



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

For the month ended: 31 March 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Timeless Resources Holdings Limited

Date Submitted: 03 April 2024

I. Movements in Authorised / Registered Share Capital Not applicable

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08028	Description				
Balance at close of preceding month		281,288,180				
Increase / decrease (-)		56,000,000				
Balance at close of the month		337,288,180				

Remarks:

The Company completed the allotment and issuance of 56,000,000 placing shares under general mandate on 19 March 2024. For more information, please refer to the announcements of the Company dated 4, 8 and 19 March 2024.

III. Details of Movements in Issued Shares

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

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)	08028						
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2013 Share Option Scheme	6,900,000	Cancelled	-1,200,000	5,700,000		1,600,000	0
General Meeting approval date (if applicable)	25 September 2013						
2). 2023 Share Option Scheme	0			0		0	28,128,818
General Meeting approval date (if applicable)	25 September 2023						

Total A (Ordinary shares): _____

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

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

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

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

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		08028				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	0.173	19 March 2024	25 September 2023	56,000,000	0

Total E (Ordinary shares): 56,000,000

Remarks:

The Company completed the allotment and issuance of 56,000,000 placing shares under general mandate on 19 March 2024. For more information, please refer to the announcements of the Company dated 4, 8 and 19 March 2024.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 56,000,000

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

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iii) all the securities of each class are in all respects identical (Note 3); and
- (iv) all the definitive documents of title have been delivered in accordance with the terms of issue.

Submitted by: Ko Yuen Kwan

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

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

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

6. In the context of redemption of shares:

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