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TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 SEPTEMBER 2019

The Board is pleased to announce that all the resolutions were duly passed by Shareholders by poll at the AGM held on 3 September 2019.

Reference is made to the notice of the annual general meeting (the “**AGM**”) of TIMELESS SOFTWARE LIMITED (the “**Company**”) dated 28 June 2019 (the “**Notice of AGM**”) and the circular of the Company dated 28 June 2019 (the “**Circular**”).

The board of directors of the Company (the “**Board**”) is pleased to announce that all the ordinary resolutions set out in the notice of the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by poll at the AGM held on 3 September 2019.

The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

| ORDINARY RESOLUTIONS <i>(Note)</i> | | Number of votes (Approximate percentage) | |
|---|--|---|-----------------------|
| | | For | Against |
| 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. | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| 2 | (i) To re-elect Mr. Chan Mei Ying as an independent non-executive Director; and | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| | (ii) To re-elect Ms. Tsang Wai Chun Marianna as an independent non-executive Director. | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| 3 | To authorise the Board to fix the Directors’ remuneration. | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| 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. | 872,837,873 (96.48%) | 31,857,273 (3.52%) |

| | | | |
|---|---|-------------------------|-----------------------|
| 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; | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| | (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; and | 872,837,873 (96.48%) | 31,857,273 (3.52%) |
| | (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. | 872,837,873 (96.48%) | 31,857,273 (3.52%) |

As more than 50% of the votes were cast in favour of each of the resolutions, all of the above resolutions were duly passed as ordinary resolutions of the Company.

Note: The full text of the ordinary resolutions proposed at the AGM was set out in the Notice of AGM.

As at the date of the AGM, the total number of issued shares of the Company was 2,812,881,803 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities (the "GEM Listing Rules") on GEM of The Stock Exchange of Hong Kong Limited and there were no shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No Shareholders were indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By Order of the Board
TIMELESS SOFTWARE LIMITED
Felipe Tan
Chairman

Hong Kong, 3 September 2019

Executive Directors:

Mr. Felipe Tan (Chairman)

Ms. Lau Yun Fong Carman

Independent non-executive Directors:

Ms. Chan Choi Ling

Mr. Chan Mei Ying Spencer

Mr. Lam Kwai Yan

Ms. Tsang Wai Chun Marianna

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 Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the Company’s website at www.timeless.com.hk.