

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

### **READEN HOLDING CORP.**

3301 Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, NT

Hong Kong, China

Phone: +852 39505599

Website: <https://www.readenholdingcorp.com>

Email: [hk@readenholdingcorp.com](mailto:hk@readenholdingcorp.com)

SIC Code: 7389

### **Quarterly Report**

**For the period ending December 31, 2023 (the "Reporting Period")**

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

358,623,724 as of December 31, 2023

343,348,724 as of June 30, 2023

#### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

#### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

None

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

**1) Name and address(es) of the issuer and its predecessors (if any)**

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

The Company was originally incorporated under the laws of the state of Idaho as Beacon Light Mining Company in 1953.

In 1997, the Company created a wholly owned subsidiary called Beacon Light Mining Company in Nevada. The Company then merged into the Nevada subsidiary, thus becoming a Nevada corporation. The Company was reincorporated in Nevada on November 15, 1997, as Beacon Light Mining Company.

On February 18, 1998, the Company changed its name to Beacon Light Holding Corporation.

On August 3, 2001, the Company changed its name to Wellux International, Inc.

On May 5, 2005, the Company changed its name to Readen Holding Corporation.

Current State and Date of Incorporation or Registration: Nevada, November 15, 1997.

The Company was originally incorporated under the laws of the state of Idaho as Beacon Light Mining Company in 1953.

In 1997, the Company created a wholly owned subsidiary called Beacon Light Mining Company in Nevada. The Company then merged into the Nevada subsidiary, thus becoming a Nevada corporation. The Company was reincorporated in Nevada on November 15, 1997, as Beacon Light Mining Company.

Standing in this jurisdiction: (e.g. active, default, inactive): Active, and is currently in good standing in the state of Nevada.

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None.

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

None.

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

None.

Address of the issuer's principal executive office:

3301 Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong.

Address of the issuer's principal place of business:

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

## 2) Security Information

### **Transfer Agent**

Name: Empire Stock Transfer  
Phone: (702) 818-5898  
Email: info@empirestock.com  
Address: 1859 Whitney Mesa Dr., Henderson, NV 89014.

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>RHCO</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>75525501643V102</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>999,500,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>358,623,724</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>775</u>	<u>as of date: December 31, 2023</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of securities outstanding:	<u>Class A Preferred</u>	
CUSIP:	<u>None.</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>0</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: December 31, 2023</u>

Exact title and class of the security:	<u>Class B Preferred</u>
CUSIP (if applicable):	<u>None.</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	<u>5,000,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding (if applicable):	<u>2,466,666</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: December 31, 2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

### **Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

**1. For common equity, describe any dividend, voting and preemption rights.**

The holders of our common stock:

- have equal ratable rights to dividends from funds legally available for payment of dividends when, as and if declared by the board of the directors;
- are entitled to share ratably in all of the assets available for distribution to holders of common stock (after any distributions due the holders of our preferred stock) upon liquidation, dissolution or winding up our affairs;
- do not have preemptive, subscription or conversion rights, or redemption rights or access to any sinking fund; and
- are entitled to one non-cumulative vote per share on all matters submitted to shareholders for a vote at any meeting of shareholders.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The holders of our class A preferred stock:

- have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose;
- are entitled to participate in any distribution out of the assets of the corporation on an equal basis per share in the event of any dissolution, liquidation or winding up of the corporation whether voluntary or involuntary; A sale of all or substantially all of the corporation's assets or an acquisition of the corporation by another entity by means of any transaction or series of related transactions (including, without limitation, a reorganization, consolidated or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the corporation, shall not be deemed to be a liquidation for purposes of this designation;
- have the right to cast seven hundred and fifty (750) votes for each share held of record on all matters submitted to a vote of holders of the corporation's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of class A preferred stock shall vote together with all other classes and series of common stock of the corporation as a single class on all actions to be taken by the common stock holders of the corporation except to the extent that voting as a separate class or series is required by law;
- each share of class A preferred stock shall be convertible at the option of the holder thereof and without the payment of additional consideration by the holder thereof, at any time, into shares of common stock on the optional conversion date (as defined in certificate of designation) at a conversion rate of one (1) share of common stock for every one (1) share of class A preferred stock, subject to adjustment as provided in certificate of designation.

The holders of our class B preferred stock:

• each share of class B preferred stock has (i) a liquidation preference of 8.15 per share; (ii) a right to receive annual dividends of 8.5% of the stated value of 5.15 per share; and (iii) the right to convert into one share of common stock. The class B preferred stock has no voting rights.

3. Describe any other material rights of common or preferred stockholders.

n/a

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

n/a

### 3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u>									
Date July 1, 2022			Common: 333,848,724 Preferred A: 0 Preferred B: 1,000,000						
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.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
July 12, 2022	New Issuance	1,000,000	Pref B	0.01	No	Murrat Boyraci	Acquisition	Restricted	4(2) Exemption
Jul 28, 2022	New Issuance	466,666	Pref B	0.01	No	GR Steenberg	Acquisition	Restricted	4(2) Exemption

Sep 8, 2022	New Issuance	1,200,000	Common Stock	0.02	No	Ryan Daniel Clyde Yanch	Acquisition	Restricted	Rule 144
Sep 1, 2022	New Issuance	500,000	Common Stock	0.02	No	Mazdak Rafaty	Private Placement	Restricted	Rule 144
Sep 8, 2022	New Issuance	800,000	Common Stock	0.02	No	Richard Rivet	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	200,000	Common Stock	0.02	No	Alex Tang	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	200,000	Common Stock	0.02	No	Ethan Mc Elroy	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	200,000	Common Stock	0.02	No	Jeroen Marichal	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	500,000	Common Stock	0.02	No	Ming Yu	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	300,000	Common Stock	0.02	No	Neil Walker	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	300,000	Common Stock	0.02	No	Paul Lai	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	300,000	Common Stock	0.02	No	Andrew Walker	Acquisition	Restricted	Rule 144
Sep 8, 2022	New Issuance	5,000,000	Common Stock	0.02	No	Igor Matheeuwsen	Acquisition	Restricted	Rule 144
May 22, 2023	New Issuance	750,000	Common Stock	0.02	No	AZIZ Invest Limited	Private Placement	Restricted	Rule 144
June 15, 2023	New Issuance	650,000	Common Stock	0.014	No	Jeroen Marichal	Private Placement	Restricted	Rule 144
July 14, 2023	New Issuance	10,000,000	Common Stock	0.02	No	Murat Boyraci	Private Placement	Restricted	Rule 144
July 14, 2023	New Issuance	1,000,000	Common Stock	0.02	No	GR Steenberg	Private Placement	Restricted	Rule 144
July 14, 2023	New Issuance	1,000,000	Common Stock	0.02	No	Ming Yu	Private Placement	Restricted	Rule 144
July 14, 2023	New Issuance	1,875,000	Common Stock	0.02	No	KWONG Yin Yee	Private Placement	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date December 31, 2023									
Common: 358,623,724									
Preferred A: 0									
Preferred B: 2,466,666									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company is engaged in the business of identifying and acquiring privately held equity holdings in various entities worldwide.

The Company's subsidiary, OkePay New Zealand is a payment gateway platform and payment service provider.

The Company's subsidiary, Readen Retail, owns multiple consumer brands, which it markets online and in stores.

The Company's subsidiary, Okey Media, is a digital marketing company, which uses proprietary technology to, with pinpoint accuracy, target potential clients for retail companies.

The Company's subsidiary, Ares Technology Limited, created and markets its own eVoucher, READIES, which is targeted towards consumers who prefer to protect their privacy and security when engaging in online transactions.

The Company developed and markets its own cryptocurrency.

B. List any subsidiaries, parent company, or affiliated companies.

The Company owns 100% of the shares of OkePay New Zealand, which is a payment gateway and a payment service provider.

OkePay New Zealand is located at 3 Owens Road, Epsom, PO BOX 9921, Auckland, New Zealand and its email address is [info@readenholdingcorp.com](mailto:info@readenholdingcorp.com) and telephone number is +852 21164019. The Company's website can be accessed at [www.okepay.biz](http://www.okepay.biz).

The officer and directors are as follows:

Johannes Willy Henri Westbroek, Sole Officer and Director.

The Company owns 100% of the shares of OK-2 BV (formerly known as Readen Real Estate BV), which is a real estate holding company. OK-2's vision is to acquire real estate properties which are in synergy with and add value to the parent corporation and its shareholders.

OK-2 is located at Franciscusweg 219, Hilversum, The Netherlands 1216 SE and its email address is [ronald@readenholdingcorp.com](mailto:ronald@readenholdingcorp.com) and telephone number is +31 35 6299970. The Company's website can be accessed at [www.readenholdingcorp.com](http://www.readenholdingcorp.com).

The officers and directors are as follows:

Johannes Willy Henri Westbroek, Director.

Ad de Jongh, Chief Financial Officer.

The Company owns 100% of the shares of D5investments BV, which is a holding company organized to make acquisitions on behalf of its parent company.

D5investments is located at Franciscusweg 219, Hilversum, The Netherlands 1216 SE and its email address is [ronald@readenholdingcorp.com](mailto:ronald@readenholdingcorp.com) and telephone number is +31 35 6299970. The Company's website can be accessed at [www.readenholdingcorp.com](http://www.readenholdingcorp.com).

The officers and directors are as follows:

Johannes Willy Henri Westbroek, Sole Officer and Director.

The Company owns 100% of the shares of Okey Media BV, which is a marketing technology company that uses proprietary technology to, with pinpoint accuracy, target potential clients for retail companies.

Okey Media is located at Franciscusweg 219, Hilversum, The Netherlands 1216 SE and its email address is [ronald@readenholdingcorp.com](mailto:ronald@readenholdingcorp.com) and telephone number is +31 35 6299970. The Company's website can be accessed at [www.readenholdingcorp.com](http://www.readenholdingcorp.com).

The officers and directors are as follows.

Johannes Willy Henri Westbroek, Sole Officer and Director.

The Company owns 100% of the shares of Ares Technology Limited, a company engaged in e-Voucher business READIES, which is targeted towards consumers who prefer to protect their privacy and security when engaging in online transactions.

Ares Technology Limited is located at 3301 Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong, China and its email address is [info@readenholdingcorp.com](mailto:info@readenholdingcorp.com) and telephone number is +852 21164019. The Company's website can be accessed at [www.readenholdingcorp.com](http://www.readenholdingcorp.com).

The officers and directors are as follows:



Johannes Willy Henri Westbroek, Sole Officer and Director.

C. Describe the issuers' principal products or services.

The Company is a holding company, holding multiple projects and businesses in a wide variety of industries, such as payment processing, payment gateway, virtual currency, e-vouchers, retail, and digital marketing.

**5) Issuer's Facilities**

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company rents a 3,000 square foot facility located at 3301 Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong, China, with a monthly rent of 40,000 Hong Kong Dollars per month. The new facility will support the Company's anticipated future growth and provided greater capacity for Fintech product development activities. The headquarters will house the Company's corporate, development, Asian marketing and administrative staff.

The Company rents a facility, which includes a 2,100 square meter warehouse and a 400 square meter office space located at Nikkelstraat 4, Naarden, The Netherlands, 1411 AJ, with a monthly rent of 7,083. Euros. This facility accommodates the Company's consumer retail activities and is the head office of Neckermann.com and D5avenue.com, two of the Company's branded retail activities.

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders 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 (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
AW Den Hartog	Accountant	Netherlands	0	n/a	0%	
Johannes Willy Henri Westbroek	Officer and Director	Netherlands	0	n/a	0%	
Yuk King Ma	Beneficial Shareholder	Hilversum, The Netherlands	62,090,000	Common Stock	17.31%	
			1,233,333	Preferred B	50%	
Murat Boyraci	Beneficial Shareholder	Turkey	63,309,974	Common Stock	17.65%	
			1,233,333	Preferred B	50%	
Igor Mattheeuwsen	Beneficial Shareholder	Tilburg, The Netherlands	5,000,000	Common Stock	1.39%	
IT Star Limited*	Beneficial Shareholder		28,600,000	Common Stock	7.97%	Chau Wai Hing
Richard Klitsie	Beneficial Shareholder	Hong Kong	53,410,000	Common Stock	14.89%	

\*IT Star Limited

Director: Chau Wai Hing

Address: Room A, 14/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None.

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None.

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

None.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None.

5. Been the subject 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.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

## **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>Vic Devlaeminck</u>
Firm:	<u>Vic Devlaeminck PC</u>
Address 1:	<u>10013 N.E. Hazel Dell Avenue, Suite 317</u>
Address 2:	<u>Vancouver, WA 98685</u>
Phone:	<u>(503) 806-3533</u>
Email:	<u>vic@vicdevlaeminck.com</u>

Accountant or Auditor

Name:	<u>A. W. Den Hartog</u>
Firm:	<u>AAB en Advies</u>

Address 1: Scoolstraat 44  
Address 2: Hilversum, The Netherlands 1211 AZ  
Phone: +31 650899474  
Email: info@aabnadvies.nl

#### Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): <https://twitter.com/ReadenRHCO>  
Discord: RHCO  
LinkedIn: <https://www.linkedin.com/company/rhco/>  
Facebook: <https://www.facebook.com/ReadenHoldingCorp>  
[Other ]

#### Other Service Providers

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

Name:  
Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Johannes Willy Henri Westbroek  
Title: CEO  
Relationship to Issuer: CEO of the company

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

- ☐ IFRS  
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: A. W. Den Hartog  
Title: Auditor  
Relationship to Issuer: Auditor of the company

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> certified auditor

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Johannes Willy Henri Westbroek certify that:

1. I have reviewed this Disclosure Statement for Readen Holding Corp.;
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.

15 February 2024 [Date]

/s/ Johannes Willy Henri Westbroek [CEO's Signature]

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Johannes Willy Henri Westbroek certify that:

1. I have reviewed this Disclosure Statement for Readen Holding Corp.;
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.

15 February 2024 [Date]

/s/ Johannes Willy Henri Westbroek [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**READEN HOLDING CORP.**  
**CONSOLIDATED BALANCE SHEET**  
**FOR THE PERIOD ENDED DECEMBER 31, 2023**  
(unaudited)

	As at 31/12/2023	As at 30/9/2023
<b>ASSETS in US dollars</b>		
<b>Current assets</b>		
Cash and cash equivalents	9,317	18,113
Accounts receivable	317,777	248,621
Inventory	42,716	61,393
Note receivable - related party	176,711	116,210
Interest receivable	703,131	818,544
Current Taxes	29,974	25,791
Other current assets	178,718	153,222
<b>Total current assets</b>	<u>1,458,344</u>	<u>1,441,894</u>
<b>Other assets</b>		
Property and equipment, net	919,834	52,931
Goodwill	2,250,000	2,250,000
Investment in Angelo Mermer	1,300,000	1,300,000
Intangible assets	811,981	761,212
Deposits	38,717	38,717
Loan receivables		
Loan receivables from Sticking Nejiase	498,114	4,826,146
Loan receivables from Boost Georgia	3,446,799	3,446,799
Loan receivables from Twice As Nice	310,279	310,279
Loan receivables from Oasis International	140,007	130,161
Loan receivables from Orange Horizon	716,433	737,944
Loan to related parties	46,000	46,000
Interest in TNMD	20,000	20,000
<b>Total other assets</b>	<u>10,498,164</u>	<u>13,920,189</u>
<b>Total assets</b>	<u><b>11,956,508</b></u>	<u><b>15,362,083</b></u>



**READEN HOLDING CORP.**  
**CONSOLIDATED BALANCE SHEET**  
**FOR THE PERIOD ENDED DECEMBER 31, 2023**  
(unaudited)

	As at 31/12/2023	As at 30/9/2023
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	391,342	379,132
Interest payable	249,272	262,791
Advances payable - related parties	265,553	265,553
Loan from related parties	446,990	427,838
Loan from directors	209,901	209,901
Director fees payable	145,001	140,011
Loans payable	117,308	117,308
Notes payable	142,877	142,877
Other current liabilities	89,111	112,418
<b>Total current liabilities</b>	2,057,355	2,057,829
<b>Other liabilities</b>		
Loans payable, net of current portion	1,794,076	5,632,836
Other non-current liabilities	54,103	54,103
	1,848,179	5,686,939
<b>Total liabilities</b>	3,905,534	7,744,768
<b>Stockholders' Equity</b>		
Convertible preferred stock	2,466	2,466
Common Stock	358,624	358,624
Additional paid-in capital	1,847,361	1,817,361
Claim reserve	250,000	250,000
Exchange reserve	76,033	84,322
Subordinated loan Non-controlling interest	917,655	1,128,058
Non controlling interest provision	595,324	595,324
Valuation reserve	2,106,061	2,106,061
Retained earnings previous periods	1,275,099	912,020
Earnings this period	622,351	363,079
<b>Total Stockholders' equity</b>	8,050,974	7,617,315
<b>Total liabilities + Total Stockholders' equity</b>	11,956,508	15,362,083



**READEN HOLDING CORP.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR THE PERIOD ENDED DECEMBER 31, 2023**  
**(unaudited)**

	<b>As at 31/12/2023</b>	<b>As at 30/9/2023</b>
Revenue	4,583,171	2,106,013
Cost of goods sold	3,278,800	1,436,932
Gross profit	<u>1,304,371</u>	<u>669,081</u>
Operating expenses	363,213	154,846
General and administrative expenses	<u>271,880</u>	<u>155,403</u>
Total operating expenses	635,093	310,249
Income (loss) from operations	<u><u>669,278</u></u>	<u><u>358,832</u></u>
Profit attributable from an associate		
Other income / (expense)		
Finance costs	21,204	60,000
Income tax	(92,063)	(67,321)
Revaluation of assets	21,711	18,501
TNMD transcation	-	-
TNMD loss on share price	-	-
Foreign / USDT exchange gain / (loss)	16,972	23,984
Other income/ loss	<u>86,861</u>	<u>21,212</u>
Total other income/ (expense)	54,685	56,376
Tax	(101,612)	(52,129)
<b>Net income (loss)</b>	<u><u><b>622,351</b></u></u>	<u><u><b>363,079</b></u></u>

READEN HOLDING CORP  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE PERIOD ENDED DECEMBER 31, 2023  
(unaudited)

	Preferred Stock Series B		Common Stock		Additional Paid-in Capital and other Reserve	Exchange Reserve	Accumulated (loss)/Profits	Shareholders' Equity	Non- controlling Interest	Total Equity
	Shares	Par Value \$	Shares	Par Value \$						
As at October 1, 2023	2,466,666	2,467	358,623,724	358,624	3,933,161	84,322	1,275,099	7,617,315	1,523,382	7,617,315
Exchange difference						0				
Shares issued via Private Placement										
Shares issued preferred										
Shares cancelled										
Additional paid-in capital										
Net Profit for the period ended December 31, 2023							622,351			
Claim reserve						(8,289)				
As at December 31, 2023	2,466,666	2,467	358,623,724	358,624	3,933,161	76,033	1,897,450	8,050,974	1,523,382	8,050,974

**READEN HOLDING CORP.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD ENDED DECEMBER 31, 2023**  
**(unaudited)**

**Cash flows from operation activities**

Net Income (loss)	622,351	
	-----	622,351

**Changes in operating assets and liabilities:**

Accounts receivable	Increase	69,156	
Inventory	Decrease	(18,677)	
Note receivable - related party	Increase	60,501	
Interest receivable	Decrease	(115,413)	
Current taxes	Increase	4,183	
Other current assets	Increase	25,496	
	Increase	-----	25,246
Property and equipment	Increase	866,903	
Intangible assets	Increase	50,769	
Loan receivable	Decrease	(4,339,697)	
Loan to related parties		0	
Investment in TNMD		0	
	Decrease	-----	(3,422,025)
Accounts payable	Increase	12,210	
Interest payable	Decrease	(13,519)	
Advances payable related parties	Decrease	0	
Loan to related parties	Increase	19,152	
Director fees payable	Increase	4,990	
Loans payable		0	
Other current liabilities	Decrease	(23,307)	
	Decrease	-----	(474)
Loans payable, net of current portion	Decrease	(3,838,760)	
Other non current liabilities	Decrease	0	
	Decrease	-----	(3,838,760)

Change in subordinated loan non-controlling interest		(210,403)
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**Cash flows from financing activities**

Issue of shares	Increase	301,600
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<b>Net change in cash and cash equivalent</b>		<b>(8,796)</b>
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<b>Cash and cash equivalent at beginning of period</b>		<u>18,113</u>
<b>Cash and cash equivalent at end of period</b>		<u><u>9,317</u></u>

READEN HOLDING CORP.  
NOTE TO CONSOLIDATED STATEMENTS  
FOR THE PERIOD ENDED DECEMBER 31, 2023  
(unaudited)

## **1. Background**

Readen Holding Corp., a Nevada corporation, was originally incorporated in the state of Idaho under the name of "Beacon Light Mining Company" in 1953. In 1997, we created a wholly-owned subsidiary with the same name in the state of Nevada. We then merged into the Nevada subsidiary and became a Nevada corporation. We were reincorporated in Nevada on November 19, 1997, under the name "Beacon Light Mining Company." On February 18, 1998, we changed our name to "Beacon Light Holding Corporation." On August 3, 2001, we changed our name to Wellux International, Inc. and operated under that name until May 5, 2005, when we changed our name to Readen Holding Corp.

The Company is engaged in the business of identifying and acquiring privately held equity holdings in various entities worldwide.

## **2. Basis of Presentation**

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and in Management's opinion, reflect all adjustments, including normal recurring adjustments, necessary to present fairly the Company's financial position at December 31, 2023, and the results of operations and cash flows for the period ended December 31, 2023. The results of operations for the period ended December 31, 2023 are not necessarily indicative of the results that the Company will have for any subsequent fiscal year.

The preparation of 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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

## **3. Liquidity and Operations**

The Company had net profit of \$622,351 for the period ended December 31, 2023.

As of December 31, 2023, the Company had cash of \$9,317, accounts receivable of \$317,777, inventory of \$42,716 and accounts Payable of \$391,342. At the Company's discretion, they may decide to raise additional capital in the future through equity or debt financing.

## **4. Summary of Significant Accounting Policies**

**Cash and Cash Equivalents** - The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

**Revenue Recognition** - The Company recognizes revenue from product sales when persuasive evidence of an arrangement exists, shipment has occurred, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured.

Research and Development Expenses - Research and development expenses are charged to operations in the period incurred.

Selling and Marketing Expenses - Selling and marketing expenses are expensed as incurred.

General and Administrative Expenses - General and administrative expenses are expensed as incurred.

These expenses were \$271,880 for the period ended December 31, 2023.

Use of Estimates - The preparation of the 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 balance sheet and the reported amounts of revenue and expenses during the reporting period. Significant estimates include the Company's debt discount, and share-based compensation expense. Actual results could differ from these estimates.

Stock-Based Compensation - The Company accounts for stock-based compensation under the provisions of FASB ASC 718 (Statement of Financial Accounting Standards No. 123 (revised 2004), "SHAREBASED PAYMENT"), which requires the Company to measure the stock-based compensation costs of share-based compensation arrangements based on the grant date fair value and generally recognizes the costs in the financial statements over the employee's requisite service period. Stock-based compensation expense for all stock-based compensation awards granted was based on the grant date fair value estimated in accordance with the provisions of FASB ASC 718.

Income Taxes - The Company accounts for its income taxes under the provisions of FASB-ASC-10 "Accounting for Income Taxes." This statement requires the use of the asset and liability method of accounting for deferred income taxes. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes, at the applicable enacted tax rates. The Company provides a valuation allowance against its deferred tax assets when the future realization of the assets is no longer considered to be more likely than not.

Convertible Notes Payable - The Company accounts for any convertible notes payable under the provisions of FASB ASC 470 (Staff Position No. APB 14-1 "Accounting for Convertible Debt Instruments that may be Settled in Cash upon Conversion (including partial cash settlement)"). FASB ASC 470 clarifies that convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) are not addressed by FASB ASC 470-20-65-1 (paragraph 12 of APB Opinion No. 14, "Accounting for Convertible Debt Instruments", Debt and Debt Issued with Stock Purchase Warrants"). Additionally, FASB ASC 470 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods.

## **5. Balance Sheet Information**

Property and equipment - As of December 31, 2023, the Company owned buildings, furniture, plant and equipment with a net value of \$919,834. Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are expensed as incurred; additions, renewals

and betterments are capitalized. Depreciation of property and equipment is provided using the straightline method with estimated lives ranging from 3 to 27.5 years as follows:

Total Property and equipment \$919,834

Intangible Asset of \$811,981

Advances Payable - related parties - During the period ended December 31, 2023, the amount is \$265,553

Interest Payable: during the period ended December 31, 2023 is \$249,272

Other current liabilities - As of December 31, 2023, the Company owes \$89,111 to various companies.

## **6. Stockholders' Equity**

### **DESCRIPTION OF SECURITIES:**

The Company is authorized to issue up to 999,500,000 shares of common stock, par value \$0.001 per share, of which 358,623,724 shares were issued and outstanding as of December 31, 2023. The Company is also authorized to issue up to 5,000,000 shares of Series B Preferred convertible stock, par value \$0.001 per share, of which 2,466,666 shares were issued and outstanding as of December 31, 2023 .

#### **Common stock:**

The Company is authorized to issue up to 999,500,000 shares of common stock, par value \$0.001 per share, of which 358,623,724 shares were issued and outstanding as of December 31, 2023.

Each shareholder is entitled to one vote for each share of common stock owned of record. The holders of shares of common stock do not possess cumulative voting right, which means that the holders of more than 50% of the outstanding shares voting for the election of directors can elect all of the directors, and in such event the holders of the remaining shares will be unable to elect any of our directors. Holders of outstanding shares of common stock are entitled to receive dividends out of assets legally available at such times and in such amounts as our Board of Directors may determine. Upon our liquidation, dissolution, or winding, the assets legally available for distribution to our shareholders will be distributable ratably among the holders of the shares outstanding at the time. Holders of our shares of common stock have no pre-emptive, conversion, or subscription rights, and our shares of common stock are not subject to redemption. All our shares of common stock are fully paid and non-assessable.

#### **Preferred stock:**

The Company is authorized to issue 5,000,000 shares of Series B Preferred Stock at a par value of \$0.001 per share. The Company had 2,466,666 issued and outstanding Series B Preferred Stock shares as of December 31, 2023.

The Series B Preferred Shares have no voting rights, may each be converted into one share of common stock and bear dividends at a rate of 8.5% of their stated value per annum, which are cumulative and accrue daily from the date they are issued at an interest rate of 1.5% per month.

## **7. Stock Options and Warrants**

As of December 31, 2023, the Company had not issued any options or warrants.

## **8. Commitments and Contingencies**

Employment agreements - The Company has recorded all commitments as of December 31, 2023. The Company, as of December 31, 2023 has no additional financial commitments that would represent long term commitments on behalf of the Company.

## **9. Related Party Transactions**

As described in Note 5, above, the Company has a note receivable – related party, advances payable – related parties, director fees payable and interest payment commitments with certain related individuals.

## **10. Share Based Compensation**

As described in Note 5, above, the Company compensates its officers, directors and management with common stock shares pursuant to the terms of the employment agreements.

## **11. Legal Matters**

None.

## **12. Subsequent Events**

The Company is not aware of any subsequent matters requiring disclosure at this time.

- End of Report –