

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20110101-F08028-004

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Timeless Software Limited

Stock code (ordinary shares): 8028

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 3 November 2011.....

A. General

Place of incorporation: Hong Kong

Date of initial listing on GEM: 25 November 1999

Name of Sponsor(s): N/A

Names of directors: **Executive directors**
(please distinguish the status of the directors **CHENG Kin Kwan**
- Executive, Non-Executive or Independent **LAW Kwai Lam**
LEUNG Mei Sheung Eliza
ZHENG Ying Yu
FUNG Chun Pong Louis
LIAO Yun
Independent non-executive directors
TSANG Wai Chun Marianna
CHAN Mei Ying Spencer
LAM Kwai Yan

Name(s) of substantial shareholder(s):
 (as such term is defined in rule 1.01 of the
 GEM Listing Rules) and their respective
 interests in the ordinary shares and other
 securities of the Company

<u>Name</u>	<u>Interest in ordinary Shares in the Company</u>	<u>Percentage of issued share capital</u>
CHENG Kin Kwan	221,440,000	16.96%

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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: Nil

Financial year end date: 31 March

Registered address: Units 111-113 1st Floor, Building 9 Phase One, Hong Kong Science Park, Tai Po New Territories, Hong Kong

Head office and principal place of business: As above

Web-site address (if applicable): www.timeless.com.hk

Share registrar: Computershare Hong Kong Investor Services Limited

Auditors: HLB Hodgson Impey Cheng

B. Business activities

The Company and its subsidiaries (“Group”) is a leading computer software services group based in Hong Kong, with an established and growing presence in market for Web technology development and services in Hong Kong and the PRC. Upon the Timeless Consolidated Platform (TCP), the technology foundation established and enhanced since 1996, the Group provides total solution and software development in the following areas:

- Web technologies and related services, such as Internet/intranet application and systems development;
- Back-end and supporting technologies;
- China informatization projects and digitization of society that include e-government, e-commerce, e-logistics, e-education, office automation, e-enterprise solutions, networking;
- Software localization; and
- Business applications and system software development, implementation and maintenance.

C. Ordinary shares

Number of ordinary shares in issue: 1,305,361,503

Par value of ordinary shares in issue: HK\$0.05

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: Nil

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

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No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Details of any other securities in issue as of 3 November 2011 are as follows:

Options granted (in number of shares): 147,596,000

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed by Law Kwai Lam
For himself and as the lawful attorney of
CHENG Kin Kwan
LEUNG Mei Sheung Eliza
ZHENG Ying Yu
FUNG Chun Pong Louis
LIAO Yun

Signed:

(Sd.) LAW Kwai Lam

(Sd.) TSANG Wai Chun Marianna

LAW Kwai Lam

TSANG Wai Chun Marianna

Signed:

Signed:

(Sd.) CHAN Mei Ying Spencer

(Sd.) LAM Kwai Yan

CHAN Mei Ying Spencer

LAM Kwai Yan

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*