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## **Timeless Software Limited**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 8028)**

**VERY SUBSTANTIAL ACQUISITION  
IN RELATION TO  
A 51% EQUITY INTEREST IN GOFFERS MANAGEMENT LIMITED  
POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 30 APRIL 2012**

**Financial adviser to Timeless Software Limited**



**Shenyin Wanguo Capital (H.K.) Limited**

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 30 April 2012.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Timeless Software Limited (the “**Company**”) dated 12 April 2012 in relation to, among others, the very substantial acquisition in relation to a 51% equity interest in Goffers Management Limited (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULTS OF THE EGM**

At the EGM held on 30 April 2012, the proposed ordinary resolution as set out in the Notice was taken by poll. The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. As at the date of EGM, the total number of issued shares in the Company was 1,307,461,503 Shares.

For the EGM, Mr. Felipe Tan and his associates were required to abstain from voting on the proposed ordinary resolution. As at the date of the EGM, Mr. Tan and his associates beneficially held, in aggregate, 21,324,000 Shares, representing approximately 1.63% of the total issued share capital of the Company. Accordingly, a total of 1,286,137,503 Shares held by other Shareholders were entitled to attend and vote for or against the ordinary resolution at the EGM. There was no Share entitling the holder to attend and vote only against the resolution at the EGM.

The Board is pleased to announce that the proposed ordinary resolution was duly passed by the Shareholders by way of poll at the EGM. The poll result of the resolution was as follows:

<b>Ordinary Resolution</b>	<b>Number of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
To ratify, confirm and approve the Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder and to approve the allotment and issue of the Consideration Shares, the issue of the Promissory Note and the grant of authorisation to the Directors in connection with Agreement (as supplemented and amended by the Supplemental Agreement) and transactions contemplated thereunder, details of which are set out in the Circular and the Notice.	540,196,000 (100%)	0 (0%)

By order of the Board  
**Timeless Software Limited**  
**Cheng Kin Kwan**  
*Chairman*

Hong Kong, 30 April 2012

*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>.*