 above, we do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients.

Client Referrals from Solicitors

Youya does not, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

Item 15: Custody

Youya does not hold, directly or indirectly, Client funds or securities, or have any authority to obtain possession of them. All Client assets are held at a qualified custodian.

If Youya deducts its advisory fee from Client's account(s), the following safeguards will be applied:

i. The Client will provide written authorization to Youya, permitting us to be paid directly from Client's accounts held by the custodian.
ii. The custodian will send at least quarterly statements to the Client showing all disbursements from the accounts, including the amount of the advisory fee.

We urge you to carefully review custodial statements and compare them to the account invoices or reports that we may provide to you and notify us of any discrepancies. Clients are responsible for verifying the accuracy of these fees as listed on the custodian's brokerage statement as the custodian does not assume this responsibility. Our invoices or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

For those Client accounts where we provide Investment Management Services, Youya has discretionary authority and limited power of attorney to determine the securities and the amount of securities to be bought or sold for a Client’s account without having to obtain prior Client approval for each transaction. Investment discretion is explained to Clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant Youya discretion over the account(s). Additionally, the discretionary relationship will be outlined in the Advisory Contract and signed by the Client. Clients may limit our discretion by requesting certain restrictions on investments. However, approval of such requests are at Youya’s sole discretion.

If Youya has engaged an Outside Manager to assist with the management of Client’s portfolio, Youya has the discretion to direct the Outside Manager to buy or sell securities for Client’s portfolio without obtaining prior Client approval for each transaction.

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the Client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized Youya to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 18: Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients, nor have we been the subject of any bankruptcy proceeding. We do not have custody of Client funds or securities, except as disclosed in Item 15 above, or require or solicit prepayment of more than $500 in fees six months or more in advance.

Item 19: Requirements for State-Registered Advisers

Principal Officers

Shihui Nelson serves as Youya's member, and Borui Zhang serves as Youya's managing member and CCO. Information about the members' education, business background, and outside business activities can be found on the ADV Part 2B, Brochure Supplement attached to this Brochure.

Outside Business

All outside business information, if applicable, of Youya is disclosed in Item 10 of this Brochure.

Performance-Based Fees

Please refer to Item 6 of this brochure.

Material Disciplinary Disclosures

No management person at Youya has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Youya nor its members have any relationship or arrangement with issuers of securities.

Business Continuity Plan

Youya maintains a written Business Continuity Plan that identifies procedures related to an emergency or significant business disruptions, including the death of the investment adviser or any of its representatives.

Disclosure of Material Conflicts

All material conflicts of interest under California Code of Regulations Section 260.238(k) are disclosed regarding Youya, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.