



TIMELESS SOFTWARE LIMITED

(incorporated in Hong Kong with limited liability)

Stock Code: 8028

Form of proxy for Extraordinary General Meeting

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of
HK\$0.05 each in the capital of the above named Company, hereby appoint the Chairman of the meeting
or ^(note 3) _____
of _____
to act as my/our proxy at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held
at Chu Room, 7/F., The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong
Kong on Thursday, 15 September 2005 at 3:30 p.m. and to vote on my/our behalf as directed below.

Please indicate with a "√" in the spaces provided how you wish your vote(s) to be cast on a poll.

	FOR	AGAINST
(a) To approve, confirm and ratify the proposed sale of 79th Floor, The Center, 99 Queen's Road Central, Hong Kong (the "Disposal").		
(b) To approve, confirm and ratify the provisional sale and purchase agreement and the formal sale and purchase agreement.		
(c) To authorise the board of directors to do all such acts and execute such further documents to give effect to the Disposal.		

Shareholder's Signature ^(notes 4 & 5) _____

Dated the _____ day of _____ 2005.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
4. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney so authorised.
5. In the case of joint holders this form of proxy must be signed by the member whose name stands first on the register of members.
6. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
7. In order to be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's registered office not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. Any alteration made in this form should be initialled.