



# TIMELESS SOFTWARE LIMITED

(incorporated in Hong Kong with limited liability)

Stock Code: 8028

## Form of proxy for Annual General Meeting

I/We<sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
shares of HK\$0.05 each (the "Shares") in the capital of Timeless Software Limited (the "Company"), hereby appoint the chairman of the meeting  
or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy at the annual general meeting (or at any adjournment thereof) (the "Meeting") of the Company to be held at Conference Hall 01, G/F., Core Building 1, No.1 Science Park East Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Wednesday, 25 September 2013 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.	To receive and consider the audited financial statements together with the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 March 2013.		
2.	(i) To re-elect Mr. Cheng Kin Kwan as the executive Director;		
	(ii) To re-elect Mr. Fung Chun Pong Louis as the executive Director;		
	(iii) To re-elect Mr. Chan Mei Ying Spencer as the independent non-executive Director; and		
	(iv) To re-elect, approve and confirm Ms. Tsang Wai Chun Marianna as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditors to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.		
5.	(i) To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
	(ii) To give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the existing issued share capital.		
	(iii) To extend the general mandate granted to the Directors to allot and issue additional shares of the Company by the number of shares repurchased.		
6.	To approve the increase in authorised share capital of the Company.		
7.	To approve the adoption of the New Share Option Scheme (as defined in the notice of the Meeting).		

Shareholder's Signature (notes 4 & 5) \_\_\_\_\_

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

### 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 of the Company 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. If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("✓") the box(es) marked "Against". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. 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.
6. 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.
7. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
8. 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.
9. Completion and delivery of this form of proxy will not preclude you from attending, and voting at, the Meeting, or any adjournment thereof, should you so wish and in such event, this form of proxy shall be deemed to be revoked.
10. Any alteration made in this form should be initialled by the person who signs the form.
11. All resolutions set out in the notice convening the Meeting will be decided by poll at the Meeting in accordance with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

Registered Office: Units 111-113, 1/F., Enterprise Place, Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong