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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)

GRANT OF SHARE OPTIONS

This announcement is made by Timeless Resources Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rules 23.06A, 23.06B and 23.06C of the Rules Governing the Listing of Securities (the "**GEM Listing Rules**") on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board (the "**Board**") of directors (the "**Directors**") of the Company hereby announces that pursuant to the share option scheme of the Company adopted on 26 September 2023 (the "**Scheme**"), the Company granted a total of 3,350,000 share options (the "**Share Option(s)**") to the employees of the Group (the "**Grantees**") on 28 January 2026 (the "**Date of Grant**") to subscribe for ordinary shares (the "**Share(s)**") in the share capital of the Company, subject to acceptance of the Share Options by the Grantees.

Details of the Share Options are as follows:

Date of Grant	:	28 January 2026
Number of Share Options granted	:	3,350,000 Share Options (each Share Option shall entitle the holder thereof to subscribe for one Share)
Grantees	:	Employees of the Group
Exercise price of the Share Options granted	:	HK$0.28 per Share, representing the highest of: (i) the closing price of HK$0.28 per Share as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; and (ii) the average closing price of HK$0.262 per Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant.
Closing price of the Shares on the Date of Grant	:	HK$0.28 per Share

Vesting period of Share Options	:	All of the Share Options granted shall be vested to the Grantees 12 months after the Date of Grant, i.e. 28 January 2027.
Exercise period of the Share Options	:	(i) All the Share Options granted can be exercised at any time after the expiration of 12 months from the Date of Grant, i.e. 28 January 2027 and up to 27 January 2036 both days inclusive. (ii) the Share Options granted shall lapse at the expiry of 10 years from the Date of Grant.
Purpose of the Scheme	:	The purposes of the Scheme are (i) to enable the Company to grant Share Options to selected eligible participants as incentives and/or rewards for their contribution or potential contribution to the Company; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the grantees with those of the shareholders to promote the long term financial and business performance of the Company.
Performance target	:	There are no performance targets attached to the Share Options granted. Having considered that (i) the Grantees are employees of the Group who contribute directly to the operational performance and business development of the Group and the grant of Share Options will give the Grantees an opportunity to reap the results of the Group and be incentivised to work towards the sustainable growth of the Group and shareholder value creation; and (ii) the grant of Share Options could increase their loyalty to the Group, the remuneration committee of the Company ("**Remuneration Committee**") and the Board are of the view that although there are no performance targets attached to the grant of the Share Options, such grants will provide the Grantees with incentives to work towards the growth and success of the Group and reinforce their commitment to the Group, which is in line with the purpose of the Scheme.

Clawback mechanism	:	The Share Options granted are subject to the clawback mechanisms as set out in the terms of the Scheme, in particular, the Share Options will lapse upon the Grantee ceasing to be an eligible participant of the Group by reason of summary dismissal or being dismissed for misconduct or other breach of the terms of his employment contract or other contract constituting him an eligible participant, or the date on which he begins to appear to be unable to pay or has no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally or on which he has been convicted of any criminal offence involving his integrity or honesty.
Financial assistance	:	The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Scheme.
Number of Shares available for future grants	:	Subsequent to the grant of the Share Options, the number of Shares available for future grant under the Scheme is 18,378,818 Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Grantees is (i) a Director, chief executive or substantial shareholder of the Company, or their respective associates (as defined under the GEM Listing Rules); (ii) a participant with Share Options and awards granted and to be granted which would result in the Shares issued and to be issued to exceed the 1% individual limit under Rule 23.03D of the GEM Listing Rules; or (iii) a related entity participant or service provider (as defined under the GEM Listing Rules) with Share Options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares.

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

Hong Kong, 28 January 2026

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 announcement, 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 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 will 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.