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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 RESOURCES HOLDINGS LIMITED**, 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.

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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)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS;
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
RE-APPOINTMENT OF AUDITOR;
AND
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 Thursday, 24 September 2026 at 4:00 p.m. is set out on pages 15 to 18 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 to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 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.

25 August 2026

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 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 Thursday, 24 September 2026 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;
“Auditor”	the auditor of the Company;
“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 (excluding Treasury Shares, if any) as at the date of the Annual General Meeting;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	TIMELESS RESOURCES HOLDINGS LIMITED, a company incorporated in Hong Kong with limited liability and 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 its subsidiaries from time to time;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited including, where the context so requires, its agents, nominees, representatives, officers and employees;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	20 August 2026, 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 15 to 18 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 (excluding Treasury Shares, if any) 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 issued by the Securities and Futures Commission;
“Treasury Shares”	shall have the meaning ascribed to it under the GEM Listing Rules;
“%”	per cent.

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*)

Registered Office:

Room 2208
118 Connaught Road West
Hong Kong

Independent Non-executive Directors:

Ms. CHAN Choi Ling
Dr. CHUNG Wai Keung David
Mr. LAM Kwai Yan
Mr. YU Leung Fai

25 August 2026

To the Shareholders

Dear Sir/Madam

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS;
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. RETIREMENT OF DIRECTOR AND RE-ELECTION OF DIRECTORS

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

Executive Directors

- (1) Mr. Felipe Tan
- (2) Mr. Ronald Tan

Independent Non-executive Directors

- (3) Ms. Chan Choi Ling
- (4) Dr. Chung Wai Keung David
- (5) Mr. Lam Kwai Yan
- (6) Mr. Yu Leung Fai

In accordance with Article 95 of the Articles, Dr. Chung Wai Keung David (“**Dr. Chung**”), being Director appointed on 5 May 2026, shall hold office only until the first Annual General Meeting of the Company after his appointment and, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with Article 104 of the Articles, Mr. Lam Kwai Yan (“**Mr. Lam**”) and Mr. Yu Leung Fai (“**Mr. Yu**”) shall retire by rotation and be eligible for re-election at the Annual General Meeting. Mr. Lam has informed the Board that he will not offer himself for re-election as he wishes to devote more time to his personal engagements. His retirement shall take effect upon conclusion of the Annual General Meeting. Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders. The Board would like to express its gratitude and appreciation to Mr. Lam for his valuable contribution to the Company during his tenure of directorship. Subsequent to the retirement of Mr. Lam, Dr. Chung will be re-designated from a member of Nomination Committee to the chairman of the Nomination Committee.

Save for Mr. Lam, Mr. Yu has offered himself for re-election at the Annual General Meeting.

Regarding the re-election of Mr. Yu and Dr. Chung as independent non-executive Directors, (i) the Board has assessed and reviewed their annual confirmation of independence based on the criteria set out in Rule 5.09 of the GEM Listing Rules and affirmed that Mr. Yu and Dr. Chung remain independent; (ii) the Nomination Committee of the Company (excluding Mr. Yu and Dr. Chung who have abstained from voting) has assessed and is satisfied with the independence of Mr. Yu and Dr. Chung; and (iii) the Board considers that Mr. Yu and Dr. Chung remain independent of management of the Group and free of any relationship which could materially

LETTER FROM THE BOARD

interfere with the exercise of their independent judgement. In view of the factors above and the fact that the experience and knowledge of Mr. Yu and Dr. Chung in the business sector in which the Company operates, the Board would recommend them 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.

3. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 25 September 2025, 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 (excluding Treasury Shares, if any) as at the date of passing such resolution.

As at the Latest Practicable Date, the Company has an aggregate of 505,932,270 Shares in issue and the Company did not hold any Treasury Share during the year ended 31 March 2026 and up to the Latest Practicable Date. 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 50,593,227 Shares, representing 10% of the total issued Shares (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 101,186,454 Shares, representing 20% of the total issued Shares (excluding Treasury Shares, if any) as at the date of passing such resolution. The relevant resolution is set out as Ordinary Resolution numbered 5(ii).

LETTER FROM THE BOARD

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.

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. RE-APPOINTMENT OF AUDITOR

CCTH CPA Limited will retire as the Auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The re-appointment of the Auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

The estimated audit fee proposed by CCTH CPA Limited for the audit services to the Company for the year ending 31 March 2027 shall be in the range of approximately HK\$600,000 to HK\$700,000 (exclusive of out-of-pocket expenses)(the "**Estimated Audit Fee**"). Such Estimated Audit Fee is made on the assumption that there is no material variation on the scope of the audit work for the year ending 31 March 2027 as compared with the audit work performed on the Company's consolidated financial statement for the year ended 31 March 2026.

Taking into account the factors including historical audit fees, prevailing market rates, the complexity and business plans of the Group, facts and circumstances known up to the Latest Practicable Date, CCTH CPA Limited's familiarity with the Group's financial position and business affairs, the audit timetable and the required auditor's resources, the Board considers that the Estimated Audit Fee is fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Unless there is a material change in the bases and assumptions set out above, the Estimated Audit Fee is not expected to deviate materially from the aforementioned fee. Otherwise, the Company will make further disclosure(s) as and when appropriate.

LETTER FROM THE BOARD

5. 2026 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 Thursday, 24 September 2026 at 4:00 p.m. is set out on pages 15 to 18 of this circular.

The Ordinary Resolutions to approve (a) re-election of Directors; (b) the granting of Buy-back Mandate and the Share Issue Mandate; and (c) re-appointment of Auditor 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, Wan Chai, 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.

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the record date is Thursday, 24 September 2026 and the register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 18 September 2026.

LETTER FROM THE BOARD

7. 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.

8. RECOMMENDATION

The Directors consider that approvals for the Ordinary Resolutions in relation to (a) re-election of Directors; (b) the granting of the Buy-back Mandate and the Share Issue Mandate; and (c) re-appointment of Auditor 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.

9. 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 RESOURCES HOLDINGS LIMITED
Felipe Tan
Chairman

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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) was 505,932,270 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 50,593,227 Shares, representing 10% of the total issued Shares (excluding Treasury Shares, if any) as at the date of passing such resolution.

For the Treasury Shares deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. INTENTION STATEMENT

The Company may cancel any shares it bought back and/or hold them as treasury shares subject to, for example, market conditions and its capital management needs at the relevant time of the shares bought back.

3. 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 that it is 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.

4. 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.

5. 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.

6. 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.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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 29.31% to approximately 32.56%. 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.

The Directors are also aware that the GEM Listing Rules prohibit a company from making buyback on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 11.23(7) of the GEM Listing Rules.

Note: Mr. Felipe Tan (“**Mr. Tan**”) has an interest in 148,302,360 Shares, representing approximately 29.31% of the issued Shares of the Company. The interest includes: (i) 46,591,200 Shares directly held by Mr. Tan; and (ii) 101,711,160 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.

8. 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\$
July 2025	0.189	0.177
August 2025	0.320	0.185
September 2025	0.450	0.275
October 2025	0.510	0.310
November 2025	0.325	0.242
December 2025	0.300	0.260
January 2026	0.365	0.250
February 2026	0.340	0.246
March 2026	0.335	0.250
April 2026	0.265	0.220
May 2026	0.220	0.193
June 2026	0.188	0.125
July 2026	0.175	0.140
August 2026 (up to the Latest Practicable Date)	0.172	0.160

9. SHARES BOUGHT BACK BY THE COMPANY

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

10. UNDERTAKING OF THE DIRECTORS

The Directors will 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. Neither this explanatory statement nor the proposed share buy-back has any unusual features.

PARTICULARS OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yu Leung Fai (“Mr. Yu”), aged 49, has been appointed as an independent non-executive Director of the Company since 31 March 2023. He has extensive experience in the field of accounting and corporate services. Mr. Yu joined Fung, Yu & Co. CPA Limited (formerly known as Fung, Yu & Co.) since 2001 and is currently its managing partner. Mr. Yu holds a Bachelor of Commerce (Honour) degree from the University of Toronto and a Bachelor of Laws degree from the University of London. He 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 is also 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 Mount Everest Gold Group Company Limited (formerly known as “CSmall Group Limited”) (Stock Code: 1815) since 2021. Mr. Yu was the independent non-executive director of Defeng Solife Holdings Limited (formerly known as “Dowway Holdings Limited”) (Stock Code: 8403) from 2019 and resigned on 27 October 2023. Mr. Yu is also the joint company secretary or company secretary of certain listed companies in Hong Kong including Beijing Media Corporation Limited (Stock Code: 1000) and Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631) since 2010 and 2017 respectively. Mr. Yu was the company secretary of Yuanda China Holdings Limited (Stock Code: 2789) from 2012 and resigned on 19 June 2026.

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 three months’ notice in writing subject to the retirement and re-election requirements in accordance with the Company’s Articles. For the year ended 31 March 2026, Mr. Yu’s total emolument, comprising director’s fee and other emolument, was approximately HK\$235,000. 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. Yu is interested in 707,612 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. Yu 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.

Dr. Chung Wai Keung David (“Dr. Chung”), aged 60, has been appointed as an independent non-executive Director of the Company since 5 May 2026. Dr. Chung has over 38 years of experience in information technology strategic management and entrepreneurship development. Dr. Chung served as a senior management member of two subsidiaries of Yee Hop Holdings Limited until July 2026, a company whose shares are listed on the Main Board of the Stock Exchange (Stock code: 1662). Dr. Chung has been an independent director of Real Messenger Corporation (Nasdaq: RMSG) since March 2021. He previously served as the Under Secretary for the Innovation, Technology and Industry Bureau of the government of the Hong Kong Special Administrative Region for two terms from March 2016 to June 2022 and had worked as the chief technology officer at Hong Kong Cyberport Management Company Limited. In recognition of his contributions to the field, he was awarded the Iconic Star - IFTA FinTech and Innovation Award 2021/22 and was named Top CIO of Greater China by CEO/CIO magazine in 2013.

Dr. Chung holds a Doctorate in Engineering Management from the City University of Hong Kong, a Master of Business Administration from the Metropolitan University of Hong Kong (formerly known as the Open University of Hong Kong), a Postgraduate Diploma in Business Management from the Chinese University of Hong Kong awarded and a Bachelor of Science (Engineering) in Computer Science from the Imperial College London. Dr. Chung is also an adjunct professor in the Department of Computer Science and Academy of Innovation at the City University of Hong Kong and an adjunct professor in the Department of Management and Systems Engineering and Engineering Management at the Chinese University of Hong Kong.

Dr. Chung has actively involved in various high-level advisory committees in the academic, professional, and community arenas. He is currently serving as an advisor to several organisations, including the Hong Kong Information Technology Joint Council and Guangdong Hong Kong Macao Bay Area Economic And Trade Association.

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

The appointment of Dr. Chung 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 three months’ notice in writing subject to the retirement and re-election requirements in accordance with the Company’s Articles. For the year ended 31 March 2026, Dr. Chung 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.

As at the Latest Practicable Date, Dr. Chung 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). Dr. Chung 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, Dr. Chung 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. Yu and Dr. Chung 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. Yu and Dr. Chung to the Board for it to recommend to Shareholders for re-election as Directors at the Annual General Meeting. Mr. Yu and Dr. Chung, 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. Yu and Dr. Chung to stand for re-election by the Shareholders at the Annual General Meeting.

In recommending Mr. Yu and Dr. Chung to stand for re-election as independent non-executive Directors, the Nomination Committee has considered background and attribute of Mr. Yu and Dr. Chung as mentioned in “Particulars of Independent Non-executive Directors” above.

The Nomination Committee considered that in view of their diverse and educational backgrounds and professional knowledge and experience in the respective fields of business development, legal experience and related working experience as mentioned above, Mr. Yu and Dr. Chung 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 Mr. Yu and Dr. Chung and re-affirmed their independence.

NOTICE OF ANNUAL GENERAL MEETING



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 the annual general meeting 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, 24 September 2026 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 2026;
- (2) (i) To re-elect Mr. Yu Leung Fai as an independent non-executive Director;

(ii) To re-elect Dr. Chung Wai Keung David as an independent non-executive Director;
- (3) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
- (4) To re-appoint CCTH CPA Limited as the Company’s auditor 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 (excluding treasury shares, if any) 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 or to resell treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules) 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) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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

NOTICE OF ANNUAL GENERAL MEETING

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 (excluding treasury shares, if any) at the date of passing this resolution; and
 - (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 (excluding treasury shares, if any) 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); and

- (e) any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.”

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- (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 RESOURCES HOLDINGS LIMITED
Felipe Tan
Chairman

Hong Kong, 25 August 2026

Registered Office:

Room 2208
118 Connaught Road West
Hong Kong

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, Wan Chai, 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 record date is Thursday, 24 September 2026 and the register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (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, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 18 September 2026.
5. Particulars of Mr. Yu Leung Fai and Dr. Chung Wai Keung David who offer themselves for re-election are provided in Appendix II to the Company's circular dated 25 August 2026.
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.