
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Timeless Resources Holdings Limited**, you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s), or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the document(s) specified in the paragraph headed “15. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus have been registered with the Registrar of Companies in Hong Kong as required by section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents or any other document(s) referred to above.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed “Rights of the Overseas Shareholders” in the “Letter from the Board” in this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and HKSCC take no responsibility for the contents of this Prospectus, 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 Prospectus.



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 RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Unless the context requires otherwise, capitalised terms used in this cover shall have the same meanings as those defined in this Prospectus.

The latest time for payment for and acceptance of Rights Shares and for the application and payment for Excess Rights Shares is at 4:00 p.m. on Friday, 28 March 2025. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed “Procedures for acceptance, splitting of PAL and payment or transfer” in the “Letter from the Board” of this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Wednesday, 5 March 2025. Dealings in the Rights Shares in their nil-paid form will take place from Tuesday, 18 March 2025 to Tuesday, 25 March 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed “Conditions of the Rights Issue” in this Prospectus. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. Accordingly, the Rights Issue may or may not proceed. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be made available for excess application under the EAFs. There is no minimum amount to be raised under the Rights Issue.

Any Shareholder or other person contemplating transferring, selling, purchasing or otherwise dealing with the Shares and/or the Rights Shares in their nil-paid forms is advised to exercise caution when dealing in the Shares and/or Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

14 March 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“2013 Share Option Scheme”	the share option scheme of the Company adopted on 25 September 2013
“2023 Share Option Scheme”	the share option scheme of the Company adopted on 25 September 2023
“Announcement”	the announcement of the Company dated 27 February 2025 in relation to, among other things, the Rights Issue
“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Timeless Resources Holdings Limited, a company incorporated in Hong Kong with limited liability whose issued Shares are listed on GEM (stock code: 8028)

DEFINITIONS

“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the excess application form(s) for use by the Qualifying Shareholders who wish to apply for the Excess Rights Shares
“Excess Rights Share(s)”	comprise (i) any Rights Shares that are not being taken up by the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance; (ii) any Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders; (iii) any Rights Shares created by aggregating fractions of the Rights Shares; and (iv) any Rights Shares which would otherwise be allotted but subject to scale down as described in the paragraph headed “Proposed Rights Issue – Non-underwritten basis”
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning as defined in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong Dollars”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any individual or company not being the connected persons of the Company, independent of the Company and its connected persons and not connected with any of them or their respective associates

DEFINITIONS

“Intermediary”	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner’s broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner’s shares with a CCASS participant
“Last Trading Day”	Thursday, 27 February 2025, being the last trading day of the Shares on the Stock Exchange immediately before the publication of the Announcement
“Latest Practicable Date”	11 March 2025, being the latest practicable date immediately before the printing of this Prospectus for ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Friday, 28 March 2025, or such other time or date as the Company may determine, being the latest time and date for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares as described in the Prospectus Documents
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) (if any) in respect of whom the Board, after making relevant enquiries with the legal advisers in the relevant jurisdictions, considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Rights Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form
“Optionholder’s Undertaking(s)”	the undertaking(s) executed by the holders of the Share Options, whereby each of such Share Option holders irrevocably undertake, represent and warrant to the Company that he/she will not exercise such Share Options held by him/her for the period from the date of such undertaking to the close of business on the Record Date (both dates inclusive)

DEFINITIONS

“Overseas Shareholder(s)”	the Shareholder(s) (if any) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Posting Date”	Friday, 14 March 2025, or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“PRC”	The People’s Republic of China
“Prospectus” or “this Prospectus”	this prospectus issued by the Company in relation to the Rights Issue
“Prospectus Documents”	the Prospectus, the PAL and the EAF
“Public Float Requirement”	the public float requirement under Rule 11.23(7) of the GEM Listing Rules which requires, inter alia, at least 25% of the issuer’s total number of issued shares must at all times be held by the public
“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Thursday, 13 March 2025, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
“Registrar”	the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price

DEFINITIONS

“Rights Share(s)”	up to 168,644,090 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Option(s)”	the share options of the Company granted under the 2013 Share Option Scheme or to be granted under the 2023 Share Option Scheme
“Share Option Schemes”	collectively, the 2013 Share Option Scheme and the 2023 Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.178 per Rights Share
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Rights Issue set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	Date
Last day of dealings in the Shares on a cum-rights basis	Tuesday, 4 March 2025
Commencement of dealings in the Shares on an ex-rights basis	Wednesday, 5 March 2025
Latest time for lodging transfer documents of the Shares in order to be qualified for the Rights Issue	4:30 p.m. on Thursday, 6 March 2025
Closure of the register of members of the Company for determining entitlements under the Rights Issue	Friday, 7 March 2025 to Thursday, 13 March 2025 (both dates inclusive)
Record Date for determining entitlements under the Rights Issue	Thursday, 13 March 2025
Re-opening of the register of members of the Company	Friday, 14 March 2025
Despatch of the Prospectus Documents (in the case of the Non-Qualifying Shareholders, the Prospectus only).	Friday, 14 March 2025
First day of dealings in nil-paid Rights Shares	Tuesday, 18 March 2025
Latest time for splitting of nil-paid Rights Shares	4:00 p.m. on Thursday, 20 March 2025
Last day of dealings in nil-paid Rights Shares	Tuesday, 25 March 2025
Latest time for payment for and acceptance of Rights Shares and for the application and payment for Excess Rights Shares	4:00 p.m. on Friday, 28 March 2025
Latest time for the Rights Issue to become unconditional	4:00 p.m. on Monday, 31 March 2025

EXPECTED TIMETABLE

Event	Date
Announcement of results of the Rights Issue to be published on the respective websites of the Stock Exchange and the Company	Monday, 7 April 2025
Despatch of Share certificates for fully-paid Rights Shares	Tuesday, 8 April 2025
Despatch of refund cheques, if any, if the Rights Issue is terminated	Tuesday, 8 April 2025
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 9 April 2025

All times and dates specified in this Prospectus refer to Hong Kong local times and dates. The dates or deadlines specified in the expected timetable above or in other parts of this Prospectus are indicative only and may be extended or varied by the Company in accordance with the GEM Listing Rules. Any consequential changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR THE EXCESS RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares and application and payment for the Excess Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 28 March 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 28 March 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares does not take place on Friday, 28 March 2025, the dates mentioned in the section headed “Expected Timetable for the Rights Issue” above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

EXPECTED TIMETABLE

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares, in nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

The Shares have been dealt in on an ex-rights basis from Wednesday, 5 March 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 18 March 2025 to Tuesday, 25 March 2025 (both days inclusive).

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled or waived (as applicable) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING MADE TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF RIGHTS SHARES AND NIL-PAID RIGHTS SHARES INTO SUCH JURISDICTIONS COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.

EXPECTED TIMETABLE

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus, the PAL and the EAF have been or will be registered or filed under the securities laws of any jurisdiction or with any securities commission or similar regulatory authority in any jurisdiction other than in Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus, the PAL and the EAF will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions other than in Hong Kong, or exemption from the registration or qualification requirements under applicable rules of such jurisdictions.

Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or who hold Shares on behalf of persons with such addresses should refer to the paragraph headed “Rights of the Overseas Shareholders” under “Letter from the Board” of this Prospectus.

Each person acquiring the nil-paid Rights Shares and/or Rights Shares under the Rights Issue will be required to confirm, or be deemed by his acquisition of the nil-paid Rights Shares and/or Rights Shares to confirm, that he is aware of the restrictions on offers and sales of the nil-paid Rights Shares and/or Rights Shares described in this Prospectus.

LETTER FROM THE BOARD



TIMELESS RESOURCES HOLDINGS LIMITED 天時資源控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 8028)

Executive Directors:

Mr. Felipe Tan (*Chairman*)

Mr. Ronald Tan (*Chief Executive Officer*)

Independent non-executive Directors:

Ms. Chan Choi Ling

Mr. Lam Kwai Yan

Mr. Yu Leung Fai

*Registered office and principal place
of business in Hong Kong:*

Room 2208

118 Connaught Road West

Hong Kong

14 March 2025

To the Qualifying Shareholders,

and for information purpose only, the Non-Qualifying Shareholders

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON RECORD DATE ON A NON-UNDERWRITTEN BASIS

INTRODUCTION

Reference is made to the Announcement in relation to, among other matters, the Rights Issue.

On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK\$30 million by way of the issue of up to 168,644,090 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), at the Subscription Price of HK\$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK\$29.1 million (assuming no change in the number of Shares in issue on or before the Record Date).

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and will not be extended to the Non-Qualifying Shareholder(s) (if any).

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among other things, (i) further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other information of the Group.

PROPOSED RIGHTS ISSUE

On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK\$30 million by way of the issue of up to 168,644,090 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date), at the Subscription Price of HK\$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK\$29.1 million (assuming no change in the number of Shares in issue on or before the Record Date).

Issue Statistics

Basis of the Rights Issue:	One (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date
Subscription Price:	HK\$0.178 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	337,288,180 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue:	Up to 168,644,090 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Total number of Shares in issue upon completion of the Rights Issue:	Up to 505,932,270 (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue:	Up to approximately HK\$30 million before deduction of the costs and expenses which the Company will incur in the Rights Issue
Rights of excess application:	Qualifying Shareholders are entitled to apply for the Rights Shares in excess of their provisional allotment

As at the Latest Practicable Date, there are 5,700,000 outstanding Share Options granted by the Company under the 2013 Share Option Scheme exercisable into 5,700,000 Shares, and the

LETTER FROM THE BOARD

Company has not granted any Share Options under the 2023 Share Option Scheme. Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

As at the Latest Practicable Date, assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the maximum number of 168,644,090 Rights Shares to be issued and allotted pursuant to the Rights Issue (i) represent approximately 50% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 33.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The Hong Kong legal advisers of the Company have confirmed that pursuant to the Company's constitutional documents and the Companies Ordinance, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level.

If there is an under-subscription of the Rights Issue as a result of the Excess Rights Shares not being fully taken up by Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) or applies for Excess Rights Shares under EAF may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code, or may result in the non-compliance by the Company of the Public Float Requirement under Rule 11.23(7) of the GEM Listing Rules. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules; and/or (ii) does not result in the non-compliance of the Public Float Requirement on the part of the Company. There is no minimum amount to be raised under the Rights Issue.

LETTER FROM THE BOARD

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Undertakings

The Company has not received any information or irrevocable undertaking from any Substantial Shareholder(s) of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the Latest Practicable Date.

Optionholder's Undertakings

As at the Latest Practicable Date, each of the holders of the Share Options has signed the Optionholder's Undertakings not to exercise the Share Options (or any part thereof) granted to him/her from the date of the Optionholder's Undertakings to the close of business on the Record Date (both dates inclusive).

Subscription Price

The Subscription Price is HK\$0.178 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares or application for Excess Rights Shares, or where applicable, when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 9.18% to the closing price of HK\$0.196 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 9.64% to the closing price of HK\$0.197 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 8.72% to the average of the closing price of approximately HK\$0.195 per Share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iv) a discount of approximately 9.18% to the average closing price of approximately HK\$0.196 per Share for the last ten trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (v) a discount of approximately 6.81% to the theoretical ex-rights price of approximately HK\$0.191 per Share, based on the closing price of HK\$0.197 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (vi) a discount of approximately 23.28% to the latest published consolidated net asset value per Share as at 30 September 2024 of approximately HK\$0.232 (the “NAV”) (as shown in the interim report of the Company for the six months ended 30 September 2024 dated 14 November 2024); and
- (vii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 3.21%, represented by the theoretical diluted price of approximately HK\$0.191 per Share to the benchmarked price (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.197 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement of approximately HK\$0.195 per Share) of approximately HK\$0.197 per Share.

The Subscription Price was determined by the Company with reference to, among others, (i) the recent closing prices of the Shares; (ii) prevailing market conditions and financial position of the Group; (iii) the amount of funds the Company intends to raise under the Rights Issue; and (iv) the reasons as discussed in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS” below in this Prospectus.

In determining the Subscription Price which represents a discount of approximately 23.28% to the NAV, the Board has considered, among other things as mentioned above, (i) that the Company incurred a consolidated net loss attributable to owners of the Company of approximately HK\$4.23 million and HK\$19.44 million for the six-month ended 30 September 2024 and the year ended 31 March 2024 respectively; (ii) low liquidity of the Shares for the six months preceding the Last Trading Day; and (iii) the Shares have been trading below the NAV from 15 November 2024, being the day following the publication of the interim results announcement up to and including the Last Trading Day.

As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Board considers that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company, thereby minimizing possible dilution impact.

The Board considers that the Subscription Price is fair and reasonable and in the interest of the Company and the Shareholders as a whole, after taking into account the above and the following factors:

- (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market;
- (ii) the Qualifying Shareholders who choose to accept their provisional entitlements in full can maintain their respective existing shareholding interests in the Company after the Rights Issue; and

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- (iii) the Rights Issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a discount to the recent closing price.

The net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) upon full acceptance of the provisional allotment of the Rights Shares will be approximately HK\$0.173 (assuming no change in the number of Shares in issue on or before the Record Date).

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully-paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid, the record dates of which are on or after the date of allotment and issue of the fully-paid Rights Shares.

Stamp duty and other applicable fees and charges

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, and any other applicable fees and charges in Hong Kong.

Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Qualifying Shareholders and Non-Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder. Shareholders having an address in Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will qualify for the Rights Issue.

Shareholders having an address outside Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will not qualify for the Rights Issue if the Board, after making relevant enquiries, considers that the exclusion of such Overseas Shareholders from the Rights Issue would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or any requirements of the relevant regulatory body or stock exchange in that place.

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Shareholders with their Shares held by nominee(s) (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as a member of the Company by the Record Date, all transfer documents of the Shares (with the relevant share certificates) must be lodged for registration with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Thursday, 6 March 2025. The last day for dealing in the Shares on a cum-rights basis is Tuesday, 4 March 2025.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a cheque or cashier's order for the Rights Shares being applied for with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before the Latest Time for Acceptance.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements). If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

The Company will send the Prospectus Documents to the Qualifying Shareholders. The Company will not extend the Rights Issue to the Non-Qualifying Shareholders. The Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for information purposes only but will not send any PAL and EAF to them.

Basis of provisional allotments

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares in issue and held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by lodging a duly completed PAL with a remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance. Any holdings (or balance of holdings) of less than two (2) Shares will not entitle their holders to be provisionally allotted a Rights Share. Please refer to the arrangement as referred to in the paragraph headed "Fractions of Rights Shares" below.

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Rights of the Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue. The Prospectus Documents to be despatched in connection with the Rights Issue will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

As at the Latest Practicable Date, based on the register of members of the Company, the Overseas Shareholders were as follows:

Jurisdiction	Number of Overseas Shareholder(s)	Aggregate number of Shares held by Overseas Shareholder(s) in the jurisdiction	Approximate percentage of shareholding of the issued share capital of the Company
British Virgin Islands	2	3,119,403	0.925%
Macau	1	2,000	0.000593%

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders on the Latest Practicable Date, if any, may be ineligible to take part in the Rights Issue as explained below.

The Company has, in compliance with Rule 17.41(1) of the GEM Listing Rules, made reasonable enquiries of the legal requirements regarding the feasibility of extending the Rights Issue to the Overseas Shareholders.

The Company has obtained advice from legal advisers in Macau and the British Virgin Islands, and has been advised that under the applicable legislations of these jurisdictions, either (i) there is no regulatory restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in the relevant jurisdictions; or (ii) making the Rights Issue to those Overseas Shareholders detailed above meets the relevant exemption requirements under the relevant jurisdictions (or that there exist exemption requirements under the relevant jurisdictions which the Company has determined will be met) so that it would be exempt from obtaining approval or recognition from and/or registration of the Prospectus Documents with the relevant regulatory authorities under the applicable laws and regulations of the relevant jurisdictions.

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Accordingly, the Rights Issue will be extended to the Overseas Shareholders having registered addresses in Macau and the British Virgin Islands and such Overseas Shareholders are Qualifying Shareholders.

Notwithstanding any other provision in this Prospectus or any other Prospectus Documents, the Company reserves the right to permit any Shareholder (whether as a direct holder or beneficial owner) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations in that jurisdiction which would otherwise give rise to restrictions upon the offer or take-up of Rights Shares in that jurisdiction and treat as invalid any acceptances of or applications for the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

Arrangements for the NQS Rights Shares

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. Any net proceeds of sale thereof, after deduction of expenses, will be paid in Hong Kong dollars to the Non-Qualifying Shareholders pro rata to their respective entitlements as at the close of business on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK\$100, such sum will be retained by the Company for its own benefit. Any unsold entitlements of the Non-Qualifying Shareholders will be made available for excess application by the Qualifying Shareholders.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 17.41(1) of the GEM Listing Rules. Accordingly, the Overseas Shareholders should exercise caution when dealing in the Shares.

The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Non-Qualifying Shareholders should exercise caution when dealing in the Shares.

Closure of register of members of the Company

The register of members of the Company was closed from Friday, 7 March 2025 to Thursday, 13 March 2025 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

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Distribution of the Prospectus Documents

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will only send this Prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. For the avoidance of doubt, unless the Qualifying Shareholders submit their requests in writing to the Company for printed copies of the Prospectus, the Company will send the Prospectus to Qualifying Shareholders in electronic form, while the PAL and the EAF will be sent in printed copies. However, to the extent reasonably practicable and legally permitted, the Company will send this Prospectus in electronic form, for information purposes only, to the Non-Qualifying Shareholders (if any). The Company will not send any PALs and EAFs to the Non-Qualifying Shareholders (if any).

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

Receipt of this Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid rights to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this Prospectus and/or a PAL and/or an EAF must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid rights should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid rights to any person in, into or from, any such jurisdiction. If a PAL or an EAF or a credit of nil-paid rights in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid rights in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements. The Company reserves the right to refuse to permit any Shareholder to take up his/ her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate the GEM Listing Rules or any applicable securities legislation or other laws or regulations of any jurisdiction.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Prospectus or a PAL or an EAF in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

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No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

Beneficial owners of the Shares who reside outside Hong Kong should note that the Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid rights or fully-paid Rights Shares or to take up any entitlements to nil-paid rights or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

Fractions of Rights Shares

The Company will not provisionally allot fractions of Rights Shares in nil-paid form to the Qualifying Shareholders. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and be made available for excess application by Qualifying Shareholders under the EAFs.

Procedures for acceptance, splitting of PAL and payment or transfer

A PAL is a form of temporary document of title and will be despatched in printed form to the Qualifying Shareholder(s) as enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by not later than 4:00 p.m. on Friday, 28 March 2025 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed "Effect of Bad Weather on the Latest Time For Acceptance of and Payment for the Rights Shares and Application and Payment for the Excess Rights Shares" in the "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**TIMELESS RESOURCES HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**". It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Friday, 28 March 2025, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be

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cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage. Qualifying Shareholder(s) must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Thursday, 20 March 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as “splitting” of nil-paid Rights Shares. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares. The PAL contains the full information regarding the procedures to be followed for Qualifying Shareholders who wish to: (i) accept their provisional allotment in full; (ii) accept only part of their provisional allotment; or (iii) renounce/transfer all or part of their provisional allotment to other party/parties. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully. If any of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in this “Letter from the Board” of this Prospectus is not fulfilled at or prior to the respective time stipulated therein or such later date as may be considered by the Company, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Tuesday, 8 April 2025.

Application for Excess Rights Shares

Applications for Excess Rights Shares may be made by completing an EAF and lodging the same with a separate remittance for the full amount payable for the Excess Rights Shares being applied for. Pursuant to Rule 10.31(3)(a) of the GEM Listing Rules, the Directors will allocate any Excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) any Excess Rights Shares will be allocated to Qualifying Shareholders who apply for them as far as practicable on a pro-rata basis by reference to the number of the Excess Rights Shares applied for under each application;
- (ii) no references will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders; and

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- (iii) no preferences will be given to applications for topping up odd-lot holdings to whole lot holdings.

Qualifying Shareholders who wish to apply for excess Rights Shares in addition to their provisional allotment must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:00 p.m. on Friday, 28 March 2025. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to **"TIMELESS RESOURCES HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT"** and crossed **"ACCOUNT PAYEE ONLY"**.

The EAF is for use only by the person(s) to whom it is addressed and is not transferable.

All cheques or cashier's orders accompanying completed EAFs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF together with a cheque or a cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any EAF in respect of which the cheque or cashier's order is dishonoured on first presentation. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

If no excess Rights Shares are allotted to a Qualifying Shareholder who has applied for excess Rights Shares, the remittance tendered on application is expected to be returned by refund cheque to that Qualifying Shareholder in full without interest by ordinary post to their registered address and at their own risk by the Registrar on or before Tuesday, 8 April 2025.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under PALs is greater than the aggregate number of Excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for Excess Rights Shares the actual number of Excess Rights Shares being applied for.

Investors whose Shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, investors should note that the aforesaid arrangement in relation to the allocation of Excess Rights Shares will not be extended to beneficial owners individually. Investors whose Shares are held by a nominee company are advised to consider whether they would like to

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arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

If the Board notes unusual patterns of excess applications and has reason to believe that any excess applications may have been made with the intention to abuse the mechanism, such application(s) for excess Rights Shares may be rejected at the sole discretion of the Board.

The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.

Cheques and cashier's orders

All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

Beneficial owners' instructions to their Intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the "Expected Timetable" in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or "splitting" in these cases shall be in accordance with the General Rules of CCASS, the CCASS Operational Procedures and any other applicable requirements of CCASS.

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Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted on or about Tuesday, 8 April 2025 by ordinary post to the allottees, at their own risk, to their registered addresses. If the Rights Issue does not become unconditional, refund cheques will be posted on or before Tuesday, 8 April 2025 by ordinary post to the respective Shareholders, at their own risk, to their registered addresses. One share certificate will be issued for all the Rights Shares allotted to an applicant.

Application for listing of the Rights Shares

The Company has applied to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 20,000 Rights Shares. No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in on any stock exchange other than the Stock Exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Overseas Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

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Conditions of the Rights Issue

The completion of the Rights Issue is conditional upon:

- (i) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms) by no later than the first day of their dealings;
- (ii) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by all the Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance not later than the Posting Date;
- (iii) the Prospectus Documents having been made available to the Qualifying Shareholders and the Prospectus and a letter having been made available to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Posting Date;
- (iv) each condition to enable the Rights Shares in their nil-paid or fully-paid forms to be admitted as eligible securities for deposit, clearance and settlement in CCASS having been satisfied on or before the Business Day prior to the commencement of trading of the Rights Shares (in their nil-paid and fully-paid forms, respectively) and no notification having been received by the Company from the HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused; and
- (v) there shall not have occurred and be continuing any of the following:
 - (a) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which in the absolute opinion of the Company in any material respect affect the success of the Rights Issue (such success being the taking up of the Rights Shares by the Shareholders or the transferees of the nil-paid rights) or otherwise in the absolute opinion of the Company makes it inexpedient or inadvisable or inappropriate for the Company to proceed with the Rights Issue; or
 - (b) any event of force majeure including, without limiting the generality thereof, any act of God, war, fire, flood, explosion, epidemic, terrorism, which in any material respect adversely affect the business or the financial or trading position or prospects of the Company and its subsidiaries considered as a whole or the Rights Issue; or

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- (c) any other material adverse change in relation to the business or the financial or trading position or prospects of the Company and its subsidiaries considered as a whole occurs, whether or not of the same kind with any of the foregoing; or
- (d) any suspension in the trading of the securities generally or the Company's securities on the Stock Exchange for a period of more than 30 consecutive trading days occurs, excluding any halt or suspension in connection with the clearance of the announcement or circular or prospectus of the Company for the Rights Issue or other announcements or circulars in connection with the Rights Issue.

Save for condition (v) above which can be waived by the Company, all the conditions precedent above cannot be waived. If the conditions precedent set out in the above paragraphs are not satisfied at or prior to the respective time stipulated therein, the Rights Issue will not proceed.

As at the Latest Practicable Date, none of the conditions above has been satisfied.

As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in (i) the exploration, development and exploitation of mines and gold processing and trading; and (ii) the provision of software maintenance and development services.

As at the date of the Announcement, the cash of the Company amounted to approximately HK\$2.9 million in Hong Kong and approximately HK\$39 million in the PRC. The Group operates a nickel-copper mine at Baishiquan (the “**Baishiquan Nickel-copper Mine**”) in the PRC, in relation to which the approval letter on the proposal for development plan of the phase two mining zone of the Baishiquan Nickel-copper Mine was obtained in May 2024 and the assessment of production scale of mining license was completed. The Group also obtained the renewal of its mining license in November 2024 and started preparing various reports for the feasibility study in compliance with the local government requirements. It is intended that majority of the cash in the PRC will be used for the development of such mine.

It is expected that the maximum gross proceeds and net proceeds from the Rights Issue will be approximately HK\$30 million and HK\$29.1 million respectively. The Company intends to use the net proceeds from the Rights Issue as to approximately HK\$10 million for the development of the gold processing and trading business, approximately HK\$10 million for the development of the software business and the remaining approximate HK\$9.1 million for the working capital of the Group's operating business which will be allocated as to approximately 70% for the payment of salary, as to approximately 13% for legal and professional fees and as to approximately 17% for rental and other office expenses. All the net proceeds from the Rights Issue are expected to be fully utilised during the financial year ended 31 March 2026.

LETTER FROM THE BOARD

Software maintenance and development business has been one of the businesses of the Group. As set out in the announcement of the Company dated 30 December 2024 in relation to the joint venture arrangement (the “**Joint Venture Arrangement**”) in Time Vision Technology Limited (“**Time Vision**”), an indirect wholly-owned subsidiary of the Company, between Smart Calculator Digital Limited and Timeless InfoTech Limited, an indirect wholly-owned subsidiary of the Company, the Group has been actively exploring business opportunities of its software business to broaden the revenue base of the Group so as to enhance the Shareholder value of the Company. It is intended that Time Vision will be principally engaged in provision of hardware and software solutions on digital management software transformation services, centralized data storage and AI data analysis aimed for efficient operations; self-developed software, including enterprise business information systems, data asset management system, BI system, business finance integration system, data exchange services system, etc., deployable to cloud for SaaS and to local integration device; and continuous development of high performance hardware and software system which help customers to achieve sustainable business growth. Apart from the Joint Venture Arrangement, the Group also plans to develop the business providing software and website maintenance and development services and information technology solutions. The Group intends to leverage on the growing demand of the information technology industry to further expand its customer base and source of income.

Additionally, the Group has been engaged in the gold processing and trading business since mid-2023 and wishes to use part of the net proceeds from the Rights Issue to broaden such business. The Group sources gold from credible vendors. After receiving orders from the Group’s clients, the Group will engage reputable contractors to process the gold from the inventory to the specifications of the Group’s clients. Given the increasing demand for gold in the market, the Group intends to invest more financial resources into such business in order to strengthen the Group’s revenue stream.

In the event that there is an undersubscription of the Rights Issue, (i) a lesser amount of the net proceeds raised from the Rights Issue will be allocated to the working capital of the Group’s operating business than intended as set out above; or (ii) where the net proceeds are less than HK\$20 million, the net proceeds raised from the Rights Issue will be allocated on a pro rata basis for the development of the gold processing and trading business and for the development of the software business, respectively. Further details of the use of proceeds will be disclosed by the Company in the announcement of results of the Rights Issue.

The Company had considered other fund-raising alternatives available to the Group, including debt financing and other equity financing such as placing or subscription of new Shares. The Board considers that to finance the funding needs of the Group in the form of equity is a better alternative than debt as it would not result in additional interest burden. Amongst the equity financing methods, placing or subscription of new Shares would dilute the shareholding of the existing Shareholders without giving the chance to the existing Shareholders to participate. On the contrary, the Rights Issue is pre-emptive in nature, as it allows the Qualifying Shareholders to maintain their proportional shareholdings in the Company through participation in the Rights Issue.

LETTER FROM THE BOARD

The Rights Issue offers all Qualifying Shareholders equal opportunity to subscribe for their pro-rata provisional allotments of Rights Shares. The Qualifying Shareholders will be able to maintain their shareholdings in the Company and participate in the future growth and development of Group if they accept their entitlements of the Rights Shares in full. The Rights Issue also allows the Qualifying Shareholders to (a) increase their respective shareholding interests in the Company by acquiring additional rights entitlement in the open market (subject to the availability); or (b) reduce their respective shareholding interests in the Company by disposing of their rights entitlements in the open market (subject to the market demand).

The Directors therefore consider that the Rights Issue represents a good opportunity to raise additional funds through the equity market and will strengthen the Group's financial position without increasing its debts or finance costs, which is in the interest of the Company and its Shareholders as a whole.

RISK FACTORS

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the Shareholders' attention. The Directors believe that there are certain risks involved in the operations of the Group which includes, but does not limit to, the following:

Software Business

(i) Business Risks

The software business operates in a highly competitive industry which faces rapid changes in market trends, consumer preferences and constantly evolving technological advances in hardware models, software features and functionalities. The Company faces forever changing hardware model and feature changes in various products which have to be incorporated into our software products and/or services to cope with the evolving environment.

Mining and Metal Business

(i) Metal Prices

The profitability of the Group may be significantly affected by changes in the market price of metals. Metal prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Group. Interest rates, inflation, exchange rates, global political stability, social situation, global economy and world supply of mineral commodities can all cause fluctuations in the market prices for these metals. Such external economic factors are in turn influenced by changes in international economic growth patterns and political developments.

LETTER FROM THE BOARD

(ii) Currency Risks

The Group's operating expenses and revenues from the mining business are in RMB, one of the main currencies used by the Group. Accordingly, exchange rate fluctuations with the RMB may adversely affect the Group's financial position and operating results. The Group does not currently engage in foreign currency hedging activities.

Under current regulations, there is no restriction on foreign exchange conversion of the RMB on the current account, although any foreign exchange transaction on the capital account is subject to prior approval from the State Administration of Foreign Exchange ("SAFE") or review by the payment bank in accordance with regulations issued by SAFE. However, even on the current account the RMB is not a freely convertible currency. Foreign invested enterprises in China are currently allowed to repatriate profit to their foreign parents or pay outstanding current account obligations in foreign exchange but must present the proper documentation to a designated foreign exchange bank in order to do so. There is no guarantee that foreign exchange control policies will not be changed so as to require government approval to convert RMB into foreign currency on the current account or repatriate profits. These limitations could affect the ability of the Group to pay dividends, obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures.

(iii) Exploration, development and operating risks

The exploration and development of mineral deposits involves significant risks over a significant period of time, which even with a combination of careful evaluation, experience and knowledge may not be eliminated. Few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to establish mineral reserves through drilling, to develop metallurgical processes and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economic viability of a mineral deposit depends on many factors, including size, grade, cost of operations, metal prices, cost of processing equipment, and continuing access to smelter facilities on acceptable terms, government regulations, land tenure, and environmental protection. The exact effect of these factors cannot be measured but the combinations of these factors may impact the success of the Group's mineral exploration, development and acquisition activities. Even after the commencement of mining operations, such operations may be subject to risks and hazards such as environmental hazards, industrial accidents, cave-ins, rock bursts, unusual or unexpected geological formations, ground control problems and flooding. The occurrence of any of the foregoing could result in damage to or destruction of mineral properties and production facilities, personal injuries, environmental damage, delays or interruptions of production, increases in production costs, monetary losses, legal liability and adverse government action.

LETTER FROM THE BOARD

It is not always possible to obtain insurance against all such risks and the Group may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Group. The Group does not maintain insurance against political or environmental risks.

The Group's properties are generally located in the Xinjiang region, a sector which has in the past experienced seismic activity of six to seven on the Richter scale. Therefore, planning for mines and infrastructures must consider seismicity in the design and there exist a risk that seismic activities may cause significant damages to the Group's infrastructures and operations in the area.

The development of mining properties has inherent risks. The Group may not have sufficient technical or financial resources to complete the projects. Costs over-runs are common in mining projects and may pose a risk for the Group.

(iv) Uncertainty of ore reserves and resource estimates

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves. Such estimates are a subjective process, and the accuracy of any mineral resources and mineral reserves estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of recovery of minerals from such deposits may be different. Differences between management's assumptions, including economic assumptions such as mineral prices, market conditions and actual events could have a material adverse effect on the Company's mineral reserve and mineral resource estimates, financial position and results of operations.

No assurance could be given that the estimated mineral reserves and resources will be recovered at the rates estimated by the Group. Mineral reserve and resource estimates are determined based upon assumed commodity prices and operating costs. These factors may in the future render certain mineral reserves and resources unproductive and may ultimately result in a significant reduction in reserves and resources.

(v) Capital requirements

The Group does have limited financial resources. Although the Group believes it will be able to fund the development of its mineral properties through existing working capital, and a combination of debt and equity, there can be no assurance the Group will be able to raise additional funding if needed. Failure to obtain such additional funding could result in the delay or even termination of the exploration and development of some of the Group's mines.

LETTER FROM THE BOARD

(vi) Permits and licences

The operations of exploration and mining require specific licences and permits e.g. mining licence for mining activities and exploration licence for exploration activities. Any changes in regulations imposed by the governments due to any reasons are beyond the control of the Group and may adversely affect its business and its ability or retain title to its property and obtain some of the necessary licences. The changes of regulations may include, but not limited to, varying degrees of those with respect to stricter restrictions on production, price controls, export controls, income taxes, and expropriation of property, employment, land use, water use, environmental legislation and mine safety measures.

The Group's exploration and mining licences are subject to regular review and approval by the Department of Natural Resources of Xinjiang, China. If the Group fails to meet the relevant requirements or materially breaches any laws or regulations, approvals might not be granted by the relevant authorities, in which case it may be subject to penalties including fines or suspension of operations in accordance with applicable laws, or be given a deadline to rectify deficiencies, or, in serious cases, have its permits and licences revoked. While the Group has never encountered such problems in the past, there can be no assurance that the Group can obtain government's approval if any adverse changes to regulations occur in the future. Should permits or licences be suspended or revoked, the Group's mining and metal business and results of operations could be materially affected.

(vii) Environmental regulation

The mining operations of the Group are subject to environmental regulations promulgated by relevant governments. The relevant environmental regulations impose restrictions and prohibitions on spills, or handling of various substances produced during mining or processing operations. In addition, approval of environmental impact assessment for certain types of the mining operations are required. In breach of such regulations or failure of the governmental approval may result in the imposition of fines and penalties. The costs of compliance with environmental regulations, such as advanced equipment which is environmental friendly, has the potential to reduce the profitability of future operations.

(viii) Competition

There is significant and increasing competition within the mining industry for the discovery and acquisition of properties considered having commercial potential. The Group competes with other mining companies, some of which have greater financial resources, and as a result, the Group may not be able to acquire mineral interests on terms it considers acceptable. As well, the Group competes for the recruitment and retention of qualified employees and other personnel in order to support its daily activities. The current economic growth in China and the corresponding creation of a more liquid and transparent market for skilled employees may lead to difficulties in retaining managerial personnel. As a result of this competition, the Group may not be able to acquire additional mineral interests and hire or retain qualified personnel for its projects.

LETTER FROM THE BOARD

POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS UNDER THE SHARE OPTION SCHEMES

As at the Latest Practicable Date, there are 5,700,000 outstanding Share Options granted by the Company under the 2013 Share Option Scheme exercisable into 5,700,000 Shares, and the Company has not granted any Share Options under the 2023 Share Option Scheme.

Pursuant to the terms of the Share Option Schemes, the Rights Issue may lead to adjustments to, among others, the exercise price and/or the number of Shares to be issued upon exercise of the outstanding Share Options under the Share Option Schemes provided that (i) any such alterations shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any Share Option shall remain as nearly as possible the same as (but not greater than) it was before such event; and (ii) no such adjustment shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any grantee would have been entitled to subscribe had he exercised all the Share Options held by him immediately prior to such adjustment.

The Company will notify the holders of such Share Options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made (if any) pursuant to the terms of the Share Option Schemes and such adjustment will be certified by an independent financial adviser or auditors of the Company (as the case may be).

Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into or confer any right to subscribe for Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

FUND RAISING ACTIVITIES BY THE COMPANY DURING THE PAST 12 MONTHS

Save for the placing of 56,000,000 Shares under general mandate to not less than six independent placees on 19 March 2024 which raised net proceeds of approximately HK\$9,300,000 after deduction of the placing commission and other related expenses, the Company did not raise any funds by issue of equity securities during the 12 months immediately preceding the Latest Practicable Date. The net proceeds of approximately HK\$9,300,000 from the placing have been fully utilised as at the Latest Practicable Date as to HK\$3,000,000 for the partial repayment of the outstanding liabilities due to a Director and substantial shareholder of the Company and as to approximately HK\$6,300,000 for the working capital of the Group's operating business.

LETTER FROM THE BOARD

EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDINGS IN THE COMPANY

For illustration purposes only, set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full; and (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up any entitlements of the Rights Shares and no Excess Rights Shares have been taken up, assuming there is no other change in the shareholding structure of the Company before the completion of the Rights Issue:

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full		Immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders have taken up any entitlements of the Rights Shares and no Excess Rights Shares have been taken up	
	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %
Non-public Shareholders						
Mr. Felipe Tan	31,192,800	9.25	46,789,200	9.25	31,192,800	9.25
Starmax Holdings Limited						
<i>(Note)</i>	67,807,440	20.10	101,711,160	20.10	67,807,440	20.10
Mr. Lam Kwai Yan	120,000	0.04	180,000	0.04	120,000	0.04
Ms. Chan Choi Ling	120,000	0.04	180,000	0.04	120,000	0.04
Public Shareholders	<u>238,047,940</u>	<u>70.57</u>	<u>357,071,910</u>	<u>70.57</u>	<u>238,047,940</u>	<u>70.57</u>
Total	<u>337,288,180</u>	<u>100.00</u>	<u>505,932,270</u>	<u>100.00</u>	<u>337,288,180</u>	<u>100.00</u>

Note: Starmax Holdings Limited, which is the registered holder of 67,807,440 Shares, is wholly-owned by Mr. Felipe Tan. Accordingly, Mr. Felipe Tan is deemed to be interested in 67,807,440 Shares directly held by Starmax Holdings Limited under the SFO.

The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

Shareholders and potential investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

LETTER FROM THE BOARD

Based on the public information available to the Board, as at the Latest Practicable Date, the Company's public float complies with the Public Float Requirement. To the best of the Directors' knowledge, information and belief, the Company will still meet the Public Float Requirement upon the completion of the Rights Issue.

GEM LISTING RULES IMPLICATIONS

As the Rights Issue will not increase either the total number of issued Shares or the market capitalisation of the Company by more than 50%, and the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to the approval of minority Shareholders in general meeting pursuant to Rule 10.29(1) of the GEM Listing Rules.

The Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of the Announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

Yours faithfully,

For and on behalf of the Board

TIMELESS RESOURCES HOLDINGS LIMITED

Felipe Tan

Chairman

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

The audited financial information of the Company is disclosed in the annual reports of the Company for the years ended 31 March 2022 (pages 54 to 132), 2023 (pages 61 to 134) and 2024 (pages 62 to 130), which are published on 28 June 2022, 28 June 2023 and 19 July 2024 respectively. The abovementioned financial information is available on the website of the Company at www.timeless.com.hk and the website of the Stock Exchange at www.hkexnews.hk:

- (a) the annual report of the Company for the year ended 31 March 2022 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0628/2022062800356.pdf>);
- (b) the annual report of the Company for the year ended 31 March 2023 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0628/2023062800472.pdf>); and
- (c) the annual report of the Company for the year ended 31 March 2024 in relation to the financial information of the Group for the same year (<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0719/2024071900584.pdf>).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 January 2025, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this Prospectus, the Group had outstanding loan from a director of approximately HK\$3.3 million. The loan from a director was unsecured, unguaranteed, interest-bearing at 4.5% per annum and repayable on demand.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal payables and accruals in the ordinary course of business, the Group did not have any debt securities issued and outstanding or agreed to be issued but unissued, liabilities under acceptances (other than normal trade payables), acceptance credits, finance leases, hire purchase commitments, debentures, mortgages, charges, bank overdrafts, loans or other similar indebtedness, guarantees or other material contingent liabilities outstanding as at the close of business on 31 January 2025.

3. SUFFICIENCY OF WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements, that is for at least the next twelve months from the date of publication of this Prospectus.

4. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. BUSINESS REVIEW AND FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in two business segments: (i) the exploration, development and exploitation of mines, gold processing and trading (the “**Mining and Metal Business**”); and (ii) the provision of software maintenance and development services (the “**Software Business**”).

The Group’s revenue increased by approximately HK\$48.1 million from approximately HK\$0.2 million for the year ended 31 March 2023 to approximately HK\$48.3 million for the year ended 31 March 2024 due to the increase in volume of gold sold during the year ended 31 March 2024. Additionally, the net loss attributable to owners of the Company increased by approximately HK\$11.4 million from approximately HK\$8.0 million for the year ended 31 March 2023 to approximately HK\$19.4 million for the year ended 31 March 2024 due to recognition of expected credit loss on the Group’s other receivable during the year.

As at 31 March 2024, the total assets of the Group amounted to approximately HK\$122.5 million (2023: HK\$146.9 million), which was financed by total liabilities and shareholders’ equity (comprising share capital and reserves) of approximately HK\$24.8 million (2023 (Restated): HK\$27.5 million) and approximately HK\$97.7 million (2023 (Restated): HK\$119.4 million), respectively.

Mining and Metal Business

The Mining and Metal Business primarily comprises exploration, development and exploitation of a nickel-copper mine in the Mainland China and gold processing and trading in Hong Kong.

The Group operates the Baishiquan Nickel-copper Mine in the PRC, in relation to which the approval letter on the proposal for development plan of the phase two mining zone of the Baishiquan Nickel-copper Mine was obtained in May 2024 and the assessment of production scale of mining license was completed. The Group also obtained the renewal of its mining license in November 2024 and started preparing various reports for the feasibility study in compliance with the local government requirements.

Nickel prices at the London Metal Exchange (“**LME**”) have been pressured lower in recent months, with LME nickel futures falling from more than US\$21,000 per tonne in May 2024 to as low as US\$15,600 per tonne in late July – marking a three-year low. The nickel surplus, driven by increased supply from Indonesia and China, has limited the upside for prices. However, it is anticipated that the growing demand for electric vehicles will boost global nickel prices in future. It is targeted that the Group will start to construct the mine site in 2026 and the extraction of the phase two mining zone may be commenced in 2027, subject to the progress of the development phase, the construction work and approval by relevant authorities.

In addition to the development of the Baishiquan Nickel-copper Mine, the Group has also been engaged in the gold processing and trading business since mid-2023 and planned to broaden such business. The Group sources gold from credible vendors. After receiving orders from the Group’s clients, the Group will engage reputable contractors to process the gold from the inventory to the specifications of the Group’s clients. Given the increasing demand for gold in the market, the Group intends to invest more financial resources into such business in order to strengthen the Group’s revenue stream.

Software Business

The software development industry in China has grown strongly in the past years and strong demand from downstream software users and the government have supported the performance of the industry. Government assistance and improving technology are forecasted to support the industry’s continued strong development in the coming years. The Group has been actively exploring business opportunities of its software business to broaden the revenue base of the Group so as to enhance the Shareholder value of the Company.

By entering into the Joint Venture Arrangement, the Group also engaged in provision of hardware and software solutions on digital management software transformation services, centralized data storage and AI data analysis aimed for efficient operations; self-developed software, including enterprise business information systems, data asset management system, BI system, business finance integration system, data exchange services system, etc., deployable to cloud for SaaS and to local integration device; and continuous development of high performance hardware and software system which help customers to achieve sustainable business growth. Apart from the Joint Venture Arrangement, the Group also plans to develop the business providing software and website maintenance and development services and information technology solutions. The Group intends to leverage on the growing demand of the information technology industry to further expand its customer base and source of income.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial positions at the relevant time.

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) which has been prepared by the Directors in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 as if the Rights Issue had been completed on that date.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 September 2024, as extracted from the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 set out in the published interim report of the Company, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared by the Directors for illustrative purposes only, based on the judgements and assumptions of the Directors, and because of its hypothetical nature, may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as at 30 September 2024 or at any future date.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

			Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 HK\$'000 (Note 3)	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 before the completion of the Rights Issue HK\$ (Note 4)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September immediately after the completion of the Rights Issue HK\$ (Note 5)
Based on 168,644,090 Rights Shares to be issued at the Subscription Price of HK\$0.178 per share			36,533	29,100	65,633	0.11	0.13

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 represents the unaudited equity attributable to owners of the Company as at that date, which is extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 September 2024 set out in the published interim report the Company.
2. The estimated net proceeds from the Rights Issue are based on the issuance of 168,644,090 Rights Shares at the Subscription Price of HK\$0.178 per Rights Share, after deducting the estimated cost directly attributable to the Rights Issue of approximately HK\$0.9 million to be incurred by the Group assuming full subscription under the Rights Issue.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 is calculated as the aggregate of the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 of HK\$36,533,000 (Note 1) and the estimated net proceeds from the Right Issues of approximately HK\$29.1 million (Note 2).

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

4. The unaudited consolidated net tangible assets of Group attributable to owners of the Company per Share as at 30 September 2024 before the completion of the Rights Issue is calculated based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 of approximately HK\$36,533,000 divided by 337,288,180 Shares which represents Shares in issue as at 30 September 2024.
5. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2024 immediately after the completion of the Rights issue is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 of approximately HK\$65,633,000 divided by 505,932,270 Shares in issue upon completion of the Rights Issue as at 30 September 2024, which comprises 337,288,180 Shares in issue as at 30 September 2024 and 168,644,090 Rights Shares to be issued under the Rights Issue, assuming no outstanding Share Options had been exercised prior to the Record Date.
6. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2024.

**B. INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the reporting accountant, CCTH CPA Limited, Certified Public Accountants, Hong Kong.

**INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT OF THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the Directors of Timeless Resources Holdings Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Timeless Resources Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company, and related notes as set out on pages II-1 to II-3 of Appendix II of the prospectus issued by the Company dated 14 March 2025 (the “**Prospectus**”) in connection with the proposed rights issue on the basis of one rights share for every two existing shares held on the record date on a non-underwritten basis (the “**Rights Issue**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-3 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s consolidated net tangible assets as at 30 September 2024 as if the Rights Issue had taken place on 30 September 2024. As part of this process, information about the Group’s financial position has been extracted by the Directors from the interim report of the Company for the six months ended 30 September 2024.

Directors’ Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements”, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31 (7) of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the Directors have complied the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM Listing Rules with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of the unaudited pro forma financial information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and

- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 7.31 (1) of the GEM Listing Rules.

CCTH CPA Limited

Certified Public Accountants

Hong Kong

14 March 2025

Lee Chi Hang

Practising certificate number: P01957

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The Company has no authorised share capital. The issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming (a) there is no change in the number of Shares in issue from the Latest Practicable Date and up to the Record Date; and (b) all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full) were/will be as follows:

(i) as at the Latest Practicable Date

	Number of Shares
<i>Issued and fully paid:</i>	
Ordinary Shares	337,288,180

(ii) Immediately following the completion of the Rights Issue (assuming (a) there is no change in the number of Shares in issue from the Latest Practicable Date and up to the Record Date; and (b) all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full)

	Number of Shares
<i>Issued and fully paid:</i>	
Ordinary Shares	337,288,180
Rights Shares to be issued pursuant to the Rights Issue	168,644,090
Shares in issue immediately after completion of the Rights Issue	505,932,270

All the issued Shares are fully paid and rank *pari passu* with each other in all respects including the rights as to voting, dividends and return of capital. The Rights Shares to be allotted and issued will, when issued and fully paid, rank *pari passu* in all respects with the existing Shares in issue on the date of allotment of the Rights Shares in fully-paid form.

The Company has applied to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

As at the Latest Practicable Date, there are 5,700,000 outstanding Share Options granted by the Company under the 2013 Share Option Scheme exercisable into 5,700,000 Shares, and the Company has not granted any Share Options under the 2023 Share Option Scheme. Save as disclosed, as at the Latest Practicable Date, the Company had no outstanding warrants, options or convertible securities in issue or other similar rights which confer any right to convert into or subscribe for Shares and there was no share or loan capital of any member of the Group which was under option, or agreed conditionally or unconditionally to be put under option. Furthermore, as at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests and short positions in the securities of the Company or its associated corporations

As at the Latest Practicable Date, the interests or short positions of each of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position in the Shares of the Company

Name of Director	Capacity	Number of shares held	Approximate percentage of the issued share capital of the Company
Mr. Felipe Tan (<i>Note</i>)	Beneficial owner	31,192,800	9.25%
	Interest in controlled corporation	67,807,440	20.10%
Mr. Lam Kwai Yan	Beneficial owner	120,000	0.04%
Ms. Chan Choi Ling	Beneficial owner	120,000	0.04%

Note: Starmax Holdings Limited, which is the registered holder of 67,807,440 Shares, is wholly-owned by Mr. Felipe Tan. Accordingly, Mr. Felipe Tan is deemed to be interested in 67,807,440 Shares directly held by Starmax Holdings Limited under the SFO.

Long position in the shares of associated corporations of the Company

Name of Director	Name of associated corporation	Capacity	Number of shares held/registered capital	Approximate percentage of the interest in the registered capital of the associated corporation
Mr. Felipe Tan	Goffers Resources Limited	Interest in controlled corporation	1,000	49%
	Kangshun HK Limited	Interest in controlled corporation	1,000	100%
	新疆天目礦業資源開發有限公司 Xinjiang Tianmu Mineral Resources Development Co. Ltd.*	Interest in controlled corporation	RMB36,000,000	51%

Note:

* For identification purposes only

Share Options to subscribe for Shares

Particulars of the Directors' interests in Share Options to subscribe for Shares pursuant to the 2013 Share Option Scheme were as follows:

Name of Director	Date of grant	Exercise period	Exercise price per Share (HK\$)	Number of Share Options outstanding as at the Latest Practicable Date
Mr. Felipe Tan	2 March 2017	2 March 2017– 1 March 2027	1.080	200,000
	14 August 2023	14 August 2024– 13 March 2027	0.242	200,000

Name of Director	Date of grant	Exercise period	Exercise price per Share (HK\$)	Number of Share Options outstanding as at the Latest Practicable Date
Mr. Ronald Tan	2 March 2017	2 March 2017– 1 March 2027	1.080	200,000
	14 August 2023	14 August 2024– 13 March 2027	0.242	800,000
Ms. Chan Choi Ling	2 March 2017	2 March 2017– 1 March 2027	1.080	100,000
	14 August 2023	14 August 2024– 13 March 2027	0.242	200,000
Mr. Lam Kwai Yan	2 March 2017	2 March 2017– 1 March 2027	1.080	100,000
	14 August 2023	14 August 2024– 13 March 2027	0.242	200,000
Mr. Yu Leung Fai	14 August 2023	14 August 2024– 13 March 2027	0.242	200,000
				<hr/>
				<hr/> 2,200,000 <hr/>

(b) Substantial Shareholders' and other persons' interests or short position in the securities of the Company and its associated corporations

As at the Latest Practicable Date, so far as known to the Directors, the following parties (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 of Part XV of the SFO or, who is expected, directly or indirectly, to be interested in 10% or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Long position in the Shares and underlying shares of the Company:

Name of Shareholder	Nature of interest	Position	No. of Shares interested	Approximate percentage of the issued share capital of the Company
Starmax Holdings Limited (Note)	Beneficial owner	Long	67,807,440	20.10%
Zhang Ming	Beneficial owner	Long	24,624,909	7.30%
Zhang Xinman	Beneficial owner	Long	37,106,000	11.00%

Note: Starmax Holdings Limited, which is the registered holder of 67,807,440 Shares, is wholly-owned by Mr. Felipe Tan. Accordingly, Mr. Felipe Tan is deemed to be interested in 67,807,440 Shares directly held by Starmax Holdings Limited under the SFO. Mr. Felipe Tan is a director of Starmax Holdings Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware that there is any other party (other than the Directors or chief executives of the Company) who had, or was deemed to have, an interest or short position in the Shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register refer to therein, or any director or proposed director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been or are proposed to be acquired, disposed of by or leased to, any member of the Group, since 31 March 2024, being the date to which the latest published audited financial statements of the Group were made up).

6. DIRECTORS' INTEREST IN CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

7. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company or their respective close associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claims which would materially or adversely affect the operations of the Company and no litigation, arbitration or claim which would materially or adversely affect the operations of the Company was known to the Directors to be pending or threatened by or against any member of the Group.

9. EXPERT AND CONSENT

The following are the qualification of the expert who has given opinion or advice which are contained in this Prospectus:

Name	Qualification
CCTH CPA Limited	Certified Public Accountants

CCTH CPA Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter, report and/or references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, CCTH CPA Limited did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, CCTH CPA Limited did not have any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group since 31 March 2024, being the date to which the latest published audited financial statements of the Group were made up.

10. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of the Announcement and up to the Latest Practicable Date:

- (a) the structured deposit agreement entered into between Xinjiang Tianmu Resources Co. Ltd. (“**Xinjiang Tianmu**”), an indirectly non-wholly owned subsidiary of the Company, and Bank of China Limited, pursuant to which Xinjiang Tianmu agreed to subscribe for the structured deposit product with an amount of RMB10 million;
- (b) the placing agreement dated 4 March 2024 and the supplemental placing agreement dated 8 March 2024 and entered into between the Company and Space Securities Limited (“**Space Securities**”) as placing agent, pursuant to which Space Securities has conditionally agreed to place, on a best effort basis, up to 56,000,000 placing shares (the “**Placing Shares**”) to not less than six (6) independent placees at the placing price of HK\$0.173 per Placing Share;
- (c) the sale and purchase agreement dated 11 July 2024 and entered into between Time Rich HK Limited (“**Time Rich**”), a wholly-owned subsidiary of the Company, and Charm Point Holdings Limited (“**Charm Point**”) as purchaser, pursuant to which Time Rich agreed to dispose of, and Charm Point agreed to acquire 7,627 shares of CGA Holdings Limited (“**CGA Holdings**”), representing approximately 29.97% of the issued share capital in CGA Holdings for a total consideration of HK\$150,000; and
- (d) the subscription agreement dated 30 December 2024 and entered into between Smart Calculator Digital Limited as subscriber and Time Vision Technology Limited, an indirect wholly-owned subsidiary of the Company, in relation to the Joint Venture Arrangement pursuant to which Smart Calculator Digital Limited has agreed to subscribe for, and Time Vision Technology Limited has agreed to allot and issue, at the subscription price of HK\$792,000, 9.9% of the issued share capital of the Time Vision Technology Limited upon completion as enlarged by the issue of the subscription shares.

11. EXPENSES

The expenses in connection with the Rights Issue, including printing, registration, translation, legal and accountancy fees are estimated to be approximately HK\$0.9 million, which are payable by the Company.

12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered Office	Room 2208 118 Connaught Road West Hong Kong
Authorised representatives	Mr. Felipe Tan Room 2208 118 Connaught Road West Hong Kong Ms. Ko Yuen Kwan Room 2208 118 Connaught Road West Hong Kong
Company secretary	Ms. Ko Yuen Kwan
Legal adviser to the Company	<i>As to Hong Kong laws:</i> CLKW Lawyers LLP 1901A, 1902 & 1902A 19/F, New World Tower I 16–18 Queen’s Road Central Central, Hong Kong
Independent reporting accountant	CCTH CPA Limited <i>Certified Public Accountants</i> Unit 1510–1517 15/F., Tower 2 Kowloon Commerce Centre No. 51 Kwai Cheong Road Kwai Chung, New Territories Hong Kong

Hong Kong share registrar and transfer office

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

Principal banker

Hang Seng Bank Limited
83 Des Voeux Road Central
Central, Hong Kong

13. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY**(i) Name and address****Name****Business address****Executive Directors**

Mr. Felipe Tan

Room 2208
118 Connaught Road West
Hong Kong

Mr. Ronald Tan

Room 2208
118 Connaught Road West
Hong Kong

Independent non-executive Directors

Ms. Chan Choi Ling

Room 2208
118 Connaught Road West
Hong Kong

Mr. Lam Kwai Yan

Room 2208
118 Connaught Road West
Hong Kong

Mr. Yu Leung Fai

Room 2208
118 Connaught Road West
Hong Kong

Name	Business address
Senior management	
Ms. Ko Yuen Kwan	Room 2208 118 Connaught Road West Hong Kong

(ii) Profiles of Directors and senior management

Executive Directors

Mr. Felipe Tan, aged 70, has been re-appointed as an executive Director and Chairman of the Company since 17 March 2021. Mr. Tan was appointed as an executive Director of the Company on 30 September 2012 and Chairman of the Company on 29 July 2016 and resigned on 12 September 2019. He is also directors of certain subsidiaries of the Company. He has over 40 years of experience in metals trading including over 25 years of management experience in mining industry in the PRC. He is also the chairman of the board, president and chief executive officer of GobiMin Inc. (“**GobiMin**”) from September 2005, the shares of which were listed on the TSX Venture Exchange in Canada (symbol: GMN) since 2005 and were delisted by way of privatization in March 2023. GobiMin and its subsidiaries are principally engaged in the investment in equity, debt or other securities as well as direct ownership stakes in projects. Mr. Felipe Tan is the father of Mr. Ronald Tan, an executive Director of the Company.

Mr. Ronald Tan, aged 33, has been appointed as an executive Director since 2 October 2019 and has been appointed as the Chief Executive Officer of the Company since 13 January 2025. He joined the Group in 2016 and is the project manager of the Group, responsible for evaluating and overseeing different investment projects. He is directors of certain subsidiaries of the Company. Mr. Ronald Tan graduated from the University of Hong Kong with a Master degree of Arts. He is the son of Mr. Felipe Tan, an executive Director, the Chairman and a Substantial Shareholder of the Company.

Independent non-executive Directors

Ms. Chan Choi Ling, aged 50, has been appointed as an independent non-executive Director since 30 September 2012. Ms. Chan is a qualified solicitor in Hong Kong. She obtained her Bachelor of Laws degree from the City University of Hong Kong. Ms. Chan has over 20 years’ experience in civil litigation. Ms. Chan currently is a consultant in a law firm in Hong Kong.

Mr. Lam Kwai Yan, aged 64, has been appointed as an independent non-executive Director since 23 December 2008. Mr. Lam has a degree in Business Studies from the University of Southern Queensland, Australia. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the CPA Australia and Institute of Singapore Chartered Accountants. Mr. Lam has worked for various large corporations, and has vast experience with small and medium enterprises, including auditing and consulting on re-organisation and restructuring businesses that have crossborder operations in China. His work also included advising and consulting for listed public companies.

Mr. Yu Leung Fai, aged 48, has been appointed as an independent non-executive Director of the Company since 31 March 2023. Mr. Yu has extensive experience in the field of accounting and corporate services. He joined Fung, Yu & Co. CPA Limited (formerly known as Fung, Yu & Co.) in 2001 and is currently its managing partner. He holds a Bachelor of Commerce (Honour) degree from the University of Toronto and a Bachelor of Laws degree from the University of London. Mr. Yu is also a member of the American Institute of Certified Public Accountants, Certified Practicing Accountants of Australia and the Hong Kong Institute of Certified Public Accountants, and a Certified Trust Practitioner of the Hong Kong Trustee Association. Mr. Yu has been the independent non-executive director of certain listed companies in Hong Kong, namely, Realord Group Holdings Limited (Stock Code: 1196) since 2014, and The Sincere Company, Limited (Stock Code: 0244) and CSMall Group Limited (Stock Code: 1815) since 2021. Mr. Yu was the independent non-executive director of Dowway Holdings Limited (Stock Code: 8403) from 2019 and resigned on 27 October 2023. Mr. Yu has been the joint company secretary or company secretary of certain listed companies in Hong Kong including Beijing Media Corporation Limited (Stock Code: 1000), Yuanda China Holdings Limited (Stock Code: 2789), and Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631) since 2010, 2012 and 2017 respectively.

Senior management

Ms. Ko Yuen Kwan, aged 60, is the company secretary of the Company and has comprehensive experience in finance, accounting and compliance matters of listed companies in Hong Kong and Canada. Ms. Ko joined the Group in November 2014. Ms. Ko had been the company secretary of companies listed on the Main Board and GEM of the Stock Exchange for more than 20 years, responsible for the company secretarial, legal and compliance matters. Ms. Ko holds a Master's degree in Professional Accounting from the Hong Kong Polytechnic University and is a member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia. She is also a Chartered Secretary, a Chartered Governance Professional and a fellow member of both The Chartered Governance Institute in UK and the Hong Kong Chartered Governance Institute.

The Audit Committee

The audit committee (the “**Audit Committee**”) of the Company comprises three independent non-executive Directors, Ms. Chan Choi Ling, Mr. Lam Kwai Yan and Mr. Yu Leung Fai.

The primary duties of the Audit Committee are to review and supervise the financial reporting process, internal control and risk management systems of the Group. Under the terms of reference of the Audit Committee, the committee is required, amongst other things, to oversee the relationship with the external auditors, review the Group’s consolidated financial statements and annual report and accounts, half-year report and the connected transactions, monitor compliance with statutory and GEM Listing Rules requirements, review the scope, extent and effectiveness of the activities of the Group’s internal control, engage independent legal and other advisers as it determines is necessary and perform investigations.

The Group has designated staff with relevant experience and knowledge to oversee the internal control and internal audit function. The designated staff regularly (i) evaluates with the senior management on the risk assessment and risk mitigation measures; (ii) assesses the effectiveness of the internal control and risk management systems and ensure they are properly followed; and (iii) submits periodical reports to the audit committee for review and approval.

14. LEGAL AND BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance thereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and consent” in this appendix, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. MISCELLANEOUS

- (i) The company secretary of the Company is Ms. Ko Yuen Kwan.
- (ii) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (iii) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.
- (iv) As at the Latest Practicable Date, save as disclosed elsewhere in this Prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business.
- (v) The English text of the Prospectus Documents shall prevail over the respective Chinese text in the case of inconsistency.

17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.timeless.com.hk) for a period of 14 days from the date of this Prospectus:

- (a) the report from CCTH CPA Limited on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (b) the written consent of the expert as referred to in the paragraph headed "9. Expert and consent" in this appendix; and
- (c) the material contracts as referred to in the paragraph headed "10. Material contracts" in this appendix.