

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Timeless Software Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

CHANGE OF EXECUTIVE DIRECTOR, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board of the Company hereby announces that with effect from 17 November 2014:

1. Ms. Lau Yun Fong Carman has been appointed as an Executive Director of the Company;
2. Ms. Leung Wai Sze resigned as the Company Secretary and Ms. Leung Mei Sheung Eliza ceased to be an authorised representative of the Company under the GEM Listing Rules; and
3. Ms. Ko Yuen Kwan has been appointed as the Company Secretary and an authorised representative of the Company under the GEM Listing Rules.

The board of directors (the “Board”) of Timeless Software Limited (the “Company”) announces that with effect from 17 November 2014:

1. Appointment of an Executive Director

Ms. Lau Yun Fong Carman (“Ms. Lau”) has been appointed as an Executive Director of the Company.

Ms. Lau, aged 48, is the financial controller of Time Rich HK Limited, a wholly-owned subsidiary of the Company. Ms. Lau is an associate member of the Hong Kong Institute of Certified Public Accountants and has over 15 years of extensive experience in auditing and corporate finance management. Ms. Lau had worked in an international accounting firm and then served for about 10 years in Simsen International Corporation Limited (stock code: 993) from 2003 to 2012, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. Ms. Lau graduated from the University of

Hong Kong with a Bachelor's degree of Social Sciences in December 1989. Ms. Lau has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this appointment.

As at the date of this announcement, Ms. Lau is interested in 2,400,000 underlying shares of the Company attached to the share options granted by the Company. Save as aforesaid, Ms. Lau does not have, and is 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 (Chapter 571 of the Laws of Hong Kong). Ms. Lau is not connected with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the rules governing the listing of securities (the "GEM Listing Rules") on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited) of the Company.

Ms. Lau has entered into an employment contract with Time Rich HK Limited as the financial controller. The Company has also entered into a service agreement with Ms. Lau in respect of her appointment as an executive Director of the Company 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 Company's Articles of Association. Pursuant to the terms of the service agreement, Ms. Lau will receive an emolument of HK\$120,000 per annum, as determined by the Board with reference to her duties and responsibilities in the Company, comparable market statistics and the recommendation from the nomination and remuneration committees of the Company. After this appointment, she will receive total emoluments from the Group which comprise an annual salary package of HK\$723,600 and entitle to a discretionary bonus.

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 relating to the appointment of Ms. Lau.

2. Resignation of the Company Secretary and cessation to be an authorised representative

Ms. Leung Wai Sze resigned as the Company Secretary and Ms. Leung Mei Sheung Eliza ceased to be an authorised representative of the Company under the GEM Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Leung Wai Sze and Ms. Leung Mei Sheung Eliza for their valuable contribution to the Company.

3. Appointment of the Company Secretary and an authorised representative

Ms. Ko Yuen Kwan (“Ms. Ko”) has been appointed as the Company Secretary and an authorised representative of the Company under the GEM Listing Rules.

Ms. Ko has over 20 years of comprehensive experience in finance, accounting and compliance matters of listed companies in Hong Kong and Canada. Ms. Ko holds a Master’s degree in Professional Accounting from the Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants, the CPA Australia and the Hong Kong Institute of Chartered Secretaries. Ms. Ko is also a director of a subsidiary of the Company.

The Board would like to take this opportunity to extend its welcome to Ms. Lau and Ms. Ko for their new appointments.

By Order of the Board
Timeless Software Limited
Cheng Kin Kwan
Executive Director

Hong Kong, 17 November 2014

As at the date hereof, Mr. Cheng Kin Kwan (Chairman), Mr. Law Kwai Lam, Ms. Leung Mei Sheung Eliza, Mr. Fung Chun Pong Louis, Mr. Liao Yun, Mr. Felipe Tan, Mr. Zhang Ming and Ms. Lau Yun Fong Carman 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 www.hkgem.com for at least seven days from the date of its publication and on the Company’s website at www.timeless.com.hk.