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## **TIMELESS RESOURCES HOLDINGS LIMITED**

**天時資源控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 8028)**

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 28 DECEMBER 2023;**
- (2) EFFECTIVE DATE OF THE SHARE CONSOLIDATION;  
AND**
- (3) ADJUSTMENTS TO THE SHARE OPTIONS**

### **RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM held on Thursday, 28 December 2023.

### **EFFECTIVE DATE OF THE SHARE CONSOLIDATION**

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Tuesday, 2 January 2024.

### **ADJUSTMENTS TO THE SHARE OPTIONS**

As a result of the Share Consolidation, adjustments are made in relation to the Share Options granted under the 2013 Share Option Scheme and the Share Options to be granted under the 2023 Share Option Scheme. Such adjustments will become effective on Tuesday, 2 January 2024.

Reference is made to (1) the circular (the “**Circular**”) of Timeless Resources Holdings Limited (the “**Company**”) dated 6 December 2023 in relation to the Share Consolidation; and (2) the notice of the EGM dated 6 December 2023 (the “**EGM Notice**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM held on Thursday, 28 December 2023.

As at the date of the EGM, the total number of issued shares of the Company (the “**Shares**”) was 2,812,881,803 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution proposed at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the

ordinary resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the EGM under the GEM Listing Rules. None of the Shareholders had indicated in the Circular that they intended to vote against or to abstain from voting on the ordinary resolution at the EGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the ordinary resolution proposed at the EGM is set out as follows:

<b>ORDINARY RESOLUTION</b> <i>(Note 1)</i>		<b>Number of votes (Approximate percentage (%))</b>	
		<b>For</b>	<b>Against</b>
1	To consider and approve the Share Consolidation and to authorise the Directors to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in connection with the implementation of the Share Consolidation and to aggregate all fractional Consolidated Shares and sell them for the benefit of the Company.	837,125,362 (95.27%)	41,524,473 (4.73%)

*Note 1:* The full text of the ordinary resolution proposed at the EGM is set out in the EGM Notice.

As more than 50% of the votes were cast in favour of the ordinary resolution at the EGM, the above resolution was duly passed as ordinary resolution of the Company.

All of the Directors, except Mr. Yu Leung Fai, attended the EGM in person.

## **SHARE CONSOLIDATION**

The Board is also pleased to announce that all the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Tuesday, 2 January 2024. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Tuesday, 2 January 2024. Please refer to the Circular for details on the trading arrangement, the free exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in pink colour will be issued to the Shareholders in order to distinguish them from the existing share certificates for the Existing Shares in blue colour bearing the former name of the Company, being Timeless Software Limited, or in yellow colour bearing the present name of the Company, being Timeless Resources Holdings Limited.

## **ADJUSTMENTS TO THE SHARE OPTIONS**

As at the date of this announcement, (i) there are 69,622,703 outstanding share options (the “**Share Options**”) granted under the share option scheme of the Company adopted on 25 September 2013 (the “**2013 Share Option Scheme**”) entitling the holders thereof to subscribe for a total of 69,622,703 Existing Shares under the Share Option Scheme; and (ii) the Company has not granted any Share Options under the share option scheme of the Company adopted on 25 September 2023 (the “**2023 Share Option Scheme**”). Upon the Share Consolidation becoming effective, the following adjustments will be made to the exercise price of the outstanding Share Options under the 2013 Share Option Scheme and

the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Share Options under the 2013 Share Option Scheme or the Share Options to be granted under the 2023 Share Option Scheme in accordance with (i) the terms and conditions of the 2013 Share Option Scheme or the 2023 Share Option Scheme as applicable; (ii) Rule 23.03(13) of the GEM Listing Rules; and (iii) the Supplementary Guidance on GEM Listing Rule 23.03(13) and the Note Immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “**Supplementary Guidance**”).

### 2013 Share Option Scheme

Date of grant	<u>Exercise Period</u>		<u>Immediately before the Share Consolidation becoming effective</u>	<u>Immediately after the Share Consolidation becoming effective</u>
	From	To	Exercise price per Existing Share (HK\$)	Exercise price per Consolidated Share (HK\$)
17.02.2014	17.02.2014	16.02.2024	0.1329	1.329
02.03.2017	02.03.2017	01.03.2027	0.1080	1.080
14.08.2023	14.08.2024	13.08.2027	0.0242	0.242
<b>Total</b>			<b><u>69,622,703</u></b>	<b><u>6,962,270</u></b>

### 2023 Share Option Scheme

As at the date of this announcement, there are no outstanding Share Options granted under the 2023 Share Option Scheme. As a result of the Share Consolidation, the maximum number of Consolidated Shares which may fall to be issued pursuant to the exercise of any Share Options under the 2023 Share Option Scheme will be adjusted from 281,288,180 Existing Shares to 28,128,818 Consolidated Shares pursuant to the terms of the 2023 Share Option Scheme.

The above adjustments in relation to the Share Options will take effect simultaneously with the Share Consolidation becoming effective on Tuesday, 2 January 2024. Save for the above adjustments, all other terms and conditions of (i) the outstanding Share Options under the 2013 Share Option Scheme; and (ii) the Share Options to be granted under the 2023 Share Option Scheme, remain unchanged.

The auditor of the Company has confirmed to the Directors in writing that the adjustments made to the exercise price of the outstanding Share Options under the 2013 Share Option Scheme and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Share Options under the 2013 Share Option Scheme or the Share Options to be granted under the 2023 Share Option Scheme are in accordance with (i) the terms and conditions of the 2013 Share Option Scheme or the 2023 Share Option Scheme as applicable; (ii) Rule 23.03(13) of the GEM Listing Rules; and (iii) the Supplementary Guidance.

By Order of the Board  
**TIMELESS RESOURCES HOLDINGS LIMITED**  
**Felipe Tan**  
*Chairman*

Hong Kong, 28 December 2023

*Executive Directors:*

Mr. Felipe Tan (Chairman)

Mr. Ronald Tan

*Independent non-executive Directors:*

Ms. Chan Choi Ling

Mr. Lam Kwai Yan

Mr. Yu Leung Fai

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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