
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 SOFTWARE LIMITED** (the “**Company**”), you should at once hand this circular to the purchaser, transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, 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 circular.

**TIMELESS SOFTWARE LIMITED****天時軟件有限公司***(incorporated in Hong Kong with limited liability)***(Stock code: 8028)**

**(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

The notice of the annual general meeting of the Company to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Monday, 25 September 2023 at 4:00 p.m. is set out on pages 8 to 11 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion of the proxy form and its return will not preclude you from attending, and voting at, the Annual General Meeting, or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Re-election of Directors	3
3. General Mandates to Issue and Buy Back Shares	5
4. 2023 Annual General Meeting	6
5. Closure of Register of Members	6
6. Responsibility Statement	7
7. Recommendation	7
8. General	7
Notice of Annual General Meeting	8
Appendix I — Explanatory Statement	12
Appendix II — Particulars of Directors Proposed to Be Re-elected	15

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Monday, 25 September 2023 at 4:00 p.m. or any adjournment thereof;
“Articles”	the articles of association of the Company as amended and adopted from time to time;
“Associate(s)”	shall have the meaning ascribed to it under the GEM Listing Rules;
“Board”	the board of Directors or a duly authorised committee there of;
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise power of the Company to buy back Shares on the Stock Exchange not exceeding 10% of the total issued Shares as at the date of the Annual General Meeting;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	TIMELESS SOFTWARE LIMITED, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the Shares of which are listed on GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the rules governing the listing of securities on GEM of the Stock Exchange from time to time;
“Group”	the Company and all of its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Latest Practicable Date”	21 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Nomination Committee”	nomination committee of the Company;
“Notice of Annual General Meeting”	the Notice of Annual General Meeting as set out on pages 8 to 11 of this circular;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the Notice of Annual General Meeting;
“Share(s)”	the ordinary share(s) of the Company;
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total issued Shares as at the date of the Annual General Meeting;
“Shareholder(s)”	the holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder”	shall have the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission;
“%”	per cent.

LETTER FROM THE BOARD



TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

Executive Directors:

Mr. Felipe TAN (*Chairman*)

Mr. Ronald TAN

Registered Office:

Room 2208

118 Connaught Road West

Hong Kong

Independent Non-executive Directors:

Ms. CHAN Choi Ling

Mr. LAM Kwai Yan

Mr. YU Leung Fai

28 June 2023

To the Shareholders

Dear Sir/Madam

**(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the Ordinary Resolutions to be proposed at the Annual General Meeting involving but not limited to (a) re-election of Directors; and (b) the granting of Buy-back Mandate and the Share Issue Mandate.

2. RE-ELECTION OF DIRECTORS

The Board currently consists of five members, including the following Directors:

Executive Directors

(1) Mr. Felipe Tan

(2) Mr. Ronald Tan

LETTER FROM THE BOARD

Independent Non-executive Directors

- (3) Ms. Chan Choi Ling
- (4) Mr. Lam Kwai Yan
- (5) Mr. Yu Leung Fai

In accordance with Article 96 of the Articles, Mr. Yu Leung Fai, being Director appointed on 31 March 2023, shall hold office only until the Annual General Meeting and, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with Article 105(A) of the Articles, Mr. Felipe Tan and Ms. Chan Choi Ling (“**Ms. Chan**”) shall retire by rotation and be eligible for re-election at the Annual General Meeting. Mr. Felipe Tan and Ms. Chan have offered themselves for re-election at the Annual General Meeting.

Ms. Chan was appointed on 30 September 2012 and has served the Company as independent non-executive Director for more than nine years as at the Latest Practicable Date.

Code provision B.2.3 of Appendix 15 Corporate Governance Code of the GEM Listing Rules recommends that serving more than nine years could be relevant to the determination of a non-executive Director’s independence and that any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by Shareholders. Accordingly, further appointment of Ms. Chan should be subject to a separate resolution to be approved by Shareholders.

Regarding the appointment of Ms. Chan as independent non-executive Director, (i) the Board has assessed and reviewed Ms. Chan’s annual confirmation of independence based on the criteria set out in Rule 5.09 of the GEM Listing Rules and affirmed that Ms. Chan remains independent; (ii) the Nomination Committee of the Company (excluding Ms. Chan who has abstained from voting) has assessed and is satisfied with the independence of Ms. Chan; and (iii) the Board considers that Ms. Chan remains independent of management of the Group and free of any relationship which could materially interfere with the exercise of her independent judgement. In view of the factors above and the fact that the experience and knowledge of the relevant individual in the business sector in which the Company operates, the Board would recommend her for re-election at the Annual General Meeting.

Particulars of each of the Directors proposed to be re-elected are set out in Appendix II to this circular. At the Annual General Meeting, Ordinary Resolutions will be proposed to approve their re-election.

LETTER FROM THE BOARD

3. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 1 September 2022, the Directors were granted a general mandate to allot and issue Shares and a general mandate to buy back Shares. These mandates will lapse at the conclusion of the Annual General Meeting.

Buy-back Mandate

An Ordinary Resolution will be proposed at the Annual General Meeting that the Directors will be given the Buy-back Mandate to exercise all powers of the Company to buy back issued Shares of the Company on the Stock Exchange in aggregate up to 10% of the total issued Shares as at the date of passing such resolution.

As at the Latest Practicable Date, the Company has an aggregate of 2,812,881,803 Shares in issue. Subject to the passing of the resolution for the approval of the Buy-back Mandate and on the basis that no further Shares will be issued or bought back between the Latest Practicable Date and the date of passing such resolution, the Directors would be authorised to buy back Shares up to a limit of 281,288,180 Shares, representing 10% of the total issued Shares as at the date of passing such resolution. The relevant resolution is set out as Ordinary Resolution numbered 5(i).

Share Issue Mandate

An Ordinary Resolution will be proposed at the Annual General Meeting that the Directors will be given the Share Issue Mandate to exercise all powers of the Company to allot, issue and deal with additional Shares up to 20% of the total issued Shares as at the date of passing such resolution.

Subject to the passing of the resolution for the approval of the Share Issue Mandate and on the basis that no further Shares will be issued or bought back between the Latest Practicable Date and the date of passing such resolution, the Directors would be authorised under the Share Issue Mandate to allot, issue and deal with up to a limit of 562,576,360 Shares, representing 20% of the total issued Shares as at the date of passing such resolution. The relevant resolution is set out as Ordinary Resolution numbered 5(ii).

An Ordinary Resolution will also be proposed at the Annual General Meeting to authorise the extension of the general mandate to issue new Shares by adding to the mandate the number of Shares to be bought back by the Company under the Buy-back Mandate in the terms set out in Ordinary Resolution numbered 5(iii).

In addition, Shareholders should note that the Buy-back Mandate and the Share Issue Mandate (including the extended Share Issue Mandate) will continue to be in force during the period from the date of passing the resolutions for the approval of the Buy-back Mandate and the Share Issue Mandate until the conclusion of the next annual general meeting of the Company or an earlier date as referred to in paragraph (c) of the Ordinary Resolution numbered 5(i) or paragraph (d) of the Ordinary Resolution numbered 5(ii), as the case may be.

LETTER FROM THE BOARD

Explanatory statement

An explanatory statement as required under Rule 13.08 of the GEM Listing Rules to provide the requisite information of the Buy-back Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate at the Annual General Meeting.

4. 2023 ANNUAL GENERAL MEETING

The Notice of Annual General Meeting to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Monday, 25 September 2023 at 4:00 p.m. is set out on pages 8 to 11 of this circular.

The Ordinary Resolutions to approve (a) re-election of Directors; and (b) the granting of Buy-back Mandate and the Share Issue Mandate will be proposed at such meeting.

In accordance with Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for each of the resolutions put to the vote at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and, in any event, so as to be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting, or any adjournment thereof, should you so wish and in such event, the form of proxy should be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive) during which no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 19 September 2023.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

7. RECOMMENDATION

The Directors consider that approvals for (a) re-election of Directors; and (b) the granting of Buy-back Mandate and the Share Issue Mandate are in the best interests of the Company and its Shareholders and so recommend you to vote in favour of the Ordinary Resolutions to be proposed at the Annual General Meeting. Shareholders should note that the Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the Ordinary Resolutions.

8. GENERAL

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

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
TIMELESS SOFTWARE LIMITED
Felipe Tan
Chairman

NOTICE OF ANNUAL GENERAL MEETING



TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

NOTICE IS HEREBY GIVEN that the annual general meeting of TIMELESS SOFTWARE LIMITED (the “**Company**”) will be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Monday, 25 September 2023 at 4:00 p.m. (the “**Annual General Meeting**”) to consider and, if thought fit, pass the following ordinary resolutions of the Company:

As ordinary business:

- (1) To receive and consider the audited financial statements together with the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2023;
- (2) (i) To re-elect Mr. Felipe Tan as an executive Director;

(ii) To re-elect Ms. Chan Choi Ling as an independent non-executive Director;

(iii) To re-elect Mr. Yu Leung Fai as an independent non-executive Director;
- (3) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
- (4) To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration; and

As special business:

- (5) (i) “**THAT**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereunder) of all powers of the Company to buy back ordinary shares (the “**Shares**”) of the Company in issue on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Future Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, in accordance with the rules and regulations of SFC, the Stock Exchange or of any such other exchange from time to time and all applicable laws in this regard be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall be no more than 10% of the total issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earlier of:

(A) the conclusion of the next annual general meeting of the Company;

(B) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles**”) or any applicable law to be held; and

(C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(ii) “**THAT**

(a) subject to paragraph (c) of this resolution and pursuant to the rules governing the listing of securities on GEM, the exercise by the Directors during the Relevant Period (as defined hereunder) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants and securities convertible into Shares), which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (A) a Rights Issue (as defined hereunder), (B) the exercise of options granted under any share option scheme adopted by the Company from time to time and (C) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time shall not exceed the aggregate of:

(i) 20% of the total issued Shares at the date of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the Company) the total number of Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total issued Shares at the date of passing this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this Resolution until whichever is the earlier of:

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Company or by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (iii) “**THAT** the Directors be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as resolution numbered 5(ii) in this notice in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By Order of the Board of
TIMELESS SOFTWARE LIMITED
Felipe Tan
Chairman

Hong Kong, 28 June 2023

Registered Office:
Room 2208
118 Connaught Road West
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A Shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice may appoint one or more proxies to attend the Annual General Meeting and vote on a poll instead of him. A proxy need not be a Shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto. But if more than one of such joint holders are present at the meeting, either personally or by proxy, then one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 19 September 2023.
5. Particulars of Mr. Felipe Tan, Ms. Chan Choi Ling and Mr. Yu Leung Fai who offer themselves for re-election are provided in Appendix II to the Company's circular dated 28 June 2023.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.timeless.com.hk and on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the total issued Shares as at the date of approval for the Buy-back Mandate. This explanatory statement also constitutes the memorandum required under the Companies Ordinance.

1. MAXIMUM NUMBER OF SHARES TO BE BOUGHT BACK

A maximum of 10% of the total issued Shares at the date of the proposed resolution may be bought back on the Stock Exchange. As at the Latest Practicable Date, the total issued Shares was 2,812,881,803 Shares. Subject to the passing of the resolution for the approval of the Buy-back Mandate and on the basis that no further Shares will be issued or bought back between the Latest Practicable Date and the date of passing such resolution, the Directors would be authorised to buy back Shares up to a limit of 281,288,180 Shares, representing 10% of the total issued Shares as at the date of passing such resolution.

2. REASONS FOR THE BUY-BACK MANDATE

The Directors have no present intention to buy back any Shares. It is not possible to anticipate in advance those circumstances in which the Directors might consider it appropriate to buy back Shares, but Shares would only be bought back in circumstances where the Directors consider that the buy-back would be in the best interests of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of net assets and/or earnings per Share.

3. SOURCE OF FUNDS

It is expected that the funds required for buy-back of Shares under the Buy-back Mandate will be funds legally available for the buy-back under the Companies Ordinance and in accordance with the Articles.

4. MATERIAL ADVERSE IMPACT

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements) in the event that authorised buy-back of Shares is carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the GEM Listing Rules) has any present intention, in the event that the Buy-back Mandate is granted by Shareholders, to sell Shares to the Company.

No core connected person of the Company as defined in the GEM Listing Rules has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make buy-backs of Shares.

6. EFFECT OF TAKEOVERS CODE

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any buy-back made under the Buy-back Mandate.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Ordinary Resolution numbered (5)(i), then (based on the present shareholdings as at the Latest Practicable Date) the shareholding of Mr. Felipe Tan^(note) would be increased from approximately 29.76% to approximately 33.07%. In the opinion of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the buy-back of Shares to an extent that would result in such takeover obligations.

Note: Mr. Felipe Tan (“**Mr. Tan**”) has an interest in 837,202,400 Shares, representing approximately 29.76% of the issued Shares of the Company. The interest includes: (i) 159,128,000 Shares directly held by Mr. Tan; and (ii) 678,074,400 Shares held by Starmax Holdings Limited, a company which is beneficially owned as to 100% by Mr. Tan. By virtue of the Securities and Futures Ordinance, Mr. Tan is therefore deemed to have an interest in the Shares in which Starmax Holdings Limited is interested.

7. SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices per Share on the Stock Exchange were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
June 2022	0.036	0.026
July 2022	0.030	0.028
August 2022	0.030	0.028
September 2022	0.030	0.027
October 2022	0.030	0.020
November 2022	0.020	0.016
December 2022	0.022	0.016
January 2023	0.028	0.019
February 2023	0.028	0.020
March 2023	0.031	0.023
April 2023	0.029	0.027
May 2023	0.029	0.025
June 2023 (up to the Latest Practicable Date)	0.026	0.020

8. SHARES BOUGHT BACK BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the six months prior to the date of this circular.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of Hong Kong.

PARTICULARS OF EXECUTIVE DIRECTOR

Mr. Felipe Tan (“**Mr. Tan**”), aged 68, 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 People’s Republic of China. Mr. Tan 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 engaged in the investment in equity, debt or other securities as well as direct ownership stakes in projects.

Save as aforesaid, Mr. Tan did not hold any directorship in other listed companies in the last three years.

The Company has entered into a service agreement with Mr. Tan in respect of his appointment as the executive Director and Chairman of the Company which will continue until terminated by either party giving to the other party not less than three months’ notice in writing subject to the retirement and re-election requirement in accordance with the Company’s Articles. For the year ended 31 March 2023, Mr. Tan did not receive director fee but his total emolument, comprising salaries and other benefits, and retirement benefits scheme contributions, was approximately HK\$994,000. The emoluments of the directors of the Company are determined by the remuneration committee, having regard to the Company’s operating results and comparable market statistics.

As at the Latest Practicable Date, Mr. Tan is the substantial shareholder of the Company and is interested in 837,202,400 Shares and 2,000,000 underlying shares of the Company attached to the share options granted by the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Tan is the father of Mr. Ronald Tan, the executive Director of the Company. Save as disclosed above, Mr. Tan is not related to any other Directors, senior management, Substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, Mr. Tan has no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

PARTICULARS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Choi Ling (“**Ms. Chan**”), aged 48, has been appointed as an independent non-executive Director of the Company 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Chan did not hold any directorship in other listed companies in the last three years.

The appointment of Ms. Chan as an independent non-executive director of the Company is of a term of one year and renewable annually until terminated by either party giving to the other party not less than one month's notice in writing subject to the retirement and re-election requirements in accordance with the Company's Articles. For the year ended 31 March 2023, Ms. Chan's total emolument, comprising director's fee, was approximately HK\$130,000. The emoluments of the directors of the Company are determined by the remuneration committee, having regard to the Company's operating results and comparable market statistics.

As at the Latest Practicable Date, Ms. Chan is interested in 1,200,000 Shares and 1,000,000 underlying Shares of the Company attached to the share options granted by the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Chan is not related to any Directors, senior management, Substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, Ms. Chan has no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Yu Leung Fai ("Mr. Yu"), aged 46, 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 Practising 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, Dowway Holdings Limited (Stock Code: 8403) since 2019, and The Sincere Company, Limited (Stock Code: 0244) and CSMall Group Limited (Stock Code: 1815) since 2021. 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.

Save as aforesaid, Mr. Yu did not hold any directorship in other listed companies in the last three years.

The appointment of Mr. Yu as an independent non-executive director of the Company is of a term of one year and renewable annually until terminated by either party giving to the other party not less than one month's notice in writing subject to the retirement and re-election requirements in accordance with the Company's Articles. For the year ended 31 March 2023, Mr. Yu did not receive any director fee nor any emolument. The emoluments of the directors of the Company are determined by the remuneration committee, having regard to the Company's operating results and comparable market statistics.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Yu is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He is not related to any Directors, senior management, Substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, Mr. Yu has no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

NOMINATION POLICY AND RE-ELECTION OF DIRECTORS

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the re-appointment of Mr. Tan as executive Director, Ms. Chan and Mr. Yu as independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from several aspects, including but not limited to gender, age, culture and education background, professional experience, skills, knowledge and length of service. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee, after having reviewed the profile of the Directors who have offered themselves for re-appointment at the Annual General Meeting to consider their suitability in light of the structure, size and composition of the Board, nominated Mr. Tan, Ms. Chan and Mr. Yu to the Board for it to recommend to Shareholders for re-election as Directors at the Annual General Meeting. Ms. Chan and Mr. Yu, who are member of and present at the meeting of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when their nomination was being considered. The Board accepted the nomination by the Nomination Committee and recommended Mr. Tan, Ms. Chan and Mr. Yu to stand for re-election by the Shareholders at the Annual General Meeting.

In recommending Ms. Chan and Mr. Yu to stand for re-election as independent non-executive Directors, the Nomination Committee has considered backgrounds and attributes of Ms. Chan and Mr. Yu as mentioned in “Particulars of Independent Non-executive Director” above.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of corporate finance, business development, accounting and related working experience as mentioned above, Ms. Chan and Mr. Yu as independent non-executive Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointment will contribute to the diversity (particularly in terms of skills) of the Board appropriate to the requirements of the Company’s business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules of Ms. Chan and Mr. Yu and re-affirmed their independence.