

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Timeless Software Limited**

Stock code (ordinary shares): **8028**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 2 December 2004.

A. General

Place of incorporation : Hong Kong

Date of initial listing on GEM : 25 November 1999

Name of Sponsor(s) : N/A

Names of directors : Executive Directors
Mr. Cheng Kin Kwan; Mr. Law Kwai Lam;
Mr. Chung Yiu Fai; Ms. Leung Mei Sheung Eliza;
Mr. Pun Chung Sang, Trevor; Ms. So Mi Ling Winnie;
Ms. Wong Wai Ping Mandy; Ms. Zheng Ying Yu

Independent Non-Executive Directors
Mr. Chong Siu Pui; Mr. Ng Kwok Tung
Ms. Tsang Wai Chun, Marianna

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective securities of the Company	<u>Name</u>	Interest in ordinary shares <u>in the Company</u>	Percentage of issued <u>share capital</u>
	Cheng Kin Kwan	110,800,000 shares	11.14%
	Crimson Asia Capital Ltd., L.P.	105,203,591 shares	10.58%
	Educational Information Technology (H.K.) Company Ltd.	108,057,374 shares	10.86%

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company : NIL

Financial year end date	: 31 March
Registered address	: 79/F The Center, 99 Queen's Road Central, Central, Hong Kong
Head office and principal place of business	: As above
Web-site address (if applicable)	: www.timeless.com.hk
Share registrar	: Computershare Hong Kong Investor Services Limited
Auditors	: Deloitte Touche Tohmatsu

B. Business activities

The Company and its subsidiaries ("Group") is a leading computer software services group based in Hong Kong, with an established and growing presence in the market for Web technology development and services in Hong Kong and the PRC. Upon the Timeless Consolidated Platform (TCP), the technology foundation established and enhanced since 1996, the Group provides total solutions and software development in the following areas :

- Web technologies and related services, such as Internet/intranet application and systems development;
- Back-end and supporting technologies;
- China informatization projects and digitization of society that include e-government, e-commerce, e-logistics, e-education, office automation, e-enterprise solutions, networking;
- Software localization; and
- Business applications and system software development, implementation and maintenance.

C. Ordinary shares

Number of ordinary shares in issue	: 994,611,503
Par value of ordinary shares in issue	: HK\$0.05
Board lot size (in number of shares)	: 2,000
Name of other stock exchange(s) on which ordinary shares are also listed	: NIL

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio	: N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	

No. of warrants
outstanding : N/A

No. of shares falling
to be issued upon the
exercise of outstanding warrants : N/A

E. Other securities

Options granted (in number of shares) : 257,370,000

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed by Law Kwai Lam
for himself and as the lawful attorney of
Cheng Kin Kwan
Chung Yiu Fai
Leung Mei Sheung Eliza
So Mi Ling Winnie
Wong Wai Ping Mandy
Zheng Ying Yu
Chong Siu Pui
Ng Kwok Tung

Signed by Tsang Wai Chun, Marianna

(Sd.) Law Kwai Lam

(Sd.) Tsang Wai Chun, Marianna

Law Kwai Lam

Tsang Wai Chun, Marianna

Signed by Pun Chung Sang, Trevor

(Sg.) Pun Chung Sang, Trevor

Pun Chung Sang, Trevor