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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of TIMELESS SOFTWARE LIMITED (the “**Company**”) will be held at Best Western Plus Hotel Hong Kong, Jasmine Room, 3/F., 308 Des Voeux Road West, Hong Kong on Monday, 25 September 2023 at 5:00 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at the same venue and on the same day, or any adjournment thereof) (the “**Extraordinary General Meeting**”) to consider and, if thought fit, pass the following ordinary resolution and special resolution of the Company.

Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 21 August 2023.

ORDINARY RESOLUTION

(1) “**THAT**

- (a) subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the terms of which have been produced to the Extraordinary General Meeting and marked “A” and initialed by the chairman of the Extraordinary General Meeting for identification purpose, the terms of the New Share Option Scheme be and are hereby approved and adopted and the directors of the Company (the “**Directors**”) be and are hereby authorised to grant options to allot, issue and deal in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme; and
- (b) the total number of Shares to be allotted and issued pursuant to paragraph (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share option scheme(s) or share award scheme(s) of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10% of the total issued Shares as at the Adoption Date.”

SPECIAL RESOLUTION

- (2) “**THAT**, subject to the approval of the Companies Registry in Hong Kong, the English name of the Company be changed from “Timeless Software Limited” to “Timeless Resources Holdings Limited”, and the Chinese name of the Company be changed from “天時軟件有限公司” to “天時資源控股有限公司”, and that any Director and the company secretary of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and (where required) under seal of the Company, and take all steps which, in his/her/its opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid Change of Company Name, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board of
TIMELESS SOFTWARE LIMITED
Felipe Tan
Chairman

Hong Kong, 21 August 2023

Registered Office:
Room 2208
118 Connaught Road West
Hong Kong

Notes:

1. A Shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting convened by the above notice may appoint one or more proxies to attend the Extraordinary General Meeting and vote on a poll instead of him. A proxy need not be a Shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited at the office of the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.
3. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the Extraordinary General Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto. But if more than one of such joint holders are present at the meeting, either personally or by proxy, then one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. For the purpose of determining Shareholders’ entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the Extraordinary General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 19 September 2023.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the Extraordinary General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.timeless.com.hk and on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

Executive Directors:
Mr. Felipe Tan (*Chairman*)
Mr. Ronald Tan

Independent non-executive Directors:
Ms. Chan Choi Ling
Mr. Lam Kwai Yan
Mr. Yu Leung Fai

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the 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.