

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: 20141205-F08028-003

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

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 15 December 2014

A. General

Place of incorporation: Hong Kong

Date of initial listing on GEM: 25 November 1999

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors
Mr. Cheng Kin Kwan
Mr. Law Kwai Lam
Ms. Leung Mei Sheung Eliza
Mr. Fung Chun Pong Louis
Mr. Liao Yun
Mr. Felipe Tan
Mr. Zhang Ming
Ms. Lau Yun Fong Carman

Independent Non-Executive Directors
Ms. Tsang Wai Chun Marianna
Mr. Chan Mei Ying Spencer
Mr. Lam Kwai Yan
Ms. Chan Choi Ling

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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>	316,292,000	17.14%
Starmax Holdings Limited	304,912,000	16.53%
Mr. Cheng Kin Kwan	223,800,000	12.13%

Note: The interest includes: (i) 11,380,000 shares directly held by Mr. Tan; and (ii) 304,912,000 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

Share registrar:

Computershare Hong Kong Investor Services Limited

Auditors:

HLB Hodgson Impey Cheng Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

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, sales of computer hardware and software and e-Commerce services; and (ii) the exploration and exploitation of mines.

C. Ordinary shares

Number of ordinary shares in issue: 1,844,891,503

Par value of ordinary shares in issue: N/A

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed:

Nil

D. Warrants

Stock code:

N/A

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

E. Other securities

Details of any other securities in issue as of 15 December 2014 are as follows:

On 11 May 2012, the Group issued promissory note to Starmax Holdings Limited as part of the purchase consideration of a 51% equity interest of Goffers Management Limited in the principal amount of HK\$63,000,000 (the "Promissory Note") of which HK\$3,000,000 was repaid on 8 August 2012. The balance of HK\$60,000,000 is repayable in six equal instalments on each anniversary date of issue. The Promissory Note bears interest at 3% per annum payable on each anniversary date of issue and is secured by a charge over a 51% of the issued share capital of Goffers Management Limited, a non-wholly owned subsidiary of the Company.

Pursuant to the terms of the Promissory Note and the supplemental agreement entered between Starmax Holdings Limited and the Group dated 10 May 2013, the repayment of the first and second instalments in the principal sum of HK\$20,000,000 (the "First and Second Instalment") falls due on 11 May 2014. On 9 May 2014, Starmax Holdings Limited and the Group mutually agreed to extend the repayment date of the First and Second Instalment to 11 May 2015. The interest shall continue to accrue on the overdue instalments at 7% per annum according to the terms of the Promissory Note until the abovementioned instalments are fully paid by the Group.

Options granted (in number of shares): 52,210,000

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

N/A

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.

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Signed:

(Sd.) Cheng Kin Kwan

 Cheng Kin Kwan

(Sd.) Law Kwai Lam

 Law Kwai Lam

(Sd.) Leung Mei Sheung Eliza

 Leung Mei Sheung Eliza

(Sd.) Fung Chun Pong Louis

 Fung Chun Pong Louis

(Sd.) Liao Yun

 Liao Yun

(Sd.) Felipe Tan

 Felipe Tan

(Sd.) Zhang Ming

 Zhang Ming

(Sd.) Lau Yun Fong Carman

 Lau Yun Fong Carman

(Sd.) Tsang Wai Chun Marianna

 Tsang Wai Chun Marianna

(Sd.) Chan Mei Ying Spencer

 Chan Mei Ying Spencer

(Sd.) Lam Kwai Yan

 Lam Kwai Yan

(Sd.) Chan Choi Ling

 Chan Choi Ling

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*