

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TIMELESS RESOURCES HOLDINGS LIMITED

天時資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8028)

PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

This announcement is made by Timeless Resources Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the GEM Listing Rules.

With effect from 3 March 2014, the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) was replaced by the Companies Ordinance. The requirement for a company to have a memorandum of association is abolished under the Companies Ordinance and a company is only required to have articles of association. All conditions which were in force immediately prior to the commencement of the Companies Ordinance are regarded as provisions of the company’s articles under section 98(1) of the Companies Ordinance. Further, under the Companies Ordinance, a company’s “objects” are unrestricted unless its articles of association provide otherwise.

Furthermore, the Stock Exchange has amended the GEM Listing Rules, relating to, among others, the Articles or equivalent constitutional documents of listed issuers under the new Appendix A1 (formerly known as Appendix 3) to the GEM Listing Rules with effect from 1 January 2022 for which listed issuers are required to make necessary amendments to the constitutional documents to bring the constitutional documents to conformation.

In order to (i) bring the Articles in line with the provisions of the Companies Ordinance and not to include any “object” clauses; (ii) bring the Articles in line with the relevant requirements of the GEM Listing Rules as well as the Companies Ordinance; (iii) allow general meetings of the Company to be held as a physical meeting, hybrid meeting or electronic meeting; and (iv) adopt house-keeping improvements and amendments in line with the aforesaid, the Directors propose to seek the approval of the Shareholders by way of special resolution for the adoption of the New Articles in substitution for, and to the exclusion of, the existing Articles.

A circular of the Annual General Meeting containing, among other matters, details in relation to the adoption of the New Articles together with a notice of the Annual General Meeting will be despatched to the Shareholders in due course.

As no Shareholders have a material interest in the adoption of the New Articles, no Shareholders will be required to abstain from voting on the special resolution to approve the adoption of the New Articles.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings when used herein:

| | |
|--------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Tuesday, 3 September 2024 at 4:00 p.m. or any adjournment thereof; |
| “Articles” | the articles of association of the Company as amended and adopted from time to time; |
| “Board” | the board of Directors or a duly authorised committee thereof; |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); |
| “Director(s)” | the director(s) of the Company; |
| “GEM” | GEM operated by the Stock Exchange; |
| “GEM Listing Rules” | the rules governing the listing of securities on GEM of the Stock Exchange from time to time; |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China; |
| “New Articles” | the articles of association of the Company, as set out in Appendix III to the circular of the Company, to be adopted at the Annual General Meeting; |
| “Share(s)” | the ordinary share(s) of the Company; |
| “Shareholder(s)” | the holder(s) of the Share(s) from time to time; and |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited. |

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

Hong Kong, 18 July 2024

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.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.timeless.com.hk.