

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.  
本申請表格須整份交回方為有效。

IMPORTANT  
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 30 DECEMBER 2015.

本申請表格具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。申請最遲須於二零一五年十二月三十日(星期三)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.  
閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Timeless Software Limited dated 15 December 2015 (the "Prospectus") unless the context otherwise requires.  
除文義另有所指外，本申請表格所用之詞彙與天時軟件有限公司於二零一五年十二月十五日刊發之發售章程(「發售章程」)所界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.  
香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.  
股份之買賣可透過中央結算系統進行結算，而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "DOCUMENTS DELIVERED TO REGISTRAR OF COMPANIES IN HONG KONG" in Appendix III to the Prospectus, have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.  
各章程文件副本連同於發售章程附錄三「呈送香港公司註冊處處長之文件」一段所述之文件，已按照公司(清盤及雜項條文)條例第38D條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對上述任何文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.  
待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定，發售股份將獲香港結算接納為合資格證券，可由發售股份在聯交所開始買賣日期或香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Share registrar:  
股份過戶登記處:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖



**TIMELESS SOFTWARE LIMITED**  
**天時軟件有限公司**

(incorporated in Hong Kong with limited liability)

(Stock Code: 8028)

(於香港註冊成立的有限公司)

(股份代號: 8028)

**OPEN OFFER ON THE BASIS OF  
ONE (1) OFFER SHARE FOR EVERY FIVE (5) EXISTING SHARES  
HELD ON THE RECORD DATE**  
按於記錄日期每持有五(5)股現有股份  
獲發一(1)股發售股份之基準之公開發售

**APPLICATION FORM**  
**申請表格**

Registered office:  
註冊辦事處:  
Room 2208,  
118 Connaught Road West,  
Hong Kong  
香港  
干諾道西118號  
2208室

You are entitled to apply any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this Application Form. Subject to as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one (1) Offer Share for every five (5) existing Shares held on Monday, 14 December 2015. If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (the "EAF"), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the EAF, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares applied for with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and by cheque or banker's cashier order and made payable to "Timeless Software Limited - Open Offer Account" for Offer Shares under assured allotment and/or made payable to "Timeless Software Limited - Excess Application Account" for excess Offer Shares and crossed "Account Payee Only" and comply with the procedures set out in the enclosed sheet.

閣下有權透過填寫本申請表格申請相等或於或少於背頁乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述者之規限下，上述配額乃按於二零一五年十二月十四日(星期一)每持有五(5)股現有股份獲發一(1)股發售股份的基準，向名列於本公司股東名冊並為合資格股東之股東作出。倘閣下擬申請發售股份數目多於背頁乙欄所列閣下獲保證配發之發售股份數目(即額外發售股份)，則閣下亦須另行填寫額外申請表格(「額外申請表格」)，並連同就額外發售股份涉及之全數應繳款項之個別股款一併交回。倘閣下欲申請任何發售股份及/或額外發售股份，請填妥及簽署本申請表格及/或額外申請表格，並將表格連同申請發售股份及/或額外發售股份涉及之全數應繳款項之足額股款，交回本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請發售股份股款必須為港元款項，並須註明抬頭人為「Timeless Software Limited - Open Offer Account」。以申請保證配發之發售股份及/或以「Timeless Software Limited - Excess Application Account」為抬頭人申請額外發售股份及以「只准入抬頭人賬戶」方式劃線開出之支票或銀行本票，並須符合隨附文件所載手續。

All dates or deadlines specified in this AF refer to Hong Kong local time.

本申請表格所述之所有日期及限期均指香港時間。

NO RECEIPT WILL BE GIVEN. 將不另發收據。

To: TIMELESS SOFTWARE LIMITED  
致: 天時軟件有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.10 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We apply such Offer Shares on the terms and conditions of the Prospectus dated 15 December 2015 and subject to the articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之合資格股東，現接納乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.10港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一五年十二月十五日之發售章程所載之條款及條件，以及在貴公司之公司章程細則之規限下，申請該等數目之發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司股東名冊，作為此等發售股份之持有人，並授權貴公司將有關股票按背頁地址以郵遞方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已細閱隨附文件所載各項條件及申請手續，並同意受其約束。

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Timeless Software Limited - Open Offer Account" (see the section headed "PROCEDURES FOR APPLICATION" in the enclosed sheet).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Timeless Software Limited - Open Offer Account」為抬頭人劃線開出(請參閱隨附文件「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have applied the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件達成，合資格股東有效申請少於或相等於其所獲保證配發之發售股份數目將獲全數有效配發。倘背頁各欄內並無填上數目，則閣下將被視作申請就此支付的款項所代表之發售股份數目。倘股款少於背頁所填數目之發售股份所需支付的股款，則閣下將被視作申請本公司就此已收之款項所代表之發售股份數目。此項申請將被視作申請完整之發售股份數目而作出。閣下不會就有關股款獲發任何收據。

Application Form No.  
申請表格編號

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

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Number of Shares registered in your name on Monday, 14 December 2015  
於二零一五年十二月十四日(星期一)以閣下名義登記之股份數目

Box A  
甲欄

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Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Wednesday, 30 December 2015  
閣下獲保證配發之發售股份數目(須不遲於二零一五年十二月三十日(星期三)下午四時正申請時繳足)

Box B  
乙欄

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Application can only be made by the registered Qualifying Shareholder(s) named above.  
Please enter in Box D the number of Offer Shares applied and the amount of remittance enclosed (calculated as number of Offer Shares applied multiplied by HK\$0.10)

只有上述已登記之合資格股東方可申請。  
請於丁欄填寫所申請之發售股份數目及隨附之股款金額(按接納之發售股份數目乘以0.10港元計算)

Amount payable on assured allotment when applied in full  
悉數申請認購保證配額時應繳款項

Box C  
丙欄

HK\$ 港元
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BOX D Number of Offer Shares applied for  
丁欄 申請認購之發售股份數目

	HK\$ 港元
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Name of bank on which cheque/  
banker's cashier order is drawn  
支票/銀行本票之付款銀行名稱

Cheque/banker's cashier  
order number  
支票/銀行本票號碼

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Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholders must sign)  
合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Contact telephone no. 聯絡電話號碼: \_\_\_\_\_

Date 日期: \_\_\_\_\_

Please staple  
your payment  
here  
請將  
股款  
繫釘在此



**TIMELESS SOFTWARE LIMITED**  
天時軟件有限公司



# TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)  
(Stock Code: 8028)

## CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are applied in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of the Application Form and/or the EAF will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or some person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of the Application Form and/or the EAF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or the excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or the excess Offer Shares which they have applied for subject to the articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares and/or the excess Offer Shares which does/do not comply with the procedures set out herein and/or in the EAF(s). Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such acceptance have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

## PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of the Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.10). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of the Application Form, this number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of the Application Form, i.e. the excess Offer Shares, you should use the separate EAF and enter in the appropriate space provided in the EAF the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.10). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, you will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

The Application Form and/or the EAF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Wednesday, 30 December 2015 (or, under bad weather conditions, such Latest Time for Acceptance as mentioned in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Timeless Software Limited - Open Offer Account" and crossed "Account Payee Only". Unless the Application Form and/or the EAF, together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form and/or the appropriate remittance shown in the EAF has/have been received by 4:00 p.m. on Wednesday, 30 December 2015, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Friday, 8 January 2016 at your own risk.

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions granting the Underwriters, by notice in writing, the right to terminate the Underwriters' obligations thereunder on the occurrence of certain events. If prior to the Latest Time for Termination:

- (1) in the absolute opinion of any of the Underwriters, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of any of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of any of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any material adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of any of the Underwriters is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of any of the Underwriters will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) the Prospectus Documents in connection with the Open Offer when published contain information (either as to business prospects or the financial condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of any of the Underwriters is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a reasonably prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
- (7) any matter which, had it arisen or been discovered immediately before the date of the Prospectus Documents and not having been disclosed in the Prospectus Documents, would have constituted, in the absolute opinion of any of the Underwriters, a material omission in the context of the Open Offer; or
- (8) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (9) any moratorium, suspension or material restriction on trading of the shares on the Stock Exchange due to exceptional financial circumstances or otherwise,

any of the Underwriters shall be entitled by notice in writing to the Company and the other Underwriter, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Any of the Underwriters shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in Underwriting Agreement comes to the knowledge of any of the Underwriters; or
- (2) any specified event as contained in the Underwriting Agreement comes to the knowledge of any of the Underwriters.

Any such notice shall be served by any of the Underwriters prior to the Latest Time for Termination.

If prior to the Latest Time for Termination any such notice as is referred to above is given by any of the Underwriters, the obligations of all parties under the Underwriting Agreement, save in respect of any right or liability accrued before such termination, shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

## CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

## STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

## SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificate(s) for the Offer Shares are expected to be posted on or before Friday, 8 January 2016 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

## GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgment of the Application Form and/or the EAF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificate(s) of the Offer Shares.

The Application Form and/or the EAF and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.