



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 Board Room, 7/F., The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 27 March 2006 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
1. Special resolution no.(1).		
2. Ordinary resolutions no.(2):-		
(i) To re-elect Mr. Fung Chun Pong Louis as director		
(ii) To re-elect Mr. Liao Yun as director		
(iii) To re-elect Mr. Chan Mei Ying Spencer as director		

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

Dated the _____ day of _____ 2006.

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
- 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.
- Any alteration made in this form should be initialled.

Registered Office: 79/F., The Center, 99 Queen's Road Central, Hong Kong