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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)

NOTICE OF ANNUAL GENERAL MEETING

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, 25 September 2025 at 4:00 p.m. (the "**Annual General Meeting**") to consider and, if thought fit, pass the following resolutions of the Company:

ORDINARY RESOLUTIONS

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 2025;

(2) (i) To re-elect Mr. Felipe Tan as an executive Director;

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

(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 auditors to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration; and

As special business:

(5) (i) "**THAT**

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

(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 "**GEM Listing Rules**"), 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 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."

(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."

SPECIAL RESOLUTION

(6) To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

"**THAT** the new articles of association of the Company (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, and that any one director of the Company be and is hereby authorised to do all such acts and things as they consider necessary or expedient to implement or give effect to the adoption of the new articles of association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Hong Kong."

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

Hong Kong, 22 July 2025

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, 25 September 2025 and the register of members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025 (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, 19 September 2025.

5. Particulars of Mr. Felipe Tan and Ms. Chan Choi Ling who offer themselves for re-election are provided in Appendix II to the Company's circular dated 22 July 2025.

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.

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

This notice, for which the Directors of the Company 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the 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.