



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 Conference Hall 06, 2/F, Lakeside 2, No.10 Science Park West Avenue, Hong Kong
Science Park, Shatin, New Territories, Hong Kong on 30 April 2012 at 3:00 p.m. and to vote on my/our
behalf as directed below.

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

ORDINARY RESOLUTION	FOR	AGAINST
To ratify, confirm and approve the Agreement (as supplemented and amended by the Supplemental Agreement) and the transactions contemplated thereunder and to approve the allotment and issue of the Consideration Shares, the issue of the Promissory Note and the grant of authorisation to the Directors in connection with Agreement (as supplemented and amended by the Supplemental Agreement) and transactions contemplated thereunder, details of which are set out in the circular and the notice of extraordinary general meeting of the Company dated 12 April 2012.		

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

Dated the _____ day of _____, 2012.

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 share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, 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.