



TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

Form of Proxy for Annual General Meeting

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of TIMELESS SOFTWARE LIMITED (the “**Company**”), hereby appoint the chairman of the meeting or ^(Note 3) _____ of _____ to act as my/our proxy at the annual general meeting (or at any adjournment thereof) (the “**Meeting**”) of the Company to be held at Best Western Plus Hotel Hong Kong, Lily Room, 3/F., 308 Des Voeux Road West, Hong Kong on Tuesday, 3 September 2019 at 4:00 p.m. to vote on my/our behalf as directed below.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast on a poll.

		For ^(Note 4)	Against ^(Note 4)
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 2019.		
2	(i) To re-elect Mr. Chan Mei Ying Spencer as an independent non-executive Director;		
	(ii) To re-elect Ms. Tsang Wai Chun Marianna as an independent non-executive Director.		
3	To authorize the board of directors (the “ Board ”) to fix the Directors’ remuneration.		
4	To re-appoint HLB Hodgson Impey Cheng 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.		
5	(i) To give a general mandate to the Directors to buy back the Company’s shares not exceeding 10% of the total number of ordinary shares of the Company in issue.		
	(ii) To give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the total number of ordinary shares of the Company in issue.		
	(iii) To extend the general mandate granted to the Directors to allot and issue additional shares of the Company by the number of shares bought back.		

Dated the _____ day of _____, 2019.

Shareholder’s Signature ^(Notes 5 & 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member of the Company may appoint a proxy of his/her choice who needs not be a member of the Company. If such an appointment is made, delete the words “the chairman of the meeting or” and insert the name and address of the person appointed proxy in the space provided.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney so authorised.
6. In the case of joint holders, this form of proxy must be signed by the member whose name stands first on the register of members.
7. In order to be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at 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 later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending, and voting at, the Meeting, or any adjournment thereof, should you so wish and in such event, this form of proxy shall be deemed to be revoked.
9. Any alteration made in this form should be initialled by the person who signs the form.
10. All resolutions set out in the notice convening the Meeting will be decided by poll at the Meeting in accordance with the requirements of the rules governing the listing of securities on GEM of The Stock Exchange of Hong Kong Limited.