
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, 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 of Timeless Resources Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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

**(1) PROPOSED SHARE CONSOLIDATION;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice of the EGM to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Thursday, 28 December 2023 at 4:00 p.m. is set out on pages 13 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, 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, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours (exclusive of any part of a day that is a public holiday, for the avoidance of doubt, Sunday is a public holiday) before the time appointed for holding the EGM (i.e. on or before 4:00 p.m. on Saturday, 23 December 2023) (or any adjournment thereof). Completion of the proxy form and its return will not preclude you from attending, and voting at, the EGM, 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 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.

6 December 2023

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.

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Timeless Resources Holdings Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the GEM of the Stock Exchange (stock code: 8028)
“Consolidated Share(s)”	ordinary share(s) of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Thursday, 28 December 2023 at 4:00 p.m., notice of which is set out on pages 13 to 14 of this circular, or any adjournment thereof
“Existing Share(s)”	issued ordinary share(s) of the Company before the Share Consolidation becoming effective
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries (from time to time)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	1 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Registrar”	the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Ltd, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s), or the Consolidated Share(s), as the case may be
“Share(s)”	the Existing Share(s), or as the context may require, the Consolidated Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below:

Event

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM 4:30 p.m. on Tuesday, 19 December 2023

Closure of the register of members for determining the entitlements to attend and vote at the EGM Wednesday, 20 December to Thursday, 28 December 2023 (both days inclusive)

Latest time for lodging forms of proxy for the EGM 4:00 p.m. on Saturday, 23 December 2023

Date and time of the EGM 4:00 p.m. on Thursday, 28 December 2023

Publication of the announcement of the poll results of the EGM Thursday, 28 December 2023

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:

Effective date of the Share Consolidation Tuesday, 2 January 2024

Dealing in the Consolidated Shares commences 9:00 a.m. on Tuesday, 2 January 2024

First day of free exchange of existing share certificates for new share certificates for Consolidated Shares Tuesday, 2 January 2024

Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes 9:00 a.m. on Tuesday, 2 January 2024

Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens 9:00 a.m. on Tuesday, 2 January 2024

EXPECTED TIMETABLE

Event

Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens	9:00 a.m. on Tuesday, 16 January 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Tuesday, 16 January 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 16 January 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Monday, 5 February 2024
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 5 February 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:10 p.m. on Monday, 5 February 2024
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Wednesday, 7 February 2024

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

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

6 December 2023

To the Shareholders

Dear Sir/Madam

(1) PROPOSED SHARE CONSOLIDATION; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 27 November 2023 in relation to, among other matters, the proposed Share Consolidation.

The purpose of this circular is to provide you with (i) details of the proposed Share Consolidation; and (ii) the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued Existing Shares in the share capital of the Company will be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, there are 2,812,881,803 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased from the Latest Practicable Date up to the effective date of the Share Consolidation, upon the Share Consolidation becoming effective, there will be 281,288,180 Consolidated Shares in issue which are fully paid or credited as fully paid.

LETTER FROM THE BOARD

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of Hong Kong and the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions precedent as set out above is fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 2 January 2024, being the second Business Day after the date of the EGM.

LETTER FROM THE BOARD

Listing application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date 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 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 20,000 Consolidated Shares. Based on the closing price of HK\$0.018 per Existing Share (equivalent to HK\$0.18 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$3,600.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 2 January 2024, being the second Business Day immediately after the date of the EGM, Shareholders may on or after Tuesday, 2 January 2024 and until Wednesday, 7 February 2024 (both days inclusive), submit their existing share certificates for the Existing Shares in blue colour bearing the former name of the Company, being Timeless Software Limited, or in yellow colour bearing the present name of the Company, being Timeless Resources Holdings Limited, to the Registrar, Computershare Hong Kong Investor Services Ltd, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for exchange for new share certificates on the basis of every ten (10) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, in pink colour for the Consolidated Shares at the expense of the Company. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever is higher.

After 4:10 p.m. on Monday, 5 February 2024, trading will only be in Consolidated Shares which share certificates will be issued in pink colour. Existing share certificates in blue or yellow colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are 69,622,703 outstanding share options granted under the share option scheme of the Company adopted on 25 September 2013. The Share Consolidation may lead to adjustments to the exercise price and/or the number of Consolidated Shares falling to be issued upon exercise of the outstanding share options pursuant to the terms and conditions of the share option scheme.

The Company will make further announcement(s) on such adjustments as and when appropriate. Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

LETTER FROM THE BOARD

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, if any, the Company has appointed Kam Fai Securities Co., Limited as an agent to provide odd lot matching services on a best effort basis to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from Tuesday, 16 January 2024 to Monday, 5 February 2024 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Ms. Vicky Ma of Kam Fai Securities Co., Limited at 21/F, Champion Building, 287–291 Des Voeux Road Central, Hong Kong or at telephone number: (852) 2851 8751 during office hours (i.e. from 9:30 a.m. to 4:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 1 October 2020 states that (i) market price of the Shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules. Based on the closing price of HK\$0.018 per Existing Share (equivalent to HK\$0.18 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$3,600, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the said “Guide on Trading Arrangements for Selected Types of Corporate Actions”.

Other than the expenses to be incurred in relation to the Share Consolidation, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will have no effect on the consolidated net asset

LETTER FROM THE BOARD

value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled. Although the Share Consolidation may lead to the creation of odd lots of Shares, the Company has appointed Kam Fai Securities Co., Limited as agent to provide matching services for odd lots of Shares for a period of not less than three weeks, which will alleviate the difficulties caused by the creation of odd lots of Shares. In view of the above, the Board considers that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Company does not have any other concrete plan or arrangement to conduct any other fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

EGM

A notice convening the EGM to be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Thursday, 28 December 2023 at 4:00 p.m. at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Share Consolidation is set out on pages 13 to 14 of this circular.

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours (exclusive of any part of a day that is a public holiday, for the avoidance of doubt, Sunday is a public holiday) before the time appointed for holding the EGM (i.e. on or before 4:00 p.m. on Saturday, 23 December 2023) (or any adjournment thereof). Completion of the proxy form and its return will not preclude you from attending, and voting at, the EGM, or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholders have a material interest in the proposed Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 20 December 2023 to Thursday, 28 December 2023, both days inclusive, during such period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM all share transfer documents accompanied by the relevant share certificates must be lodged with the Registrar, Computershare Hong Kong Investor Services Ltd, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 December 2023 in order for the transferee to be entitled to attend and vote at the EGM (or any adjournment thereof).

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the EGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATIONS

The Directors consider that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed at the EGM.

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.

COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors, controlling Shareholders or substantial Shareholders or any of their respective close associates has any interest in business which competes with or may compete with the business of the Group or has any other conflict of interests which any person has or may have with the Group.

LETTER FROM THE BOARD

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

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

NOTICE OF EGM



TIMELESS RESOURCES HOLDINGS LIMITED

天時資源控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 8028)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Timeless Resources Holdings 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 Thursday, 28 December 2023 at 4:00 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange,
 - (a) every ten (10) issued shares of the Company be consolidated into one (1) ordinary share (each a “**Consolidated Share**”) and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
 - (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

Yours faithfully,

For and on behalf of the Board of

TIMELESS RESOURCES HOLDINGS LIMITED

Felipe Tan

Chairman

Hong Kong, 6 December 2023

NOTICE OF EGM

Registered office:

Room 2208
118 Connaught Road West
Hong Kong

Notes:

1. A Shareholder of the Company entitled to attend and vote at the EGM convened by the above notice may appoint one or more proxies to attend the EGM 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, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours (exclusive of any part of a day that is a public holiday, for the avoidance of doubt, Sunday is a public holiday) before the time appointed for holding the EGM (i.e. on or before 4:00 p.m. on Saturday, 23 December 2023) (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 EGM, 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 EGM, the register of members of the Company will be closed from Wednesday, 20 December 2023 to Thursday, 28 December 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the EGM, 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, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 19 December 2023.
5. 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 EGM, 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.