



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Timeless Resources Holdings Limited

Date Submitted: 01 February 2024

I. Movements in Authorised / Registered Share Capital Not applicable

II. Movements in Issued Shares

| | | | | | | |
|-------------------------------------|-----------------|----------------|----------------|-------------------------|-----|--|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | Listed on SEHK (Note 1) | Yes | |
| Stock code | 08028 | Description | | | | |
| Balance at close of preceding month | | | 2,812,881,803 | | | |
| Increase / decrease (-) | | | -2,531,593,623 | | | |
| Balance at close of the month | | | 281,288,180 | | | |

Remarks:

Share Consolidation of every ten (10) issued Existing Shares into one (1) Consolidated Share became effective on 2 January 2024. For details, please refer to the Company's announcements dated 27 November 2023, 6 December 2023 and 28 December 2023; and the Circular dated 6 December 2023.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

| 1. Class of shares issuable | | Ordinary shares | Type of shares | Not applicable | Shares issuable to be listed on SEHK (Note 1) | Yes | |
|--|---|---|----------------|---|--|---|--|
| Stock code of shares issuable (if listed on SEHK) (Note 1) | | | 08028 | | | | |
| Particulars of share option scheme | Number of share options outstanding at close of preceding month | Movement during the month | | Number of share options outstanding at close of the month | No. of new shares of issuer issued during the month pursuant thereto (A) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month |
| | | Others | | | | | |
| 1). 2013 Share Option Scheme | 69,622,703 | Others | -62,660,433 | 6,962,270 | | 2,862,270 | 0 |
| | | adjusted as the result of share consolidation with effect from 2 January 2024 | | | | | |
| General Meeting approval date (if applicable) | | 25 September 2013 | | | | | |
| 2). 2023 Share Option Scheme | 0 | | | 0 | | 0 | 28,128,818 |
| General Meeting approval date (if applicable) | | 25 September 2023 | | | | | |

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

| 1. Class of shares issuable (Note 5 and 6) | Ordinary shares | Type of shares | Not applicable | Shares issuable to be listed on SEHK (Note 1, 5 and 6) | Yes | |
|---|--------------------------|----------------|---|--|--|---|
| Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6) | | 08028 | | | | |
| Type of Issue | At price (if applicable) | | Issue and allotment date (Note 5 and 6) | General Meeting approval date (if applicable) | No. of new shares of issuer issued during the month pursuant thereto (E) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | Currency | Amount | | | | |
| 1). Capital reorganisation | | | 02 January 2024 | 28 December 2023 | -2,531,593,623 | |

Total E (Ordinary shares): -2,531,593,623

Remarks:

Share Consolidation of every ten (10) issued Existing Shares into one (1) Consolidated Share became effective on 2 January 2024. For details, please refer to the Company's announcements dated 27 November 2023, 6 December 2023 and 28 December 2023; and the Circular dated 6 December 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -2,531,593,623

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

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|----------------|
| Not applicable |
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Submitted by: Ko Yuen Kwan

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - "class of shares issuable" should be construed as "class of shares repurchased"; and
 - "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”