



TIMELESS SOFTWARE LIMITED

(incorporated in Hong Kong with limited liability)

Stock Code: 8028

Form of proxy

Form of proxy for use by the shareholders of Timeless Software Limited (the “Company”) at the annual general meeting for the year ended 31 March 2009 (the “2009 AGM”) to be convened at Conference Hall 01, G/F, Core Building 1, Phase One, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 5 September 2011 at 10:30 a.m. (or any adjournment thereof).

I/We ^(note 1) _____
of _____
being the holder(s) of ^(note 2) shares of HK\$0.05 each of the Company hereby appoint the chairman (the “Chairman”) of the 2009 AGM
or _____
of _____

to act as my/our proxy ^(note 3) at the 2009 AGM to be held at Conference Hall 01, G/F, Core Building 1, Phase One, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 5 September 2011 at 10:30 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To pass the ordinary resolution no. (1) (i) set out in the notice of the 2009 AGM		
2.	To pass the ordinary resolution no. (1) (ii) set out in the notice of the 2009 AGM		
3.	To pass the ordinary resolution no. (2) set out in the notice of the 2009 AGM		

Dated the _____ day of _____ 2011

Shareholder’s signature _____ ^(note 5, 6, 7 and 8)

Notes:

1. Full name(s) and address(es) are 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 proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the 2009 AGM as your proxy, please delete the words “the Chairman of the 2009 AGM or” and insert the name and address of the person appointed proxy in the space provided.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2009 AGM other than those set out in the notice convening the 2009 AGM.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the 2009 AGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
7. 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 registered office of the Company in Hong Kong at Units 111-113, 1st Floor, Building 9, Phase One, Hong Kong Science Park, Tai Po, Hong Kong not later than 48 hours before the time of the 2009 AGM or any adjourned meeting. Completion and return of this form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
8. Any alteration made to this form should be initialled by the person who signs the form.