TIMELESS RESOURCES HOLDINGS LIMITED
天時資源控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 8028)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE PLACING OF THE PLACING TOKENS AND DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL

References are made to the announcements of Timeless Resources Holdings Limited (the "**Company**") dated 7 January 2026, 23 March 2026，27 March 2026, 11 May 2026 and 10 July 2026 (the "**Announcements**") regarding the Placing of the Placing Tokens. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company wishes to clarify that the Silver Tokens shall mean the silver tokens each representing a block of 1,000 trust units of a trust (the "**Trust**") holding physical silver assets and the beneficial interests of one (1) troy ounce of silver held under the Trust.

The Company also wishes to clarify that, as confirmed by the auditors of the Company, the Placing did not constitute sale of silver assets of the Group as assessed by the Group at the time of entering into the Placing Agreement but constituted disposal of the Group's interest in the Trust (the "**Disposal**") on the following grounds:

(i) under HKFRS 10, an entity is required to consolidate all investees over which it has control, including structured entities;

(ii) the Trust meets the definition of a structured entity under HKFRS 12 as its activities are predetermined and governed by contractual arrangements rather than voting rights;

(iii) the Trust needs to be consolidated into the consolidated financial statements of the Company if the control exists; and

(iv) All three elements of control under HKFRS 10 — power, exposure to variable returns, and the ability to use power to affect returns — are met.

Therefore, the Trust was controlled by Silver Times and needed to be consolidated into the consolidated financial statements of the Company at inception.

INFORMATION OF THE TRUST

The Trust is established under the laws of Hong Kong and is administered by an independent professional trustee (the "**Trustee**"). For the purpose of enhancing investors' confidence, segregation of assets designated for the Silver Tokens and insolvency protection, the underlying physical silver assets that back the Silver Tokens are held on trust by the Trustee engaged by the Group. The Trustee is a registered trust company under the Trustee Ordinance (Cap. 29 of the laws of Hong Kong) and it holds a Trust and Company Service Provider licence issued by the Companies Registry of Hong Kong.

FINANCIAL EFFECT OF THE DISPOSAL

As disclosed in the Announcements, the net proceeds from the Disposal including the aggregate Placing Price and the Front-end Fees from the Disposal (including but not limited to the Well Charm Tokens) were approximately HK$16,008,000. The Company has recorded a gain of approximately HK$5,630,000 for the Disposal (including but not limited to the Well Charm Tokens) in the audited financial statements of the Company for the year ended 31 March 2026 under the caption of "gain on disposal of a consolidated structured entity", with reference to the difference between (i) the aggregate considerations of HK$17,614,000 received from the Disposal (including but not limited to the Well Charm Tokens) and (ii) the carrying amount of assets held by the Trust, comprising of the underlying physical silver assets for the Placing Tokens (including but not limited to the Well Charm Tokens) recognised as inventories with a carrying amount of HK$11,984,000.

Upon Completion, the Group no longer had any interest in any trust units and would not be able to control the Trust, and thus the Trust ceased to be consolidated into the consolidated financial statements of the Company.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Company in respect of the Disposal is more than 5% but less than 25%, the Disposal constituted a discloseable transaction for the Company and was subject to reporting and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

At the time of entering into the Placing Agreement, the Company was of the view that the Placing of the Placing Tokens was, in substance, a sale of the underlying physical silver assets by the Group which was in the ordinary and usual course of business of the Group and of revenue nature. Therefore, the Company considered that the Placing of the Placing Tokens did not constitute a transaction under Chapter 19 of the GEM Listing Rules.

Upon completion of the audit for the year ended 31 March 2026 on 25 June 2026, the Company recognised that the Placing constituted disposal of the Group's interest in the Trust under HKFRS 10 which should be classified as a transaction under Chapter 19 of the GEM Listing Rules. Although the Company published the announcement on 23 March 2026 in relation to the Placing, the Company did not disclose that the transaction would constitute disposal of the Group's interest in the Trust and should be classified as a discloseable transaction on the part of the Company as well as the actual financial effect of the Disposal. As such, the Company has not fully complied with Rules 19.34 of the GEM Listing Rules in respect of the Disposal. The Company will undertake the necessary remedial actions as set out below to avoid future similar non-compliance with the GEM Listing Rules.

REMEDIAL ACTIONS

As an immediate remedial action, as soon as the Company recognised that the Disposal constituted a discloseable transaction which resulted in non-compliance with the GEM Listing Rules, the Company has admitted the non-compliance with the GEM Listing Rules and published this announcement to re-comply with the necessary disclosure obligations under Chapter 19 of the GEM Listing Rules.

It is the Company's core values in adhering to the high level of corporate governance. Upon recognising that the Placing constituted disposal of the Group's interest in the Trust under HKFRS 10, to prevent similar incidents from recurring in the future, the Company has implemented and will implement the following remedial actions:

(i) The Company has designated the financial controller of the Company in the finance department, who is a member of the Hong Kong Institute of Certified Public Accountants and has over 15 years of experience in accounting, audit and taxation and the company secretarial manager in company secretarial department who has over 20 years of experience in corporate governance and listing rules compliance to monitor and assess all transactions involving placing of tokens, including but not limited to silver tokens.

(ii) The finance department will assess the GEM Listing Rules implications and compute the percentage ratios in accordance with Chapter 19 of the GEM Listing Rules prior to the entering into of any transactions involving the placing of tokens, including but not limited to silver tokens.

(iii) Any proposed transaction involving placing of tokens in which any of the percentage ratios exceeds 5% on a standalone basis or as aggregated will be reported to the Board by the financial controller or the company secretarial manager and prior approval of the Board shall be obtained before such transaction is proceeded with.

(iv) The Board will ensure that any proposed transaction involving placing of tokens, including silver tokens, which constitutes a notifiable transaction on the part of the Company, will comply with the requirements as set out in the GEM Listing Rules.

(v) The Group will issue relevant guidance and training materials on placing of tokens, including silver tokens, and its implications under the GEM Listing Rules including Chapter 19 of the GEM Listing Rules to the Directors and senior management of the Group.

(vi) The Company will seek additional legal and accounting advices and/or other professional advices from time to time as and when it is necessary to ensure proper compliance with the relevant requirements of the GEM Listing Rules by the Group. The Group will ensure that such advices will be sought as soon as practicable prior to entering into similar transactions.

Other than remedial action (v) which is expected to be implemented by the end of August 2026, the remaining remedial actions have already been implemented at the date of this announcement.

Save for the clarification made above, all the other information contained in the Announcements is correct and remains unchanged.

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

Hong Kong, 31 July 2026

Executive Directors:
Mr. Felipe Tan (Chairman)
Mr. Ronald Tan (Chief Executive Officer)

Independent non-executive Directors:
Ms. Chan Choi Ling
Dr. Chung Wai Keung David
Mr. Lam Kwai Yan
Mr. Yu Leung Fai