

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** _____

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Company name: TIMELESS SOFTWARE LIMITED 天時軟件有限公司
(the “Company”)**Stock code (ordinary shares):** 8028

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 December 2015

A. General**Place of incorporation:** Hong Kong**Date of initial listing on GEM:** 25 November 1999**Name of Sponsor(s):** N/A**Names of directors:** Executive Directors
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
Mr. Cheng Kin Kwan
Mr. Felipe Tan
Mr. Zhang Ming
Ms. Lau Yun Fong CarmanNon-executive Director
Mr. Lam Kai Ling VincentIndependent Non-Executive Directors
Ms. Tsang Wai Chun Marianna
Mr. Chan Mei Ying Spencer
Mr. Lam Kwai Yan
Ms. Chan Choi Ling

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Name</u>	<u>Interest in ordinary Shares in the Company</u>	<u>Percentage of issued share capital</u>
	Starmax Holdings Limited (note 1)	501,831,900	25.22%
	Mr. Felipe Tan (note 2)	612,921,900	30.80%
	Mr. Cheng Kin Kwan	123,800,000	6.22%

Note:

- (1) The interest includes: (i) 404,912,000 shares held; and (ii) 96,919,900 shares underwritten under the underwriting agreement dated 20 November 2015. For details, please refer to the announcement of the Company dated 20 November 2015.
- (2) The interest includes: (i) 111,090,000 shares directly held by Mr. Tan; and (ii) 501,831,900 shares interested 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 held by Starmax Holdings Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	Nil
Financial year end date:	31 March
Registered address:	Room 2208, 118 Connaught Road West, Hong Kong
Head office and principal place of business:	As above
Web-site address (if applicable):	www.timeless.com.hk
Share registrar:	Computershare Hong Kong Investor Services Limited
Auditors:	HLB Hodgson Impey Cheng Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in two business lines, namely (i) the provision of computer consultancy and software maintenance services, software development, sales of computer hardware and software and e-Commerce services; and (ii) the exploration and exploitation of mines.

C. Ordinary shares

Number of ordinary shares in issue:	1,989,901,503
Par value of ordinary shares in issue:	N/A
Board lot size (in number of shares):	2,000
Name of other stock exchange(s) on which ordinary shares are also listed:	Nil

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D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue as of 1 December 2015 are as follows:

On 11 May 2012, the Group issued promissory note to Starmax Holdings Limited as part of the purchase consideration of a 51% equity interest of Goffers Management Limited in the principal amount of HK\$63,000,000 (the "Promissory Note") of which HK\$33,000,000 has been repaid up to now. The balance of HK\$30,000,000 is repayable in three equal instalments on each anniversary date of issue from now onward. The Promissory Note bears interest at 3% per annum payable on each anniversary date of issue and is secured by a charge over a 51% of the issued share capital of Goffers Management Limited, a non-wholly owned subsidiary of the Company.

Options granted (in number of shares): 26,500,000

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

(Sd.) Cheng Kin Kwan
 Cheng Kin Kwan

(Sd.) Felipe Tan
 Felipe Tan

(Sd.) Zhang Ming
 Zhang Ming

(Sd.) Lau Yun Fong Carman
 Lau Yun Fong Carman

(Sd.) Lam Kai Ling Vincent
 Lam Kai Ling Vincent

(Sd.) Tsang Wai Chun Marianna
 Tsang Wai Chun Marianna

(Sd.) Chan Mei Ying Spencer
 Chan Mei Ying Spencer

(Sd.) Lam Kwai Yan
 Lam Kwai Yan

(Sd.) Chan Choi Ling
 Chan Choi Ling

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*