

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm	/yyyy) :	30/06/2019		
To: Hong Kong Exchanges and	d Clearing	Limited		
Name of Issuer	Timeless	Software Limited		
Date Submitted	04/07/20	19		
I. Movements in Authorised Sh	are Capita	ıl		
1. Ordinary Shares				
(1) Stock code : <u>8028</u>	_Descript	tion: N/A		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding m	nonth			
Increase/(decrease)	-		-	
Balance at close of the month	-			
(2) Stock code: <u>N/A</u>	_Descript	tion:		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding m	nonth			
Increase/(decrease)	-		-	
Balance at close of the month	-		· <u> </u>	

Stock code:	N/A Descri	ription :		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding month			
Increase/(decreas	se)			
Balance at close	of the month			
	0.01			
3. Other Classes	of Shares			
3. Other Classes Stock code:		ription :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Stock code:		No. of other	(State	capital
Stock code:	N/A Descrion	No. of other	(State	capital

currency):

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	2,812,881,803	N/A	N/A	N/A
Increase/ (decrease) during the month	0	N/A	N/A	N/A
Balance at close of the month	2,812,881,803	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date as at close of the month thereto Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. 2003 Share option scheme (28/04/2003) 0 _____ 0 Ordinary shares 3,113,514 (*Note 1*) 2. 2013 Share option scheme (25/09/2013) 0 ____0 Ordinary shares 0 37,745,947 (*Note 1*) 3.N/Ashares (Note 1) Total A. (Ordinary shares) 0 (Preference shares) (Other class) Total funds raised during the month from exercise of options (State currency) 0

Warrants to Issue Shares of the I Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	_				
	_				
Class of shares issuable (Note 1) Subscription price					. ,
EGM approval date (if applicable) (dd/mm/yyyy) 2.	(/ /)				
	- -				
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
EGM approval date (if applicable)	(/ /)				
	-				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable)	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Tota	B. (Ordir	nary shares)ence shares)		-
		(101010)	Other class)		· -

Class and description		Amount at close of preceding	Converted during the	Amount at close of the	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description 1.	outstanding	month	month	month		
Stock code (if listed)						
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)					
2.						
Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4.	(/ /)					
	- 					
Stock code (if listed) Class of shares						-
issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
	(, ,)		(Prefere	nary shares) ence shares) Other class)		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.		
shares (Note 1)		
		_
2.		
shares (Note 1)		
3		
	_	
	_	
shares (Note 1)		
	_	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Otl	ner Movements in Iss	ued Share C	Capital					
	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable				
				(Note 1)		_		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable				
				(Note 1)	(/ /	`		
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)		_		
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)		_		
4.	Bonus issue			Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable	_					
5.	Scrip dividend At price : State currency ———	(Note 1) Issue and allotment date: (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares repurchased (Note 1)	-					
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares redeemed (Note 1)	_					
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares issuable (Note 1)	-					
8.	Consideration issue At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		

Class of shares issuable(Note 1)		
9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy)		
EGM approval date: (/ /) (dd/mm/yyyy)		
Class of shares issuable(Note 1)		
10. Other (Please specify) At price: State currency — Issue and allotment date: (dd/mm/yyyy)		
EGM approval date: (/ /) (dd/mm/yyyy)		
Total E. (Ordinary shares) (Preference shares) (Other class)		
		0
Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	-	0
(2)		0
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		0
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): (These figures should be the same as the relevant figures under II above ("Movements in Issued S")	hare Canital	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(*Note 2*)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);

(b)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue:
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remark	es (if any):
Submitt	ed by: Ko Yuen Kwan
Title:	Company Secretary (Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. *If there is insufficient space, please append the prescribed continuation sheet.*