

**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:** \_\_\_\_\_

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**Company name:** Timeless Software Limited (the “Company”)**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 28 August 2012.....

**A. General**Place of incorporation: Hong KongDate of initial listing on GEM: 25 November 1999Name of Sponsor(s): N/ANames of directors: **Executive Directors***(please distinguish the status of the directors**- Executive, Non-Executive or Independent**Non-Executive)*Mr. Cheng Kin KwanMr. Law Kwai LamMs. Leung Mei Sheung ElizaMs. Zheng Ying YuMr. Fung Chun Pong LouisMr. Liao Yun**Independent Non-Executive Directors**Ms. Tsang Wai Chun MariannaMr. Chan Mei Ying SpencerMr. Lam Kwai Yan

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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>
Mr. Felipe Tan <i>(note)</i>	299,732,000	19.00%
Starmax Holdings Limited <i>(note)</i>	270,000,000	17.12%
Mr. Cheng Kin Kwan	221,440,000	14.04%

*Note: Mr. Felipe Tan is deemed to have an interest in 299,732,000 shares. The interest includes: (i) 29,732,000 shares directly held by Mr. Tan; and (ii) 270,000,000 shares held by Starmax Holdings Limited, a company which is beneficially owned as to 90.01% by Mr. Tan. By virtue of the Securities Futures Ordinance, Mr. Tan is therefore deemed to have an interest in the shares in which Starmax Holdings Limited is interested.*

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, Enterprise Place, Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong

Head office and principal place of business:

As above

Web-site address (if applicable):

[www.timeless.com.hk](http://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 are principally engaged in two business lines, namely (i) the provision of computer consultancy and software maintenance services, software development and sales of computer hardware and software; and (ii) the exploration and exploitation of various mines in Xinjiang, PRC.

**C. Ordinary shares**

Number of ordinary shares in issue: 1,577,461,503

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

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**D. Warrants**

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

**E. Other securities**

Details of any other securities in issue as of 28 August 2012 are as follows:

A promissory note in the principal amount of HK\$63,000,000 (the "Promissory Note") issued by Time Kingdom Limited, a wholly-owned subsidiary of the Company, on 11 May 2012 to Starmax Holdings Limited, a substantial shareholder of the Company, in satisfaction of part of the consideration for the acquisition of Goffers Management Limited.

The Promissory Note is repayable with the first instalment of HK\$3,000,000 on the date three months after the date of the Promissory Note and the remaining HK\$60,000,000 repayable in six equal instalments of HK\$10,000,000 each on each anniversary of the date of the Promissory Note. The Promissory Note bears interest at 3% per annum payable on each anniversary of the date of issue.

Options granted (in number of shares): 140,148,000

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

N/A

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**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:

(Sd.) Cheng Kin Kwan

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Cheng Kin Kwan

Signed:

(Sd.) Law Kwai Lam

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Law Kwai Lam

Signed:

(Sd.) Leung Mei Sheung Eliza

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Leung Mei Sheung Eliza

Signed:

(Sd.) Zheng Ying Yu

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Zheng Ying Yu

Signed:

(Sd.) Fung Chun Pong Louis

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Fung Chun Pong Louis

Signed:

(Sd.) Liao Yun

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Liao Yun

Signed:

(Sd.) Tsang Wai Chun Marianna

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Tsang Wai Chun Marianna

Signed:

(Sd.) Chan Mei Ying Spencer

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Chan Mei Ying Spencer

Signed:

(Sd.) Lam Kwai Yan

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Lam Kwai Yan