

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



WORRY FREE
Holdings Company

No. 11, Taman Jindo
Lorong Palas 1C
88300 Kota Kinabalu, Sabah
Malaysia
Phone: (+60) 88 24456
Website: www.worryfreeholdingscompany.com

SIC Code: 7374

**Amendment No. 1 to
Quarterly Report
For the Quarter Ending: June 30, 2023 (the "Reporting Period")**

As of June 30, 2023, the number of shares outstanding of our Common Stock was:
1,912,006,069

As of March 31, 2023, the number of shares outstanding of our Common Stock was:
1,676,612,833

As of December 31, 2022, the number of shares outstanding of our Common Stock was:
1,676,612,833

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: No:

EXPLANATORY NOTE

This Amendment No.1 to the Quarterly Report of the Issuer for the quarter ended June 30, 2023 is being filed to update references to March 31, 2023, to June 30, 2023, and to correct the description of the status of its discussions with Borneo Oil Bhd.

ITEM 1 NAME OF ISSUER AND ITS PREDECESSORS (if any):

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Name changes:

Current name Worry Free Holdings Company from 9/14/2018 to Present

Formerly known as ZhongKe Holdings Company from 3/16/2018 to 9/14/2018

Formerly known as iVoiceIdeas, Inc. from 10/17/2011 to 3/16/2018

Formerly known as Earnest Einstein from 4/3/2002 to 10/17/2011

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years:

NA

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) :

April 3, 2002 – Nevada. During the past 5 years the Company has been incorporated in the State of Nevada

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

The address(es) of the issuer's principal executive office:

No. 11, Taman Jindo
Lorong Palas 1C
88300 Kota Kinabalu, Sabah
Malaysia

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

ITEM 2 SECURITY INFORMATION:

Trading symbol: WYCC

Exact title and class of securities outstanding: Common stock

CUSIP: 98163A 104

Par or stated value: \$0.0001

Total shares authorized: 3,015,060,241 shares as of date: June 30, 2023

Total shares outstanding: 1,676,612,833 shares as of June 30, 2023

Number of shares in the Public Float: 5,985,725 as of June 30, 2023

Additional Classes:

Trading symbol:	None
Exact title and class of securities outstanding:	Series A Preferred Stock
CUSIP:	None
Par or stated value:	\$0.0001
Total shares authorized:	5,000,000 as of date: June 30, 2023
Total shares outstanding:	0 as of date: June 30, 2023

Trading symbol:	None
Exact title and class of securities outstanding:	Series B Preferred Stock
CUSIP:	None
Par or stated value:	\$0.0001
Total shares authorized:	1,000,000 as of date: June 30, 2023
Total shares outstanding:	300,000 as of date: June 30, 2023

Trading symbol:	None
Exact title and class of securities outstanding:	Series W Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	2,000 as of date: June 30, 2023
Total shares outstanding:	2,000 as of date: June 30, 2023

Transfer Agent:

Name: VStock Transfer, LLC

Phone: 212-828-8436

Email: lisa@vstocktransfer.com

Address: 18 Lafayette Place, Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act? Yes: No:

ITEM 3 ISSUANCE HISTORY

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities

Number of Shares outstanding as of December 31, 2020	Opening Balance:								
	Common: 1,498,308,022 Preferred Stock: -0-								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
7/7/2021	New issuance	2,000	Series W Preferred Stock	\$3.14	No	Barbara McIntyre Bauman (1)	Settlement of debt	Restricted	Exemption on – Section 4(a)(2)
7/9/2021	New issuance	1,500,000,000	Common Stock	\$0.000005	Yes	Barbara McIntyre Bauman (1)	Settlement of debt	Restricted	Exemption on – Section 4(a)(2)
11/16/2021	Cancellation	(1,353,386,959)	Common Stock	\$0.0001	N/A	Houyu Huang	Lack of consideration	Restricted	Exemption on – Section 4(a)(2)
12/20/2021	New issuance	150,000	Series B Preferred Stock	\$1.00	No	Clark Gold Copper, Inc./Control person Barbara McIntyre Bauman (1)	Issued in connection Option agreement	Restricted	Exemption on – Section 4(a)(2)
12/20/2021	New issuance	75,000	Series B Preferred Stock	\$1.00	No	Clark Copper Mines, LLC./Control person Barbara McIntyre Bauman (1)	Issued in connection Option agreement	Restricted	Exemption on – Section 4(a)(2)
12/20/2021	New issuance	75,000	Series B Preferred Stock	\$1.00	No	Middle Verde Development Co., LLC./Control person Barbara McIntyre Bauman (1)	Issued in connection Option agreement	Restricted	Exemption on – Section 4(a)(2)
2/24/2022	Transfer	240,000,000	Common Stock		Yes	Jas Harmoni Sdn. Bhd./Control Persons Dicka Binti Liaudick, Reggie Abraham and Liew Chiew Ha	Purchased from Barbara McIntyre Bauman	Restricted	Exemption on – Section 4(a)(2)
2/24/2022	Transfer (1)	225,000,000	Common Stock		Yes	Darren Yong Jia Jiun	Purchased from Barbara McIntyre Bauman	Restricted	Exemption on –

ITEM 4 FINANCIAL STATEMENTS

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by:

Name: Rozita Ajmain
Title: Treasurer (Principal Financial Officer)
Relationship to Issuer: Treasurer (Principal Financial Officer)

Please see attached unaudited financial statements and notes to financial statements after Item 10.

ITEM 5 ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Summarize the issuer's business operations: The Company was incorporated in the State of Nevada on April 3, 2002 under the name Earnest Einstein. On October 17, 2011, the Company changed its name to iVoiceIdeas, Inc., on March 16, 2018, changed its name to ZhongKe Holdings and on September 14, 2018, the Company changed its name to Worry Free Holdings Company, its current name.

Effective February 18, 2022, Barbara McIntyre Bauman consummated the sale of the following securities of the Company to three unaffiliated parties: (i) 1,500,000,000 shares of Common Stock, constituting 49.75% of the issued and outstanding shares of Common Stock, (ii) 300,000 shares of Series B Preferred Stock, constituting all of the issued and outstanding shares of Series B Preferred Stock; and (iii) 2,000 shares of Series W Preferred Stock, constituting all of the issued and outstanding shares of Series W Preferred Stock for aggregate cash consideration of \$375,000. In connection with such sale, Ms. Bauman resigned from all of her positions with the Company, waived all debts and liabilities owed by the Company to her and her affiliates (including without limitation, Middle Verde Development Co., LLC, Clark Gold & Copper, Inc. and Clark Copper Mines, LLC) and appointed Darren Yong Jia Jiun to serve as Chief Executive Officer, Secretary and Director and Rozita Ajmain as Chief Financial Officer of the Company and Director. It is our understanding that the purchasers are not a U.S. Person within the meaning of Regulations S. Accordingly, the shares were sold pursuant to the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, Regulation D and Regulation S promulgated thereunder. As a result of the sale, the Company ceased its mining business.

On June 1, 2022, the Company consummated the acquisition of Suntech Capital Sdn. Bhd., a shell corporation organized under the laws of Malaysia ("Suntech"), for aggregate cash consideration of Ten Thousand Ringgit Malaysia, or approximately Two Thousand Three Hundred Dollars (USD \$2,300), in accordance with the terms of the that certain Shares Sale Agreement, dated June 1, 2022, by and between the Company and Chong Sing E., the sole shareholder of Suntech (the "Purchase Agreement"). The Shareholder held all of the issued and outstanding securities of Suntech, and was the sole executive officer and director of Suntech. Upon the closing of the Purchase Agreement, Suntech became a wholly owned subsidiary of the Company.

On June 9, 2022, Suntech acquired approximately 749.20 metric tons of certain precious stones from Borneo Oil & Gas Corporation Sdn. Bhd., at a purchase price of One Million Seven Hundred Eighty Seven Thousand Eight Hundred Sixty Four Dollars (USD \$1,787,864.00), payable in Twenty Three Million Eight Hundred Thirty Eight Thousand One Hundred Eighty Two (23,838,182) shares of common stock of the

Company, or a purchase price of \$0.075 per share, in accordance with the terms of that certain Bill of Sale between the parties. The foregoing description of the Bill of Sale between Suntech and Borneo Oil & Gas Corporation Sdn. Bhd. (the “Borneo Bill of Sale”) is qualified in its entirety by the terms of the Borneo Bill of Sale attached as Exhibit 1 to the Supplemental Information and Disclosure Statement published on the OTC Markets website on June 15, 2022.

On June 9, 2022, Suntech acquired approximately 113.64 metric tons of certain precious stones from Makin Teguh Sdn. Bhd., at a purchase price of Five Hundred Eighty Nine Thousand Nineteen Dollars (USD \$589,019.00), payable in Seven Million Eight Hundred Fifty Three Thousand Five Hundred Eighty Eight (7,853,588) shares of common stock of the Company, or a purchase price of \$0.075 per share, in accordance with the terms of that certain Bill of Sale between the parties. The foregoing description of the Bill of Sale between Suntech and Makin Teguh Sdn. Bhd. (the “Makin Bill of Sale”) is qualified in its entirety by the terms of the Makin Bill of Sale attached as Exhibit 2 to the Supplemental Information and Disclosure Statement published on the OTC Markets website on June 15, 2022.

As a result of the foregoing transactions, the Company ceased being a shell and entered into the business of trading precious stones.

On September 22, 2022, Suntech acquired approximately 568.20 metric tons of certain semi-precious stones from Makin at a purchase price of One Million Five Hundred Eighty Eight Thousand Five Hundred Sixteen Dollars, payable in 21, 180,215 shares of the company’s common stock, or a per share purchase price of \$0.075. The shares were issued on July 5, 2023.

Concurrently, Suntech also acquired approximately 71,054.20 kilograms of certain semi-precious stones from Borneo at a purchase price of One Hundred ninety Eight Thousand Six Hundred Forty Six Dollars, payable in 2,648,615 shares of the company’s common stock, or a per share purchase price of \$0.075. The shares were issued on June 1, 2023.

On March 31, 2023, Suntech acquired from Borneo approximately 786,539.26 kilograms of semi-precious stones for a sum of Two Million Two Hundred Twenty-Two Thousand Eight Hundred Twenty-Eight and Cents Thirty-Three (USD \$2,222,828.33), payable in 55,570,708 shares of common stock of the company, or a purchase price of \$0.04 per share. The shares were issued to Borneo on June 2, 2023.

Concurrently, Suntech and Borneo entered into that certain Exclusive Production Agreement in respect of Block A, SKC (H) 1/2001, Hutan Simpan Bukit Ibam, Mukim Keratong, District of Rompin, Pahang Darul Makmur Agreement pursuant to which the parties agreed to collaborate in respect of engaging in certain mining activities on the identified mine. In consideration for such rights, the company issued to Borneo 177,173,913 shares of its common stock at a per share price of \$0.04. The shares were issued to Borneo on June 20, 2023. The parties are in active discussions regarding the cancellation of this agreement.

On June 7, 2023, the company sold 250,000 shares of its common stock at a per share price of \$0.40 to a single entity in a private placement. The company relied on the exemption provided by Section 4(a)(2) of the Act in making such sale. The securities were issued to the purchaser on July 7, 2023.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference:

Suntech Capital Sdn. Bhd. (“Suntech”) is a wholly owned subsidiary of the Company. Chong Sing E serves as the sole director of Suntech and Liew Chiew Ha serves as the Secretary of Suntech.

C. Describe the issuers' principal products or services, and their markets: The Company is engaged in the business of trading precious stones.

ITEM 6 ISSUER'S FACILITIES

The Company is located at No. 11, Taman Jindo, Lorong Palas 1C, 88300 Kota Kinabula, Sabah, Malaysia.

ITEM 7 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name: Darren Yong Jia Jiun Title: Chief Executive Officer, Secretary and Director

Business Address:

No. 11, Taman Jindo

Lorong Palas 1C

88300 Kota Kinabalu, Sabah

Malaysia

Compensation: None

Biography – Age 44, He is chief executive director of Borneo Investment Limited, a company involved in investment and financial markets since 2017. He was at Affin Bank Berhad from 2000 to 2017, a Malaysian bank and was involved in private banking and investment. He obtained a diploma in hotel management and is an experienced investor with understanding of various financial markets.

Full Name: Rozita Ajmain

Title: CFO, Treasurer and Director

Business Address: 29-2A Harrington Suites, Off Jalan Seladang D, 88300 Kota Kinabalu, Sabah, Malaysia

Compensation: None

Biography – Aged 44, served as executive director and Chief Executive Officer of Victoria Capital Sdn Bhd since 2021. She was a businesswoman involved in various real estate and investment. She served as a wealth management executive at Affin Bank Berhad from 2001 to 2003, a Malaysian Bank and was involved in private banking and investment. She graduated from University Kebangsaan Malaysia (Malaysia National University) with a Bachelor of Economics. She is an experienced investor with understanding of various financial markets, as well as having the required management experience to lead a competent management team.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding(1)	Note
Darren Yong Jia Jiun	Chief Executive Officer, Secretary and Director, over 5% owner	Sabah, Malaysia	225,000,000 300,000 2,000	Common Series B Preferred Series W Preferred Stock	11.768% 100% 100%	N/A

Rozita Ajmain	Chief Financial Officer and Director	Sabah, Malaysia	0	NA	NA	N/A
Victoria Capital Sdn. Bhd, (2)	Over 5% owner	Sabah, Malaysia	1,035,000,000	Common	54.132%	N/A
Borneo Oil Berhad (3)	Over 5% owner	Sabah, Malaysia	259,231,418	Common	13.558%	N/A
Jas Harmoni Sdn. Bhd. (4)	Over 5% owner	Sabah, Malaysia	240,000,000	Common	12.552%	N/A

- (1) Calculated on the basis of 1,912,006,069 shares of Common Stock, 300,000 shares of Series B Preferred Stock and 2,000 shares of Series W Preferred Stock outstanding as of June 30, 2023.
- (2) Victoria Capital Sdn. Bhd, is controlled by Rozita Ajmain, the Company's CFO, Executive Director and majority shareholder.
- (3) Borneo Oil Berhad is controlled by its directors Joseph Lee Yok Min and Georgia Suzanne Lingham.
- (4) Jas Harmoni Sdn. Bhd. is controlled by Dicka Binti Liaudick and Reggie Abraham, its directors, and Liew Chiew Ha, its Secretary.

ITEM 8 LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. **None.**

ITEM 9 THIRD PARTY PROVIDERS:

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Morgan Scudi
Firm: Scudi & Ayers, LLC
Address 1: 5440 Morehouse Dr., Suite 4400
Address 2: San Diego, CA 92121
Phone: 858-558-1001
Email: mscudi@scudilaw.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Jenny Chen-Drake
1441 New Highway 96 West, Suite 2, #123
Franklin, Tennessee 37064
Phone: (310) 358-0880
jchendrake@gmail.com

ITEM 10 ISSUER CERTIFICATION

I, Darren Yong Jia Jiun, certify that:

1. I have reviewed this Annual Report of Worry Free Holdings Company:
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period

covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: September 11, 2023

/s/ Darren Yong Jia Juin

Darren Yong Jia Juin

Chief Executive Officer and Secretary

(Principal Executive Officer and Principal Financial Officer)

I, Rozita Ajmain, certify that:

1. I have reviewed this Annual Report of Worry Free Holdings Company:

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: September 11, 2023

/s/ Rozita Ajmain

Rozita Ajmain

Treasurer

(Principal Financial Officer)

Worry Free Holdings Company
June 30, 2023
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WORRY FREE HOLDINGS COMPANY
UNAUDITED CONSOLIDATED BALANCE SHEETS

	<u>June 30,</u> 2023	<u>December 31,</u> 2022
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 4,298	\$ 7,221
Accounts receivable	821	592
Deferred expenses	590,580	—
Inventories	<u>6,406,085</u>	<u>4,380,395</u>
Total Current Assets	<u><u>7,001,784</u></u>	<u><u>4,388,208</u></u>
Non-current Assets		
Plant and equipment, net	8,357	—
Deferred expenses	<u>6,496,377</u>	<u>—</u>
TOTAL ASSETS	<u><u>\$ 13,506,518</u></u>	<u><u>\$ 4,388,208</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 1,619,051	\$ 1,903,987
Due to related party	<u>36,137</u>	<u>27,034</u>
Total Current Liabilities	<u><u>1,655,188</u></u>	<u><u>1,931,021</u></u>
STOCKHOLDERS' EQUITY		
Series A Preferred Stock, par value \$0.0001, 5,000,000 shares authorized, 0 and 0 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	—	—
Series B Preferred Stock, par value \$0.0001, 1,000,000 shares authorized, 300,000 and 300,000 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	30	30
Series W Preferred Stock, par value \$0.001, 2,000 shares authorized, 2,000 and 2,000 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	1	1
Common Stock, par value \$0.0001, 3,015,060,241 shares authorized, 1,912,006,069 and 1,676,612,833 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	191,200	167,661
Additional paid-in capital	12,538,788	3,053,896
Accumulated other comprehensive income	44,461	172,360
Accumulated deficit	<u>(923,150)</u>	<u>(936,761)</u>
Total Stockholders' Equity	<u><u>11,851,330</u></u>	<u><u>2,457,187</u></u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 13,506,518</u></u>	<u><u>\$ 4,388,208</u></u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

WORRY FREE HOLDINGS COMPANY
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

	For the three months ended June 30,		For the six months ended June 30,	
	2023	2022	2023	2022
Revenue	\$ 9,682	\$ —	\$ 12,875	\$ —
Cost of sales	5,190	—	(24,582)	—
Gross profit	4,492	—	37,457	—
Expenses				
Professional fees	4,582	11,082	4,585	23,668
General and administrative expenses	13,530	28,698	19,261	21,009
Total operating expenses	18,112	39,780	23,846	44,677
(Loss) income from operations	(13,620)	(39,780)	13,611	(44,677)
Other expense				
Loss on disposal of mining claims	—	—	—	(300,000)
Total other expense	—	—	—	(300,000)
Net (loss) income	(13,620)	(39,780)	13,611	(344,677)
Net (loss) earnings per share - basic and diluted	\$ (0.00)	\$ (0.00)	0.00	\$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	1,714,440,931	1,533,697,165	1,695,835,608	1,505,702,768

The accompanying notes are an integral part of these unaudited consolidated financial statements.

WORRY FREE HOLDINGS COMPANY
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the Three and Six Months Ended June 30, 2023 and 2022

	Common Stock		Series B Preferred Stock		Series W Preferred Stock		Additional	Accumulated	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In	other		
							Capital	comprehensive	Deficit	Stockholders'
								income		Equity
Balance at December 31, 2021	1,644,921,063	164,492	300,000	30	2,000	1	662,500	-	(544,705)	282,318
Forgiveness of related party debt	-	-	-	-	-	-	17,682	-	-	17,682
Net loss	-	-	-	-	-	-	-	-	(304,897)	(304,897)
Balance at March 31, 2022	<u>1,644,921,063</u>	<u>164,492</u>	<u>300,000</u>	<u>30</u>	<u>2,000</u>	<u>1</u>	<u>680,182</u>	-	<u>(849,602)</u>	<u>(4,897)</u>
Share issues for the purchases incurred	31,691,770	3,169	-	-	-	-	2,373,714	-	-	2,376,883
Foreign exchange adjustments	-	-	-	-	-	-	-	330	-	330
Net loss	-	-	-	-	-	-	-	-	(39,780)	(39,780)
Balance at June 30, 2022	<u>1,676,612,833</u>	<u>167,661</u>	<u>300,000</u>	<u>30</u>	<u>2,000</u>	<u>1</u>	<u>3,053,896</u>	<u>330</u>	<u>(889,382)</u>	<u>2,332,536</u>
Balance at December 31, 2022	1,676,612,833	167,661	300,000	30	2,000	1	3,053,896	172,360	(936,761)	2,457,187
Foreign exchange adjustments	-	-	-	-	-	-	-	8	-	8
Net income	-	-	-	-	-	-	-	-	27,231	27,231
Balance at March 31, 2023	<u>1,676,612,833</u>	<u>167,661</u>	<u>300,000</u>	<u>30</u>	<u>2,000</u>	<u>1</u>	<u>3,053,896</u>	<u>172,368</u>	<u>(909,530)</u>	<u>2,484,426</u>
Shares issued for production agreement	177,173,913	17,717	-	-	-	-	7,069,240	-	-	7,086,957
Shares issued for stone purchase	58,219,323	5,822	-	-	-	-	2,415,652	-	-	2,421,474
Foreign exchange adjustments	-	-	-	-	-	-	-	(127,907)	-	(127,907)
Net loss	-	-	-	-	-	-	-	-	(13,620)	(13,620)
Balance at June 30, 2023	<u>1,912,006,069</u>	<u>191,200</u>	<u>300,000</u>	<u>30</u>	<u>2,000</u>	<u>1</u>	<u>12,538,788</u>	<u>44,461</u>	<u>(923,150)</u>	<u>11,851,330</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

WORRY FREE HOLDINGS COMPANY
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the six months ended June 30,	
	2023	2022
Cash Flows from Operating Activities		
Net income (loss)	\$ 13,611	\$ (344,677)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	95	—
Shares issued for production cost	7,086,957	—
Shares issued for stone purchase	2,421,474	—
Changes in operating assets and liabilities:		
Decrease in mining claims	—	300,000
Increase in inventories	(2,025,690)	—
Increase in accounts receivable	(229)	—
Increase in deferred expenses	(7,086,957)	—
(Decrease) increase in accounts payable and accrued liabilities	(284,936)	29,329
Net Cash Provided by (Used in) Operating Activities	124,325	(15,348)
Cash Flows from Investing Activities		
Cash from acquisition of a subsidiary	—	1,609
Cash paid for acquisition of furniture and fixtures	(8,447)	—
Net Cash (Used in) Provided by Investing Activities	(8,447)	1,609
Cash Flows from Financing Activities		
Cash from acquisition of a subsidiary	—	15,348
Proceeds from related party	9,875	—
Net Cash Provided by Financing Activities	9,875	15,348
Foreign currency translation adjustment	(128,676)	—
Net (decrease) increase in cash	(2,923)	1,609
Cash at beginning of period	7,221	—
Cash at end of period	\$ 4,298	\$ 1,609
Supplemental Disclosure:		
Interest paid	\$ —	\$ —
Income taxes paid	\$ —	\$ —
Non-Cash Financing Activities:		
Forgiveness of related party debt	\$ —	\$ 17,682

The accompanying notes are an integral part of these unaudited consolidated financial statements.

WORRY FREE HOLDINGS COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2023

NOTE 1 – ORGANIZATION AND OPERATIONS

Worry Free Holdings Company (the “Company”) was incorporated in the State of Nevada on April 3, 2002 under the name Earnest Einstein. On October 17, 2011, the Company changed its name to iVoiceIdeas, Inc., on March 16, 2018, changed its name to ZhongKe Holdings and on September 14, 2018, the Company changed its name to Worry Free Holdings Company, its current name. The Company is engaged in mineral exploration in Arizona. Its first mining property is the Hercules Mine located in Mohave County, on which the company has an option. Past drilling by another company at Hercules encountered mineralization containing gold, silver, lead and zinc. The Towne Mine was the original discovery mine in the Chloride Mining District, and is a past producer of gold. Three additional mines and a historic custom millsite are located on 55 acres adjacent to the Town of Chloride.

On February 18, 2022, Barbara McIntyre Bauman consummated the sale of the following securities of the Company to three unaffiliated parties: (i) 1,500,000,000 shares of Common Stock, constituting 49.75% of the issued and outstanding shares of Common Stock, (ii) 300,000 shares of Series B Preferred Stock, constituting all of the issued and outstanding shares of Series B Preferred Stock; and (iii) 2,000 shares of Series W Preferred Stock, constituting all of the issued and outstanding shares of Series W Preferred Stock for aggregate cash consideration of \$375,000. In connection with such sale, Ms. Bauman resigned from all of her positions with the Company, waived all debts and liabilities owed by the Company to her and her affiliates (including without limitation, Middle Verde Development Co., LLC, Clark Gold & Copper, Inc. and Clark Copper Mines, LLC) and appointed Darren Yong Jia Jiun to serve as Chief Executive Officer, Secretary and Director and Rozita Ajmain as Chief Financial Officer of the Company and Director. It is our understanding that the purchasers are not a U.S. Person within the meaning of Regulations S. Accordingly, the shares were sold pursuant to the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, Regulation D and Regulation S promulgated thereunder. As a result of the sale, the Company ceased its mining business and is currently a shell company seeking potential acquisition targets.

On June 1, 2022, the Company consummated the acquisition of Suntech Capital Sdn. Bhd., a shell corporation organized under the laws of Malaysia (“Suntech”), for aggregate cash consideration of Ten Thousand Ringgit Malaysia, or approximately Two Thousand Three Hundred Dollars (USD \$2,300), in accordance with the terms of the that certain Shares Sale Agreement, dated June 1, 2022, by and between the Company and Chong Sing E., the sole shareholder of Suntech (the “Purchase Agreement”). The Shareholder held all of the issued and outstanding securities of Suntech and was the sole executive officer and director of Suntech. Upon the closing of the Purchase Agreement, Suntech became a wholly owned subsidiary of the Company. Shortly after the acquisition of Suntech, the Company entered into the business of trading precious stones.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

Business Combination

The Company follows FASB ASC Topic 805, Business Combinations (“ASC 805”) and ASC Topic 810-10-65, Consolidation. ASC Topic 805 requires most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at “fair value.” The statement applies to all business combinations, including combinations among mutual entities and combinations by contract alone. Under ASC Topic 805, all business combinations are accounted for by applying the acquisition method. Accounting for goodwill requires significant management estimates and judgment. Management performs periodic reviews of the carrying value of goodwill to determine whether events and circumstances indicate that an impairment in value may have occurred. A variety of factors could cause the carrying value of goodwill to become impaired. A write-down of the carrying value of goodwill could result in a non-cash charge, which could have an adverse effect on the Company’s results of operations.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Comprehensive income

FASB ASC Subtopic 220, Comprehensive Income, establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying condensed consolidated statements of changes in stockholders’ equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Topic 260, Earnings Per Share, provides for the calculation of “Basic” and “Diluted” earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At June 30, 2023

and December 31, 2022, cash equivalents amounted to \$4,298 and \$7,221, respectively.

Inventories

Inventories are stated at the lower of cost or net realizable value, cost being determined on a first-in-first-out method. Costs include precious stones which are purchased from the Company's suppliers as merchandized goods. The Company provides inventory allowances based on excess and obsolete inventories determined principally by customer demand. The inventories amounted to \$6,406,085 and \$4,380,395 at June 30, 2023 and December 31, 2022, respectively.

NOTE 3 – GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying consolidated financial statements, the Company reported an accumulated deficit of \$923,150 at June 30, 2023. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – STOCKHOLDERS' EQUITY

Authorized Capital Stock

Common Stock

The Company is authorized to issue 3,015,060,241 shares of common stock with a par value of \$0.0001 per share.

As of June 30, 2023 and December 31, 2022, 1,912,006,069 and 1,676,612,833 shares of Common Stock of the Company were issued and outstanding, respectively.

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001 per share.

As of June 30, 2023 and December 31, 2022, 1,000,000 shares of Series B Preferred shares were authorized. 300,000 shares were issued and outstanding.

As of June 30, 2023 and December 31, 2022, 2,000 shares of Series W Preferred shares were authorized. 2,000 shares were issued and outstanding.

NOTE 5 – RELATED PARTY TRANSACTIONS

Apart from the transactions and balances detailed elsewhere in these accompanying consolidated financial statements, the Company has no other significant or material related party transactions during the periods presented.

NOTE 6 – SUBSEQUENT EVENTS

Management has evaluated all other activities of the Company through the issue date of the accompanying consolidated financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying unaudited consolidated financial statements or disclosure in the Notes to Consolidated Financial Statements.