



TIMELESS SOFTWARE LIMITED

(incorporated in Hong Kong with limited liability)

Stock Code: 8028

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING

I/We⁽¹⁾ _____

of _____

being the registered holder(s) of⁽²⁾ _____
ordinary shares of HK\$0.05 each in the capital of Timeless Software Limited 天時軟件有限公司 (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ⁽³⁾

of _____

as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at 3:00 p.m. on Tuesday, 26 January 2010 at Convention Hall 1B, G/F., Core Building 1, No.1 Science Park East Avenue, Phase 1, Hong Kong Science Park, Tai Po, New Territories, Hong Kong in respect of the ordinary resolution set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
To approve, ratify and confirm the sale and purchase agreement dated 4 December 2009 and transactions contemplated thereunder, details of which are set out in the circular of the Company dated 30 December 2009.		

Signature: _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 Company registered in your name(s).
3. If a proxy other than the Chairman is preferred, strike out “**the Chairman of the Meeting** or” and insert the name and address of the person proposed to be appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes or abstain on the relevant Ordinary Resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
5. Any member entitled to attend and vote at the Meeting is entitled to appoint another person to act as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
6. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized, to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
8. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company at Units 111-113, 1st Floor, Building 9, Phase One, Hong Kong Science Park, Tai Po, New Territories, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting.
9. Where there are joint holders of any share, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.