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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 AND THE EXTRAORDINARY GENERAL MEETING HELD ON 25 SEPTEMBER 2023

The Board is pleased to announce that all the resolutions proposed at each of the AGM and the EGM were duly passed by Shareholders by way of poll at the AGM and the EGM held on 25 September 2023.

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**AGM Circular**”) of TIMELESS SOFTWARE LIMITED (the “**Company**”) dated 28 June 2023 and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**EGM Circular**”, and together with the AGM Circular, the “**Circulars**”) of the Company dated 21 August 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions, as set out in the AGM Notice and the EGM Notice respectively, were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM and EGM held on 25 September 2023.

As at the date of the AGM and the EGM, the total number of issued shares of the Company (the “**Shares**”) 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 and the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM and the EGM 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 and there were no Shares requiring the Shareholders to abstain from voting at the AGM and the EGM under the GEM Listing Rules. None of the Shareholders had indicated in the Circulars that they intended to vote against or to abstain from voting on any of the resolutions at the AGM and the EGM.

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

The poll results in respect of the ordinary resolutions proposed at the AGM are set out as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</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 2023.	837,153,776 (96.33%)	31,857,273 (3.67%)
2	(i) To re-elect Mr. Felipe Tan as an executive Director;	837,153,776 (96.33%)	31,857,273 (3.67%)
	(ii) To re-elect Ms. Chan Choi Ling as an independent non-executive Director; and	837,153,776 (96.33%)	31,857,273 (3.67%)
	(iii) To re-elect Mr. Yu Leung Fai as an independent non-executive Director.	837,153,776 (96.33%)	31,857,273 (3.67%)
3	To authorise the Board to fix the Directors’ remuneration.	837,153,776 (96.33%)	31,857,273 (3.67%)
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.	837,153,776 (96.33%)	31,857,273 (3.67%)
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;	837,153,776 (96.33%)	31,857,273 (3.67%)
	(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	837,153,776 (96.33%)	31,857,273 (3.67%)
	(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.	837,153,776 (96.33%)	31,857,273 (3.67%)

Note 1: The full text of the ordinary resolutions proposed at the AGM are set out in the AGM Notice.

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

The poll results in respect of the ordinary resolution and the special resolution proposed at the EGM are set out as follows:

ORDINARY RESOLUTION <i>(Note 2)</i>		Number of votes (Approximate percentage (%))	
		For	Against
1	To consider and approve the adoption of the New Share Option Scheme.	837,153,776 (96.33%)	31,857,273 (3.67%)
SPECIAL RESOLUTION <i>(Note 2)</i>		Number of votes (Approximate percentage (%))	
		For	Against
2	To consider and approve the Change of Company Name.	837,153,776 (96.33%)	31,857,273 (3.67%)

Note 2: The full text of the ordinary resolution and the special resolution proposed at the EGM are set out in the EGM Notice.

As more than 50% of the votes were cast in favour of the above ordinary resolution at the EGM, such resolution was duly passed as an ordinary resolution of the Company at the EGM.

As more than 75% of the votes were cast in favour of the above special resolution at the EGM, such resolution was duly passed as a special resolution of the Company at the EGM.

All Directors of the Company, except Ms. Chan Choi Ling, attended the AGM and the EGM in person.

By Order of the Board
TIMELESS SOFTWARE LIMITED
Felipe Tan
Chairman

Hong Kong, 25 September 2023

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 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 Listed Company Information" page of the Stock 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.