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## **Timeless Software Limited**

*(incorporated in Hong Kong with limited liability)*

**(Stock code: 8028)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF PROPERTY**

The Board announces that on 6 February 2013 (after trading hours), the Company entered into the Provisional Agreement for Sale and Purchase with the Vendor, an Independent Third Party, in relation to the Acquisition, pursuant to which the Company has agreed to purchase, and the Vendor has agreed to sell the Property for a cash consideration of HK\$20,553,470.00.

As an applicable percentage ratio exceeds 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements of Chapter 19 of the GEM Listing Rules.

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#### **THE PROVISIONAL AGREEMENT FOR SALE AND PURCHASE**

**Date:**

6 February 2013 (after trading hours)

**Parties**

Purchaser:                   the Company

Vendor:                       the Vendor

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is principally engaged in investment holdings and is an Independent Third Party.

### **Information of the Property**

The Property is located at Units 6-7, 11/F, Tower II, Ever Gain Plaza, No.88 Container Port Road, Kwai Chung, New Territories, Hong Kong. The Property shall be sold on an "as is" basis to the Company free from encumbrances.

### **Consideration**

The consideration of HK\$20,553,470.00 for the Property is payable in the following manner:

- (i) an initial deposit of HK\$1,027,673.50 has been paid in cash upon signing of the Provisional Agreement for Sale and Purchase;
- (ii) a further deposit of HK\$1,027,673.50 shall be paid in cash on or before 20 February 2013; and
- (iii) the balance of HK\$18,498,123.00 shall be paid in cash upon completion of the Acquisition on or before 20 May 2013.

The consideration for the Property was arrived at after arm's length negotiations between the parties to the Provisional Sale and Purchase Agreement after having taken into account the market prices of comparable properties of similar size, character and location. The consideration will be financed by internal resources of the Group and mortgage.

The Directors consider that the consideration for the Acquisition arrived at after arm's length negotiations is fair and reasonable.

### **Unconditional Agreement**

The Provisional Sale and Purchase Agreement is unconditional and the Vendor and the Company are obliged to proceed with completion of the Acquisition in accordance with the terms thereof.

### **Completion**

Pursuant to the Provisional Agreement for Sale and Purchase, a formal agreement for sale and purchase shall be entered into between the parties on or before 20 February 2013. Completion of the Acquisition shall take place on or before 20 May 2013. Vacant possession of the Property shall be delivered to the Company upon completion.

### **REASONS FOR THE ACQUISITION**

The Group is principally engaged in the provision of computer consultancy and software maintenance services, software development and sales of computer hardware and software.

The Property is intended to be used by the Group for the purpose of office premises. The Acquisition will allow the Group an opportunity to cope with its future expansion of the business. In this relation, the Directors consider that it is in the interest of the Group to acquire the Property as office premises in order to achieve considerable rental saving. Further, to the extent that the Property is not to be fully utilised by the Group, they may be leased out on a short-term basis so as to provide the Group with rental income.

Accordingly, the Directors are of the view that the terms of the Provisional Agreement for Sale and Purchase are normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As an applicable percentage ratio exceeds 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements of Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Acquisition”	the acquisition of the Property by the Company pursuant to the terms of the Provisional Agreement for Sale and Purchase
“Board”	the board of Directors
“Company”	Timeless Software Limited, a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to that term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party”	a third party independent of the Company and its connected persons
“Property”	Units 6-7, 11/F, Tower II, Ever Gain Plaza, No.88 Container Port Road, Kwai Chung, New Territories, Hong Kong
“Provisional Agreement for Sale and Purchase”	the provisional agreement for sale and purchase dated 6 February 2013 entered into between the Vendor and the Company for the Acquisition
“Vendor”	the vendor of the Property under the Provisional Agreement for Sale and Purchase, an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

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

Hong Kong, 6 February 2013

*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. Felipe Tan 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 of the Company 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 of the Company, 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>.*