



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 30/4/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Timeless Software Limited

Date Submitted 4/5/2017

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

|   |                        |  |   |
|---|------------------------|--|---|
| (1) Stock code : <u>8028</u> Description : <u>N/A</u> |                        |  |   |
|   | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                   | _____                  | _____                                  | _____   |
| Increase/(decrease)                                   | _____                  | _____                                  | _____   |
| Balance at close of the month                         | _____                  | _____                                  | _____   |
| (2) Stock code : <u>N/A</u> Description : _____       |                        |  |   |
|   | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                   | _____                  | _____                                  | _____   |
| Increase/(decrease)                                   | _____                  | _____                                  | _____   |
| Balance at close of the month                         | _____                  | _____                                  | _____   |

2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code :                        | <u>    N/A    </u>          | Description :                              | _____  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       |  | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code :                        | <u>    N/A    </u>                | Description :                              | _____  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             |  | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
Currency*) :

N/A

\_\_\_\_\_

## II. Movements in Issued Share Capital

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

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|----------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed   |  |   |
| <u>1. 2003 Share option scheme</u>   |                           |           |                            |          |  |   |
| <u>(28/04/2003)</u>  |                           |           |                            |          |  |   |
| <u>Ordinary shares</u>   | <u>0</u>                  | <u>0</u>  | <u>0</u>                   | <u>0</u> | <u>0</u>   | <u>3,113,514</u>  |
| <i>(Note 1)</i>  |                           |           |                            |          |  |   |
| <u>2. 2013 Share option scheme</u>   |                           |           |                            |          |  |   |
| <u>(25/09/2013)</u>  |                           |           |                            |          |  |   |
| <u>Ordinary shares</u>   | <u>0</u>                  | <u>0</u>  | <u>0</u>                   | <u>0</u> | <u>0</u>   | <u>53,859,461</u>   |
| <i>(Note 1)</i>  |                           |           |                            |          |  |   |
| <u>3. N/A</u>  |                           |           |                            |          |  |   |
| <u>( / / )</u>   |                           |           |                            |          |  |   |
| <u>shares</u>  |                           |           |                            |          |  |   |
| <i>(Note 1)</i>  |                           |           |                            |          |  |   |
|  |                           |           | Total A. (Ordinary shares) |          | <u>0</u>   |   |
|  |                           |           | (Preference shares)        |          | <u>0</u>   |   |
|  |                           |           | (Other class)              |          | <u>0</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | <u>0</u> |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                             | Currency<br>of nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> ) _____                                  |                                 |   |                                  |   |  |  |
| Subscription price _____   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                           | ( / / )                         |   |                                  |   |  |  |
| 2.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> ) _____                                  |                                 |   |                                  |   |  |  |
| Subscription price _____   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                           | ( / / )                         |   |                                  |   |  |  |
| 3.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> ) _____                                  |                                 |   |                                  |   |  |  |
| Subscription price _____   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                           | ( / / )                         |   |                                  |   |  |  |
| 4.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> ) _____                                  |                                 |   |                                  |   |  |  |
| Subscription price _____   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____                           | ( / / )                         |   |                                  |   |  |  |
| Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |                                 |   |                                  |   |  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 2.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 3.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 4.<br>_____<br>_____<br>_____  |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares) _____<br>(Preference shares) _____<br>(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)

| 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. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ Ordinary shares (Note 1)                           |  |   |
| 2. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares (Note 1)                                    |  |   |
| 3. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares (Note 1)                                    |  |   |
| _____ Total D. (Ordinary shares)<br>_____ (Preference shares)<br>_____ (Other class)                    |  |   |

Other Movements in Issued Share 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 |
|---------------|--------------|---------------------------------|---|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(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 |       |
|---------------|----------------------|---------------------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased _____<br><i>(Note 1)</i><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____   | _____ |
| 7.            | Redemption of shares |                                 | Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____   | _____ |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 |
|---|--|--|---|
| 9. Capital reorganisation                                     | Class of shares issuable _____<br>(Note 1) |  |   |
|   | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|   | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 10. Other<br>(Please specify) At price : State currency _____ | Class of shares issuable _____<br>(Note 1) |  |   |
|   | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|   | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
|   |  | Total E. (Ordinary shares) _____                                     | _____   |
|   |  | (Preference shares) _____  | _____   |
|   |  | (Other class) _____  | _____   |

|   |     |       |   |
|---|-----|-------|---|
| 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):                         |     | _____ | 0 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |       |   |

Remarks (if any):

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Submitted by:     Ko Yuen Kwan    

Title:     Company Secretary      
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*