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TIMELESS SOFTWARE LIMITED

(incorporated in Hong Kong with limited liability)

Stock Code: 8028

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Timeless Software Limited (the “Company”) will be held at 3:00 p.m. on Tuesday, 26 January 2010 at Convention Hall 1B, G/F., Core Building 1, No.1 Science Park East Avenue, Phase 1, Hong Kong Science Park, Tai Po, New Territories, Hong Kong for the purpose of transacting the following business:

ORDINARY RESOLUTION

“**THAT:-**

- (a) the sale and purchase agreement dated 4 December 2009 (a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) entered into between the Company and Mr. Ho Kin Lun Albert and Mr. Ko Chiu Wah in relation to the acquisition of the entire equity interest in Encore Trading Limited by the Company (the “Agreement”), details of which are set out in the circular of the Company dated 30 December 2009 (the “Circular”) to its shareholders, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the directors of the Company be and is/are hereby authorized to sign, seal, execute, perfect and deliver supplemental agreements, deeds or such other documents and do all such acts, matters and things on behalf of the Company as he or they may in his or their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing the Agreement and completing the transactions contemplated by the Agreement with such changes including but not limited to change of the date for completion of the transactions as any such director(s) may consider necessary, desirable or expedient.”

By order of the Board
Timeless Software Limited
Cheng Kin Kwan
Chairman & Chief Executive Officer

Hong Kong, 30 December 2009

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the EGM instead of him. A proxy need not be a member of the Company.
2. In order 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 authority, must be lodged with the Company at Units 111-113, 1st Floor, Building 9, Phase One, Hong Kong Science Park, Tai Po, New Territories, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholdings.
4. As at the date hereof, the board of directors of the Company comprises six executive directors, namely Mr. Cheng Kin Kwan, Mr. Law Kwai Lam, Ms. Leung Mei Sheung Eliza, Mr. Zheng Ying Yu, Mr. Fung Chun Pong Louis and Mr. Liao Yun; and three independent non-executive directors, namely Ms. Tsang Wai Chun Marianna, Mr. Chan Mei Ying Spencer and Mr. Lam Kwai Yan.

This announcement, for which the Directors 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 enquires, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its publication and on the Company's website at <http://www.timeless.com.hk>.