

**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** 20151120-F08028-0002

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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 11 January 2016

**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:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

*Executive Directors:*  
Dr. Cheng Kin Kwan  
Mr. Felipe Tan  
Mr. Zhang Ming  
Ms. Lau Yun Fong Carman

*Non-executive Director:*  
Mr. Lam Kai Ling Vincent

*Independent 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	Name	Nature of interests	Number of Shares in interest	Approximate percentage of interest in Shares
	Mr. Felipe Tan ("Mr. Tan")	Interest in controlled corporation <i>(Note)</i>	485,894,400	20.35%
		Beneficial owner	133,308,000	5.58%
	Starmax Holdings Limited ("Starmax")	Beneficial owner <i>(Note)</i>	485,894,400	20.35%

*Note:*

Mr. Tan is the sole beneficial owner of Starmax. By virtue of the SFO, Mr. Tan is deemed to be interested in all the Shares held by Starmax.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Room 2208, 118 Connaught Road West, Hong Kong

Head office and principal place of business: Room 2208, 118 Connaught Road West, Hong Kong

Web-site address (if applicable): <http://www.timeless.com.hk>

Share registrar: Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre 183 Queen's Road East,  
Wan Chai  
Hong Kong

Auditors: HLB Hodgson Impey Cheng Limited  
31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

**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.

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**C. Ordinary shares**

Number of ordinary shares in issue: 2,387,881,803

Par value of ordinary shares in issue: N/A

Board lot size (in number of shares): 20,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
(Not applicable if the warrant is denominated in dollar value of conversion right)

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.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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 the date hereof. 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.

Number of share options granted and outstanding: 27,502,705 share options entitling the holders to subscribe for an aggregate of 27,502,705 shares.

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

N/A

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**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.

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
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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

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(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.*