



TIMELESS RESOURCES HOLDINGS LIMITED

天時資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8028)

**RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2025**

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

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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This announcement, for which the directors (the “Directors” or individually a “Director”) of TIMELESS RESOURCES HOLDINGS LIMITED (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 announcement 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 announcement misleading.

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

RESULTS

The board of Directors (“Board”) of the Company is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2025, together with the comparative audited figures for the corresponding period in 2024, which have been reviewed by the audit committee of the Company and approved by the Board on 26 June 2025 as follows:

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	4	110,622	48,251
Costs of sales		(109,971)	(47,009)
Other income and gains	5	1,705	3,694
Staff costs		(8,951)	(7,667)
Depreciation and amortisation		(347)	(367)
Gain on disposal of property, plant and equipment		95	85
Expected credit loss on trade and other receivables, net		(20)	(8,419)
Loss on fair value changes of an investment property		(2,340)	(520)
Loss on fair value changes of financial assets at fair value through profit or loss		(319)	(2,959)
Gain on disposal of financial assets at fair value through profit or loss		150	–
Other operating expenses		(6,385)	(5,502)
Share of loss of associates		(88)	(466)
Finance costs	6	(186)	(217)
Loss before tax		(16,035)	(21,096)
Income tax expense	7	–	(216)
Loss for the year	8	(16,035)	(21,312)
Other comprehensive expense			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		(361)	(4,680)
Total comprehensive expense for the year		(16,396)	(25,992)
Loss attributable to:			
Owners of the Company		(12,421)	(19,438)
Non-controlling interests		(3,614)	(1,874)
		(16,035)	(21,312)
Total comprehensive expense attributable to:			
Owners of the Company		(12,515)	(20,655)
Non-controlling interests		(3,881)	(5,337)
		(16,396)	(25,992)
		HK cents	HK cents (Restated)
Loss per share	9		
– Basic		(3.55)	(6.61)
– Diluted		(3.55)	(6.61)

Consolidated Statement of Financial Position

At 31 March 2025

		As at 31 March 2025 HK\$'000	As at 31 March 2024 HK\$'000
	Notes		
Non-current assets			
Property, plant and equipment		368	496
Right-of-use assets		4,721	4,970
Investment property		6,340	8,680
Exploration and evaluation assets		15,233	13,713
Interests in associates		49	137
Financial assets at fair value through profit or loss		1,349	1,926
Prepayments		2,052	–
Restricted bank balance		1,372	1,378
		<u>31,484</u>	<u>31,300</u>
Current assets			
Inventories		6,132	1,239
Trade receivables	10	3,111	–
Prepayments, deposits and other receivables		4,168	7,298
Financial assets at fair value through profit or loss		26	21
Time deposits with original maturity of over three months		32,106	32,340
Cash and cash equivalents		40,946	50,278
		<u>86,489</u>	<u>91,176</u>
Current liabilities			
Trade and other payables	11	17,913	8,779
Provision for land rehabilitation		–	1,081
Loan from a related party		–	9,800
Current tax liabilities		113	–
		<u>18,026</u>	<u>19,660</u>
Net current assets		<u>68,463</u>	<u>71,516</u>
Total assets less current liabilities		<u>99,947</u>	<u>102,816</u>

		As at 31 March 2025 HK\$'000	As at 31 March 2024 HK\$'000
	Note		
Non-current liabilities			
Provision for land rehabilitation		4,390	4,422
Deferred tax liabilities		–	738
		<u>4,390</u>	<u>5,160</u>
Net assets		<u>95,557</u>	<u>97,656</u>
Capital and reserves			
Share capital	12	944,653	915,382
Reserves		<u>(887,612)</u>	<u>(875,328)</u>
Equity attributable to owners of the Company		57,041	40,054
Non-controlling interests		<u>38,516</u>	<u>57,602</u>
Total equity		<u>95,557</u>	<u>97,656</u>

NOTES:

1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on GEM of the Stock Exchange. The address of the registered office and principal place of business of the Company is Room 2208, 118 Connaught Road West, Hong Kong.

In the opinion of the Company, the Company does not have a controlling party.

The principal activity of the Company is investment holding. The Group is principally engaged in (i) the exploration, development and exploitation of mines, gold processing and trading (“Mining and Metal Business”); and (ii) the provision of integrated IT solutions and other related services (“Software Business”).

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

The financial information relating to the years ended 31 March 2025 and 2024 included in this announcement does not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2024 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance and will deliver the financial statements for the year ended 31 March 2025 to the Registrar of Companies in due course.

The Company’s auditors have reported on the financial statements of the Group for both financial years. The auditors’ reports were unqualified; did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group have applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i>
Amendments to HKAS 1	<i>Non-current liabilities with Covenants</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

The application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance (Cap. 622).

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for an investment property and certain financial instruments that are measured at fair values at the end of each reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

4. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

In previous years, the Group’s software business and business in development of bio and nano new materials were combined as software and innovation business due to their early stage of development. In the current year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. The software business experiences expansion and it is considered by the CODM as a separate reportable segment. Prior year segment disclosures have been represented to conform with the current year’s presentation. The Group’s reportable segments under HKFRS 8 are as follows:

- (i) Mining and Metal Business – the exploration, development and exploitation of mines, gold processing and trading; and
- (ii) Software Business – provision of integrated IT solutions and other related services.

Segment revenues and results

The following is an analysis of the Group’s revenue and results by reportable segments:

For the year ended 31 March 2025

	Mining and Metal Business HK\$’000	Software Business HK\$’000	Total HK\$’000
Segment revenue			
External sales	107,567	3,055	110,622
Segment (loss)/profit	(6,449)	343	(6,106)
Interest income			1,115
Unallocated other income and gains			205
Unallocated corporate expenses			(8,293)
Reversal of expected credit loss on other receivables			80
Loss on fair value change of an investment property			(2,340)
Gain on disposal of financial assets at FVTPL			150
Loss on fair value changes of financial assets at FVTPL			(572)
Share of loss of associates			(88)
Finance costs			(186)
Group’s loss before tax			(16,035)

For the year ended 31 March 2024

	Mining and Metal Business HK\$'000	Software Business HK\$'000	Total HK\$'000
Segment revenue			
External sales	48,251	–	48,251
Segment loss	(3,206)	–	(3,206)
Interest income			2,401
Unallocated other income and gains			529
Unallocated corporate expenses			(8,549)
Expected credit loss on other receivables			(8,419)
Loss on fair value changes of an investment property			(520)
Loss on fair value changes of financial assets at FVTPL			(2,649)
Share of loss of associates			(466)
Finance costs			(217)
Group's loss before tax			(21,096)

There were no inter-segment sales in the current year (2024: nil).

The accounting policies of the operating segments are the same as the Group's accounting policies described in the consolidated financial statements. Segment (loss)/profit represents the (loss)/profit from each segment without allocation of interest income, unallocated other income and gains, unallocated corporate expenses, expected credit loss on other receivables, (loss)/gain on fair value changes of certain of the Group's financial instruments and an investment property, share of loss of associates and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

	2025 HK\$'000	2024 HK\$'000
Segment assets		
Mining and Metal Business	32,843	20,646
Software Business	3,891	–
Total reportable segment assets	36,734	20,646
Interests in associates	49	137
Unallocated	81,190	101,693
Consolidated assets	117,973	122,476
Segment liabilities		
Mining and Metal Business	17,793	14,118
Software Business	2,872	–
Total reportable segment liabilities	20,665	14,118
Unallocated	1,751	10,702
Consolidated liabilities	22,416	24,820

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than certain of the Group's property, plant and equipment, an investment property, financial assets at FVTPL, interests in associates, certain of the Group's prepayments, deposits and other receivables, time deposits with original maturity of over three months and cash and cash equivalents; and
- all liabilities are allocated to reportable segments other than a loan from a related party and certain of the Group's other payables.

Other segment information

	2025 HK\$'000	2024 HK\$'000
Additions to non-current assets*		
Mining and Metal Business	<u>1,637</u>	<u>641</u>
Gain on disposal of property, plant and equipment		
Mining and Metal Business	<u>95</u>	<u>85</u>
Depreciation and amortisation		
Mining and Metal Business	222	225
Unallocated	<u>125</u>	<u>142</u>
Total depreciation and amortisation recognised in profit or loss	<u>347</u>	<u>367</u>
Expected credit losses on trade receivables		
Software Business	<u>100</u>	<u>–</u>
(Reversal of)/expected credit losses on other receivables		
Unallocated	<u>(80)</u>	<u>8,419</u>

* Additions to non-current assets include additions to property, plant and equipment and exploration and evaluation assets.

Geographical information

The Group's operations are mainly located in Hong Kong and Mainland China.

Information about the Group's revenue from external customers is presented based on the location of operations. Information about the Group's non-current assets is presented based on the geographical location of assets.

	2025 HK\$'000	2024 HK\$'000
Revenue from external customers		
Hong Kong	107,567	48,251
Mainland China	<u>3,055</u>	<u>–</u>
	<u>110,622</u>	<u>48,251</u>
Non-current assets		
Hong Kong	7,410	9,095
Mainland China	<u>21,304</u>	<u>18,764</u>
	<u>28,714</u>	<u>27,859</u>

Note: Non-current assets excluded financial instruments and interests in associates.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of total revenue of the Group are as follows:

	2025 HK\$'000	2024 HK\$'000
Customer A ¹	78,427	24,061
Customer B ¹	N/A ²	16,255
Customer C ¹	N/A ²	7,935

¹ Revenue from the Mining and Metal Business

² The corresponding revenue did not contribute over 10% of the Group's revenue

Disaggregation of revenue from contracts with products

	2025 HK\$'000	2024 HK\$'000
Types of goods or service		
Sales of processed gold products	107,567	48,251
Provision of integrated IT solutions services	3,055	—
	110,622	48,251

Timing of revenue recognition

At a point in time	110,622	48,251
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5. OTHER INCOME AND GAINS

	2025 HK\$'000	2024 HK\$'000
Interest income		
– bank deposits	1,115	1,906
– financial assets at FVTPL	—	87
– other receivables	—	408
Rental income	205	288
Others	385	1,005
	1,705	3,694

6. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest on loan from a related party	184	217
Others	2	—
	186	217

7. INCOME TAX EXPENSE

	2025 HK\$'000	2024 HK\$'000
Current tax		
– Charge for the period, PRC Enterprise Income Tax	114	–
– PRC withholding tax	621	–
Deferred tax	(735)	216
	<u>–</u>	<u>216</u>

No provision for taxation in Hong Kong has been made as no taxable profit derived in Hong Kong for both years.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries operating in Mainland China is 25% for both years.

8. LOSS FOR THE YEAR

	2025 HK\$'000	2024 HK\$'000
Loss for the year has been arrived at after charging/(crediting):		
Directors' and chief executive's emoluments	2,031	2,010
Other staff costs	6,310	5,001
Other staff's retirement benefits scheme contributions	474	420
Other staff equity-settled share-based payment	136	236
Employee benefits expenses	<u>8,951</u>	<u>7,667</u>
Depreciation of property, plant and equipment	132	150
Depreciation of right-of-use assets	215	217
Depreciation and amortisation	<u>347</u>	<u>367</u>
Rental income arising from an investment property	(205)	(288)
Less: direct operating expenses incurred for an investment property that generate rental income during the year	103	99
	<u>(102)</u>	<u>(189)</u>
Expected credit losses on trade receivables	100	–
(Reversal of)/expected credit losses on other receivables	(80)	8,419
Expected credit losses on trade and other receivables, net	<u>20</u>	<u>8,419</u>
Auditors' remuneration	578	645
Cost of inventories recognised as an expense	109,971	46,991
Write-down of inventories (included in the costs of sales line item)	–	18
Expense relating to short-term leases not included in the measurement of lease liabilities	613	700
Net foreign exchange loss	<u>159</u>	<u>211</u>

9. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	2025 HK\$'000	2024 HK\$'000
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	<u>(12,421)</u>	<u>(19,438)</u>
	2025 '000	2024 '000 (Restated)
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>349,603</u>	<u>294,059</u>

Note: The weighted average number of ordinary shares for the year ended 31 March 2024 has been adjusted for the rights issue implemented during the year ended 31 March 2025 as set out in note 12 of this Announcement. The basic loss per share for the year ended 31 March 2024 has been restated accordingly.

(b) Diluted loss per share

The computation of the diluted loss per share does not assume the exercise of the Company's outstanding share option since the exercise prices of those options were higher than the average market price for shares for both years ended 31 March 2025 and 2024 and therefore were anti-dilutive.

10. TRADE RECEIVABLES

	2025 HK\$'000	2024 HK\$'000
Trade receivables from contracts with customers	3,211	–
Less: Allowance for credit loss	<u>(100)</u>	<u>–</u>
	<u>3,111</u>	<u>–</u>

The group allows an average credit period of 30 days to its customers. The following is an aged analysis of trade receivables net of allowance for credit loss presented based on date of rendering services.

	2025 HK\$'000	2024 HK\$'000
Within 90 days	<u>3,111</u>	<u>–</u>

As at 31 March 2025, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$2,800,000 (2024: nil) which are past due as at the reporting date.

11. TRADE AND OTHER PAYABLES

	2025 HK\$'000	2024 HK\$'000
Trade payables	7,084	216
Other payables and accruals	8,745	8,563
Refund liabilities	2,084	–
	<u>17,913</u>	<u>8,779</u>

The following is an aged analysis of trade payables presented based on the invoice date or date of services rendered:

	2025 HK\$'000	2024 HK\$'000
Less than 90 days	6,869	–
More than 90 days	215	216
	<u>7,084</u>	<u>216</u>

12. SHARE CAPITAL

	Number of shares		Share capital	
	2025	2024	2025 HK\$'000	2024 HK\$'000
Issued and fully paid				
At beginning of year	337,288,180	2,812,881,803	915,382	906,074
Consolidation of shares (<i>note a</i>)	–	(2,531,593,623)	–	–
Issue of rights shares (<i>note b</i>)	168,644,090	–	30,019	–
Issue of new shares (<i>note c</i>)	–	56,000,000	–	9,688
Transaction costs attributable to issue of rights shares (<i>note b</i>)	–	–	(748)	–
Transaction costs attributable to issue of new shares (<i>note c</i>)	–	–	–	(380)
	<u>505,932,270</u>	<u>337,288,180</u>	<u>944,653</u>	<u>915,382</u>
At end of year				

Notes:

- (a) On 28 December 2023, the Company passed an ordinary resolution to consolidate ten existing ordinary shares into one consolidated share. Such adjustment was effective on 2 January 2024.
- (b) On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK\$30 million by way of the issue of 168,644,090 rights shares (“Rights Shares”) at the subscription price of HK\$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing shares held on the record date on a non-underwritten basis (the “Rights Issue”). As set out in the Company’s announcement dated 7 April 2025, the Company announced that all conditions set out in the Company’s prospectus dated 14 March 2025 had been fulfilled and the Rights Issue became unconditional on 31 March 2025. The Rights Shares were subsequently issued on 8 April 2025 upon completion.

Details of the Rights Issue were set out in the Company’s announcements dated 27 February 2025 and 7 April 2025, and the Company’s prospectus dated 14 March 2025.

- (c) On 4 March 2024, the Company entered into a placing agreement with a placing agent, with supplemental agreement entered on 8 March 2024 pursuant to which the placing agent has conditionally agree to place up to 56,000,000 ordinary shares to not less than six independent placees at a price of HK\$0.173 per share, representing a discount of approximately 3.89% to the closing market price of the Company's ordinary shares on 4 March 2024. A total of 56,000,000 ordinary shares were issued at the price of HK\$0.173 per share upon completion on 19 March 2024.

The net proceeds, after deduction of the placing commission and other related expenses, of HK\$9,308,000 were used to reduce borrowings and to provide additional working capital for the Group. These new shares were issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 28 June 2023 and rank pari passu with other shares in issue in all respects.

13. DIVIDEND

No dividend had been paid or declared by the Company during the year (2024: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

Mining and Metal Business

Overview

The Mining and Metal Business primarily comprises of exploration, development and exploitation of a nickel-copper mine in the Mainland China and gold processing and trading in Hong Kong.

During the year under review, the approval letter on the proposal for development plan of the phase two mining zone of the Baishiquan Nickel-copper Mine was obtained in May 2024 and the assessment of production scale of mining licence was completed. The Group also obtained the renewed its mining licence in November 2024 and started preparing various reports for the feasibility study in compliance with requirements of the local government. For the year ended 31 March 2025, the Group have incurred approximately HK\$1,394,000 (2024: HK\$411,000) for drilling of approximately 987 meters. The Group also incurred HK\$239,000 (2024: HK\$156,000) for various development activities, including the preparation of proposal for development plan.

During the year, the Group completed trading of processed gold products of 4,478 ounces (2024: 3,017 ounces) with revenue and gross profit of HK\$107,567,000 (2024: HK\$48,251,000) and HK\$196,000 (2024: HK\$1,260,000) respectively. Due to keen competition and unfavourable movement in gold prices, the gross profit ratio for gold processing and trading deteriorated during the year under review.

Outlook

Although nickel price was declining in the past two years, we still believe that the long-term underlying fundamentals for sustained growth in nickel demand remain unchanged. Global demand for electric vehicles and energy storage is expected to remain robust and nickel prices are forecasted to increase by 2030 and beyond.

Following the renewal of the mining licence, the Group commenced the feasibility study for the phase two mining zone. The feasibility study and relevant reports are expected to be completed by October 2025. Upon obtaining the approval of feasibility study, the mine design may commence in January 2026. Thereafter, the mining facilities construction would be started by the first half of 2026 which would take about 20 months to complete. Under such timeline, it is expected that the extraction of the phase two mining zone would be commenced in the second half of year 2027 subject to the progress of completing the feasibility study and related reports, and the timing of obtaining the relevant approvals from the government authority. Once the Group obtained the approval of feasibility study for phase two of Baishiquan Nickel-copper Mine, the forecast of the development costs will be prepared with greater reliability and accuracy.

Resource Estimates Update

As at 31 March 2025, the details of the resource estimates of the mining zone (phase two) are set out below:

Mine	Resource category	Tonnage	Average grade	
		<i>(tonnes*1,000)</i>	<i>(Ni%)</i>	<i>(Cu%)</i>
Baishiquan Nickel-copper Mine	Indicated	3,962	0.55	0.36
	Inferred	3,116	0.60	0.32

Notes:

- (1) The resource estimates are based on the verification report of resources and reserves approved by the PRC Ministry of Natural Resources on 10 November 2023. It was prepared in accordance with the standard in the classifications for mineral resources and mineral reserves (GB/T 17766–2020) of the PRC.
- (2) Cut-off grade is 0.3%.

Exploration, Development and Mining Production Activities

The exploration, development and mining production activities of the mining zone (phase two) of the Group for the year ended 31 March 2025 are summarised below:

	Activity		
Mine	Exploration	Development	Mining
Baishiquan Nickel-copper Mine	Completed 2 surface drill holes of a total of approximately 987 meters	Obtained the approval letter of proposal for development plan Obtained the renewed mining licence Commenced feasibility study	No material activity

Expenditure Incurred

During the year ended 31 March 2025, the Group had incurred the following expenditure related to the exploration and development activities:

	Total <i>HK\$'000</i>
1. Capital Expenditure	
1.1 Exploration activities	
Drilling and analysis	1,394
1.2 Development activities (including mine construction)	
Preparation of proposal for development plan	239
	<hr/>
Total Capital Expenditure	1,633
	<hr/> <hr/>
2. Operating Expenditure for Mining Activities	
Staff cost	—
Consumables	—
Fuel, electricity, water and other services	—
Non-income taxes, royalties and other government charges	—
Others	—
	<hr/>
Total Operating Expenditure	—
	<hr/> <hr/>
Total Capital and Operating Expenditure	1,633
	<hr/> <hr/>
3. Processing Expenditure	—
	<hr/> <hr/>
Total Expenditure	1,633
	<hr/> <hr/>

Infrastructure Projects and Subcontracting Arrangements

There were new contracts entered into during the year ended 31 March 2025 (2024: nil) which were related to feasibility study and related reports of Baishiquan Nickel-copper Mine. As at 31 March 2025, the capital commitment related to these contracts amounted to approximately HK\$2,023,000 (2024: nil).

Software Business

Overview

Software Business comprised of the provision of integrated IT solutions and other related services, including software maintenance and development services, digital management software transformation services, centralised data storage and AI data analysis, development of high performance systems. A subsidiary (the “JV”) of the Group allotted its shares to an independent third party (the “JV Partner”) during the year under review. The JV is principally engaged in provision of integrated hardware and software solutions services in Hong Kong and Mainland China. The Group believes that the joint venture arrangement combined the Group’s knowledge and expertise in software business and the resources and experience in information technology of the JV Partner. In January 2025, the Group also engaged a related company of the JV Partner to prepare for the application of the double-soft certification for a newly-formed PRC subsidiary of the JV. Double-soft certification is an important indicator of research and development ability and overall technical strength of software enterprises. Software company in the PRC with double-soft certification can enjoy tax concessions and other preferential policies offered by the PRC government. For the year ended 31 March 2025, the Group had segment revenue of approximately HK\$3,055,000 (2024: nil) from Software Business and the segment profit was approximately HK\$343,000 (2024: nil).

Outlook

The software industry in the PRC has grown strongly over the past five years. Strong demand from the government and downstream software users have supported the industry’s performance. With the government’s preferential policies to support the industry, software industry is expected to remain on a remarkable growth in the future. Looking ahead, the Group will direct more resources to the JV to further expand its customer base and source of income.

Interests in Associates

On 31 March 2025, the Group owned 46% (2024: 46%) equity interests in Nano Bubble Limited (“Nano Bubble”) which mainly engaged in research and development for hygienic and sanitisation products, and the related solutions using the nano-ozone technology. Due to the current market conditions, the Group decided to cease the innovation business of Nano Bubble.

For the year ended 31 March 2025, the Group recorded share of loss of associates of approximately HK\$88,000 (2024: HK\$466,000).

Other Investments

On 11 July 2024, the proposed listing of CGA Holdings Limited (“CGA Holdings”) was terminated after mutual consent by all its shareholders. A share transfer was proceeded in accordance with the terms of the shareholders agreement of CGA Holdings and the Group’s equity interests in CGA Holdings was changed from 15.28% to 29.97% immediately after the share transfer. On the same day, the Group entered into an agreement with an independent third party buyer pursuant to which the Group disposed of its 29.97% equity interests in CGA Holdings for a cash consideration of HK\$150,000. Upon completion of the disposal, the Group recorded a gain on disposal of a financial asset at fair value through profit or loss of HK\$150,000.

Further details of the share transfer and the disposal of shares in CGA Holdings are set out in the Company’s announcement dated 11 July 2024.

The Group also has 1.15% (2024: 1.25%) equity interests in Trip Guru Holdings Limited which is principally engaged in the provision of tour reservation services. During the year under review, the expected growth for the tour reservation services decelerated and the Group recorded a loss on fair value changes of HK\$577,000 (2024: gain on fair value changes of HK\$853,000) during the year.

FINANCIAL PERFORMANCE REVIEW

For the year ended 31 March 2025, the Group recorded a total turnover of approximately HK\$110,622,000 (2024: HK\$48,251,000), representing an increase of 129% as compared with the last financial year, which was contributed by the sale of processed gold products of 4,478 ounces and service fees from the provision of integrated IT solutions services. Other income and gains of approximately HK\$1,705,000 for the year under review (2024: HK\$3,694,000) mainly represented interest income and rental income. Loss for the year was approximately HK\$16,035,000 (2024: HK\$21,312,000).

For the year under review, there was turnover of HK\$107,567,000 from the Mining and Metal Business (2024: HK\$48,251,000) and HK\$3,055,000 from the Software Business (2024: nil). The segment loss from the Mining and Metal Business was approximately HK\$6,449,000 (2024: HK\$3,206,000) and segment profit from the Software Business was approximately HK\$343,000 (2024: nil). The segment loss for the Mining and Metal Business increased by 101% due to the decrease in gross profit margin for gold processing and trading as well as increase in operating expense in the current year. Following the establishment of the JV, the Group generated segment revenue and segment profit for the Software Business in the current year.

Loss attributable to owners of the Company was approximately HK\$12,421,000, as compared to HK\$19,438,000 for the last financial year.

The adjusted LBITDA of the Group, a non-HKFRSs financial measure, for the current year was HK\$13,952,000 as compared to HK\$10,686,000 in the last financial year.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2025, the Group had cash and cash equivalents and time deposits with original maturity of over three months of approximately HK\$73,052,000 (2024: HK\$82,618,000) and net current assets of HK\$68,463,000 (2024: HK\$71,516,000). Out of the Group's cash and cash equivalents and time deposits with original maturity of over three months, about 45% was denominated in Hong Kong dollars (2024: 12%) and 55% was denominated in Renminbi (2024: 87%).

As at 31 March 2025, the current ratio was 4.80 (2024: 4.64).

The Group generally financed its operations and investing activities with internally generated cash and equity financing.

As at 31 March 2025, the Group did not have any outstanding borrowings (2024: HK\$9,800,000).

The Directors will continue to follow a prudent policy in managing the Group's cash balances to maintain strong and healthy liquidity and to ensure that the Group is well placed to take advantage of future growth opportunities.

Placing of New Shares

On 4 March 2024, the Company entered into the placing agreement (the "Placing Agreement") with the placing agent place up to 56,000,000 new ordinary shares (the "Placing Shares") to not less than six placees (the "Placing").

On 19 March 2024, the Company completed the Placing to allot and issue the Placing Shares at HK\$0.173 each. The net proceeds from the Placing were approximately HK\$9,300,000 and the net price per Placing Share was HK\$0.166. As at 31 March 2025, the Company has utilised the following amount according to the use of proceeds as disclosed in the announcement of the Company dated 19 March 2024:

**31 March
2025
HK\$'000**

Net proceeds from Placing	9,308
Less: repayment of outstanding liabilities due to a Director and substantial shareholder of the Company	(3,000)
Less: operating expenses	(6,308)
	<hr/>
Unutilised proceeds	–
	<hr/> <hr/>

Details of the Placing were disclosed in the announcements of the Company dated 4, 8 and 19 March 2024.

RIGHTS ISSUE

On 27 February 2025, the Company proposed to raise gross proceeds of up to approximately HK\$30 million by way of the issue of 168,644,090 rights shares (“Rights Shares”) at the subscription price of HK\$0.178 per Rights Share on the basis of one (1) Rights Share for every two (2) existing shares held on the record date on a non-underwritten basis (the “Rights Issue”). On 8 April 2025, an aggregate of 168,644,090 Rights Shares were issued. The net proceeds from the Rights Issue after deducting the expenses amounted to approximately HK\$29.1 million and the net price is HK\$0.173 per Rights Shares.

The Company intends to use the net proceeds from the Rights Issue as to approximately HK\$10 million for the development of the gold processing and trading business, approximately HK\$10 million for the development of the software business and the remaining approximately HK\$9.1 million for the working capital of the Group’s operating business including the payment of salary, rental expenses, legal and professional fees and other office expenses.

Details of the Rights Issue are set out in the Company’s announcements dated 27 February 2025 and 7 April 2025, and the Company’s prospectus dated 14 March 2025.

CAPITAL COMMITMENTS

As at 31 March 2025, the Group had capital commitment in respect of the development of the Baishiquan Nickel-copper Mine of approximately HK\$2,023,000 (2024: nil).

GEARING RATIO

As at 31 March 2025, the Group did not have any outstanding borrowings (2024: HK\$9,800,000) and therefore the gearing ratio was 0% (2024: 24.47%).

EMPLOYEE INFORMATION

As at 31 March 2025, the Group employed a total of 24 staff (2024: 25). Staff remuneration is reviewed by the management of the Group from time to time and increases are granted normally annually or by special adjustment depending on length of service and performance when warranted. In addition to salaries, the Group provides staff benefits including medical insurance and provident fund. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending upon the financial performance of the Group. The Group also concerns on work safety to the employees. During the year ended 31 March 2025, there was no serious work safety issue on our Group's employees.

CHARGE ON THE GROUP'S ASSETS

None of the Group's assets was pledged as at the date of the annual report.

ORDER BOOK AND PROSPECTS FOR NEW BUSINESS

There was no order book on hand as at 31 March 2025.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Other than the disposal of shares in CGA Holdings and the investment in the JV engaging in provision of integrated hardware and software solutions services in Hong Kong and Mainland China, the Group did not have any significant investments, acquisitions or disposals during the year ended 31 March 2025.

FUTURE PLANS FOR MATERIAL INVESTMENTS

The Group does not have any plan for material investments in the near future.

EXPOSURE TO EXCHANGE RISKS

Since the Group's borrowings and its source of income are primarily denominated in the respective group companies functional currency which are mainly in Hong Kong dollars or Renminbi and the exchange rate of Renminbi to Hong Kong dollars has been relatively stable throughout the year under review, the exposure to foreign exchange rate fluctuations is not significant.

CONTINGENT LIABILITIES

As at 31 March 2025, the Group has no material contingent liabilities.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 March 2025, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SCOPE OF WORK OF CCTH CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and related notes thereto for the year ended 31 March 2025 as set out in the preliminary announcement have been agreed by the Group's auditors, CCTH CPA Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 March 2025. The work performed by CCTH CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by HKICPA and consequently no assurance has been expressed by CCTH CPA Limited on the preliminary announcement.

AUDIT COMMITTEE

The audit committee comprises three independent non-executive Directors, Mr. Yu Leung Fai, Ms. Chan Choi Ling and Mr. Lam Kwai Yan. The audit committee has reviewed the audited financial results of the Group for the year ended 31 March 2025.

CORPORATE GOVERNANCE PRACTICES

The Company strives to attain and maintain the highest standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding shareholder interests.

The principles of corporate governance adopted by the Group emphasise a quality board, sound internal control, and transparency and accountability to all its shareholders.

The Company has adopted the code provisions (“Code Provisions”) set out in the Corporate Governance Code (the “Code”) contained in Appendix C1 to the GEM Listing Rules. The Company had complied with all Code Provisions as set out in the Code throughout the year ended 31 March 2025.

A Corporate Governance Report will be dispatched with the annual report of the Company.

ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) will be published as soon as practicable in accordance with the articles of association of the Company, the GEM Listing Rules and other applicable laws and regulations. The record date and closure of books for the purpose of ascertaining the shareholders’ entitlement to attend and vote at the AGM will be announced in due course.

By Order of the Board
TIMELESS RESOURCES HOLDINGS LIMITED
Felipe Tan
Chairman

Hong Kong, 26 June 2025

Executive Directors:

Mr. Felipe Tan (*Chairman*)

Mr. Ronald Tan (*Chief Executive Officer*)

Independent non-executive Directors:

Ms. Chan Choi Ling

Mr. Lam Kwai Yan

Mr. Yu Leung Fai