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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 Conference Hall 06, 2/F, Lakeside 2, No.10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Monday, 30 April 2012 at 3:00 p.m. to consider and, if thought fit, pass, with or without amendments, the following ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the agreement (the “**Agreement**”) dated 7 September 2011 and entered into amongst Time Kingdom Limited, a wholly-owned subsidiary of the Company, as purchaser, Starmax Holdings Limited as vendor (the “**Vendor**”), and Mr. Felipe Tan as guarantor, as supplemented and amended by a supplemental agreement (the “**Supplemental Agreement**”) dated 10 April 2012 and entered into amongst the same parties, in relation to the sale and purchase of 102 shares of US\$1.00 each (the “**Sale Shares**”) in the share capital of Goffers Management Limited (the “**Target Company**”), representing 51% of the issued share capital of the Target Company, for a total consideration of HK\$103,500,000 (copies of the Agreement and the Supplemental Agreement are marked “A” and “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the allotment and issue by the Company of 270,000,000 new ordinary shares (the “**Consideration Shares**”) of HK\$0.05 each in the share capital of the Company to the Vendor at the issue price of HK\$0.15 each as part of the consideration for the Sale Shares pursuant to the terms and conditions of the Agreement (as supplemented and amended by the Supplemental Agreement) be and is hereby approved;
- (c) the issue of the promissory note (the “**Promissory Note**”) in the principal amount of HK\$63,000,000 by the Company to the Vendor as part of the consideration for the Sale Shares pursuant to the terms and conditions of the Agreement be and is hereby approved;

- (d) any one or more director(s) of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares and the issue of the Promissory Note.”

By Order of the Board  
**CHENG Kin Kwan**  
*Chairman & Chief Executive Officer*

Hong Kong, 12 April 2012

*Registered Office:*

Units 111-113, 1st Floor  
Building 9, Phase One  
Hong Kong Science Park  
Tai Po, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at 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 meeting or the adjourned meeting.
3. The voting on the resolution at the EGM shall be conducted by way of poll.

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Cheng Kin Kwan (Chairman), Mr. Law Kwai Lam, Ms. Leung Mei Sheung Eliza, Ms. 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 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 in this announcement misleading.*

*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>.*