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Timeless Software Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2012 AND APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that all the resolutions proposed at the AGM of the Company were duly passed by Shareholders by way of poll at the AGM held on 30 September 2012.

The Board is also pleased to announce that Mr. Felipe TAN and Mr. ZHANG Ming have been appointed as executive Directors and Ms. CHAN Choi Ling as independent non-executive Director with effect from 30 September 2012.

Reference is made to the notice of the annual general meeting (the “**AGM**”) of Timeless Software Limited (the “**Company**”) dated 7 September 2012 (the “**Notice of AGM**”) and the circular of the Company dated 7 September 2012 (the “**Circular**”).

The board of directors of the Company (the “**Board**”) is pleased to announce that all the ordinary resolutions set out in the notice of the AGM were duly passed by the Shareholders of the Company (the “**Shareholders**”) by poll at the AGM held on 30 September 2012.

The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of votes (Approximate percentage)	
		For	Against
1.	To receive and consider the audited financial statements together with the reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 March 2012	246,892,000 (100%)	0 (0%)

Ordinary Resolutions		Number of votes (Approximate percentage)	
		For	Against
2.	(i) To re-elect Mr. Law Kwai Lam as executive Director	287,898,000 (100%)	0 (0%)
	(ii) To re-elect Ms. Zheng Ying Yu as executive Director	287,898,000 (100%)	0 (0%)
	(iii) To re-elect Mr. Lam Kwai Yan as independent non-executive Director	287,898,000 (100%)	0 (0%)
3.	(i) To appoint Mr. Felipe Tan as executive Director	782,728,000 (100%)	0 (0%)
	(ii) To appoint Mr. Zhang Ming as executive Director	782,728,000 (100%)	0 (0%)
	(iii) To appoint Ms. Chan Choi Ling as independent non-executive Director	782,728,000 (100%)	0 (0%)
4.	To authorise the Board to fix the Directors' remuneration	593,208,000 (100%)	0 (0%)
5.	To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration	593,208,000 (100%)	0 (0%)
6.	(i) To grant a general mandate to the Directors to repurchase shares of the Company (the "Shares")	287,898,000 (100%)	0 (0%)
	(ii) To grant a general mandate to the Directors to allot, issue and deal with additional Shares	287,898,000 (100%)	0 (0%)
	(iii) To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the nominal amount of Shares repurchased	287,898,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.			

Note: The full text of the ordinary resolutions proposed at the AGM was set out in the Notice of AGM.

As at the date of the AGM, the total number of issued Shares was 1,577,961,503 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited acted as the scrutineer for the vote-taking at the AGM.

APPOINTMENT OF EXECUTIVE DIRECTORS

At the AGM, the appointment of Mr. Felipe Tan and Mr. Zhang Ming as executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Felipe Tan, aged 57, is currently a director of Xinjiang Tianmu Mineral Resources Development Co. Ltd. (“**Xinjiang Tianmu**”), Goffers Resources Limited, Kangshun HK Limited, Kangshun Investments Limited and Goffers Management Limited, all of which are non-wholly owned subsidiaries of the Company. Xinjiang Tianmu is principally engaged in the exploration and exploitation of gold, iron and nickel-copper mines in Xinjiang, PRC. Mr. Tan has over 30 years of experience in metal trading including over 13 years of management experience in mining industry in the PRC. Currently, he is the chairman of the board, president and chief executive officer of GobiMin Inc., the shares of which are listed on the TSX Venture Exchange in Canada (stock code: GMN.V). Its subsidiaries and associate companies are principally engaged in exploration of a gold mine and prospecting exploration projects of gold, copper and nickel in Xinjiang, PRC. During the period from 1994 to 2006, Mr. Tan had been an executive director of Simsen International Corporation Limited (stock code: 993), a company listed on the Stock Exchange, and a director of its subsidiaries, responsible for its metal trading and mining operations. Save as disclosed above, Mr. Tan does not hold (i) any other position in the Group; (ii) any other directorship in listed public companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

As at the date of this announcement, Mr. Tan is deemed to have an interest in 304,468,000 Shares, representing approximately 19.30% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance. His interest includes: (i) 34,468,000 Shares directly held by Mr. Tan; and (ii) 270,000,000 Shares held by Starmax Holdings Limited (“**Starmax**”), a company which is beneficially owned as to 90.01% by

Mr. Tan. As at the date of this announcement, Starmax holds 49% of the issued share capital in Goffers Management Limited which in turn directly or indirectly holds 100% issued share capital in Goffers Resources Limited, Kangshun HK Limited and Kangshun Investments Limited and 51% of the registered capital in Xinjiang Tianmu. Mr. Tan is deemed to be interested in Starmax's interests in such associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Tan does not have, and are not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). Save as disclosed above, Mr. Tan is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

The Company will enter into a service agreement with Mr. Tan in respect of his appointment which will continue until terminated by either party giving to the other party not less than three months' notice in writing subject to the retirement and re-election requirements in accordance with the articles of association of the Company (the "Articles"). Pursuant to the terms of the proposed service agreement, Mr. Tan will receive an emolument of HK\$120,000 per annum with reference to his duties and responsibilities in the Company and comparable market statistics.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Zhang Ming, aged 47, has been a director of Xinjiang Tianmu since 2002. Mr. Zhang has over 10 years' experience in the mining industry. From 1998 to 2000, he had been a director of Hami Economy and Trade Committee (哈密市經濟貿易委員會) and Hami Gold Bureau (哈密黃金局). Thereafter, Mr. Zhang has been a director of various companies engaged in exploration and development of gold mines and nickel-copper mines in Xinjiang and exploration projects of gold, copper, nickel, lead and zinc in Xinjiang. Since 2005, Mr. Zhang has been a director of GobiMin Inc. Its subsidiaries and associate companies are principally engaged in exploration of a gold mine and prospecting exploration projects of gold, copper and nickel in Xinjiang, PRC. Mr. Zhang is responsible for the development its mining business in Xinjiang, PRC. Save as disclosed above, Mr. Zhang does not hold (i) any other position in the Group; (ii) any other directorship in listed public companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

As at the date of this announcement, Mr. Zhang does not have, and are not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). Save as disclosed above, Mr. Zhang is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

The Company will enter into a service agreement with Mr. Zhang in respect of his appointment which will continue until terminated by either party giving to the other party not less than three months' notice in writing subject to the retirement and re-election requirements in accordance with the Articles. Pursuant to the terms of the proposed service agreement, Mr. Zhang will receive an emolument of HK\$120,000 per annum with reference to his duties and responsibilities in the Company and comparable market statistics.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the appointment of Ms. Chan Choi Ling as independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Chan Choi Ling, aged 37, is a qualified solicitor in Hong Kong. She obtained her Bachelor of Laws degree in 1998 from the City University of Hong Kong. Ms. Chan has over 10 years' experience in civil litigation. Ms. Chan currently practices as a solicitor in a law firm in Hong Kong. Ms. Chan does not hold any position in the Group or any directorship in listed public companies in Hong Kong or overseas in the last three years. Save as disclosed above, Ms. Chan does not hold other major appointments and professional qualifications.

As at the date of this announcement, Ms. Chan does not have, and are not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). Ms. Chan is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

The Company will enter into a letter of appointment in respect of her appointment for a term of one year subject to the retirement and re-election requirements in accordance with the Articles. Pursuant to the terms of the proposed letter of appointment, Ms. Chan will receive an emolument of HK\$100,000 per annum which is determined with reference to her duties and responsibilities in the Company and comparable market statistics.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

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

Hong Kong, 30 September 2012

As at the date hereof, Mr. Cheng Kin Kwan (Chairman), Mr. Law Kwai Lam, Ms. Leung Mei Sheung Eliza, Ms. Zheng Ying Yu, Mr. Fung Chun Pong Louis, Mr. Liao Yun, Mr. Tan Felipe and Mr. Zhang Ming are executive directors of the Company; and Ms. Tsang Wai Chun Marianna, Mr. Chan Mei Ying Spencer, Mr. Lam Kwai Yan and Ms. Chan Choi Ling are independent non-executive directors of the Company.

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 enquiries, 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 herein or 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>.