



## **TIMELESS SOFTWARE LIMITED**

### **天時軟件有限公司**

*(incorporated in Hong Kong with limited liability)*

(Stock code: 8028)

#### **CORPORATE GOVERNANCE POLICY**

*(Adopted by the Company on 20 June 2022 with retrospective effect from 1 January 2022)*

#### **PURPOSE**

1. The board of directors (the “**Board**” or the “**Directors**”) of Timeless Software Limited (the “**Company**”) has adopted this policy, which reflects the Company’s commitment to high standards of corporate governance, to assist the Board in supervising the management of the business and affairs of the Company and its subsidiaries (the “**Group**”) as required under applicable laws and regulations, making good governance integral to the Company’s culture.
2. The Board will review this policy regularly, or more often if warranted, and recommend such changes as it determines necessary and appropriate in light of the needs of the Company and legal, regulatory and other developments.

#### **MISSION OF THE BOARD**

3. The Board represents the shareholders’ interests in maintaining and growing a successful business including optimizing consistent long-term financial returns. The Board is responsible for the stewardship of the Company and is accountable for determining that the Group is managed in such a way to achieve this objective.
4. The Board’s responsibility is firstly, to formulate strategy and, secondly, to monitor and control operating and financial performance and maintain an appropriate system of corporate governance, internal control and risk management in pursuit of Group strategic objectives. The responsibility of the Board shall also include but not limited to the following:
  - (a) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
  - (b) to review and monitor the training and continuous professional development of the Directors and senior management;
  - (c) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
  - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
  - (e) to review the Company’s compliance with the Appendix 15 Corporate Governance Code annexed to the rules governing the listing of securities on GEM (the “**GEM Listing Rules**”) made by the Stock Exchange of Hong Kong Limited from time to time and the disclosure in the Company’s Corporate Governance Report.

## **GUIDELINES ON IMPORTANT GOVERNANCE ISSUES**

### **Board Appointment**

#### **Composition of the Board**

5. The Board will on a regular basis review the composition of the Board, the diversity of background, skills, and experience (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, and length of service); their complementarity and the characteristics required of both executive and non-executive members of the Board in the context of the business and its strategies.

#### **Appointment procedures**

6. The Board as a whole is responsible for the procedure of agreeing to the appointment of its own members and thereafter at regular intervals by rotation in accordance with the Company's Articles of Association, Diversity Policy and Nomination Policy. A Nomination Committee has been established to evaluate and nominate candidates for the approval of the Board.
7. Directors must be able to dedicate sufficient time to carry out their duties. The Board regularly reviews the contribution required from a director to perform his responsibilities to the Company, and whether he is spending sufficient time performing them.
8. The Company has formal letters of appointment for non-executive Directors setting out the key terms and conditions of their appointment, which will be reviewed by the Board on a regular basis.

#### **Induction of new Directors**

9. Newly appointed directors of the Company should receive a comprehensive, formal and tailored induction on appointment. Subsequently they should receive any briefing and professional development necessary to ensure that they have a proper understanding of the Company's operations and business and are fully aware of their responsibilities under the GEM Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

#### **Board leadership**

10. The roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. When the position of the Chairman or Chief Executive Officer of the Company is vacant during the year, the roles of those positions will be performed by the executive Directors collectively until the relevant vacancy is filled by a suitable candidate.

#### **Board evaluation**

11. The Board will on a regular basis evaluate its own performance and that of its committees to determine whether it and its committees are functioning effectively. In this respect, it shall review its roles, composition, meetings proceedings and processes, board in action and trainings, which is designed to solicit constructive feedback on the performance of the Board and each of its committees.

## **Board Composition and Size**

### **Size of the Board**

12. The Board regularly reviews the size of the Board to ensure the facilitation of effective decision-making and the existence of a reasonable balance between Executive and Non-Executive Directors.

### **Director independence**

13. The Board believes that independence is a matter of judgement and conscience but that, to be independent, non-executive Directors should be free from any business or other relationship which might interfere with the exercise of their independent judgement. The Board reviews the independence of Directors on an annual basis. Directors who are considered to be independent will be identified as such in the Company's Annual Report and other communications with shareholders.

### **Term limits**

14. All Directors are appointed for a specific term and are then subject to periodic re-appointment by the shareholders through rotation in general meeting.

### **Board compensation review**

15. The benefits and remuneration of the Directors is recommended by the Remuneration Committee to the Board, a committee comprised of a majority of independent non-executive Directors. The remuneration of executive Directors and non-executive Directors will be the subject of continual monitoring of and benchmarking against the remuneration offered by comparable companies. The assistance of independent external advisers will be sought from time to time.

### **Board Committees**

16. The Board carries out its responsibilities directly and through its other Board Committees comprising a majority of independent non-executive Directors appointed by the Board, each having clear terms of reference. The Audit Committee will review the financial accounts and policies and oversee internal controls, risk management and compliance; the Remuneration Committee will review and make recommendation to the Board on the remuneration and benefits of the Directors; and the Nomination Committee will review the structure, size and composition of the Board and nominate candidates for Board appointment. The full Board is responsible for continual enhancement of corporate governance practices.

### **Board access to senior management**

17. Senior management are, from time to time, brought into formal and informal contact at Board meetings and other events. The Board has full access to all information it deems appropriate for the purposes of fulfilling its role.

### **Board access to independent professional advice**

18. The Board, Board Committees or individual Director may seek such independent professional advice as considered necessary to fulfil their responsibilities and in exercising independent judgment when making decisions in furtherance of their Directors' duties at the Company's expense.
19. Independent professional advice shall include legal advice and advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters.
20. Any advice obtained may be made available to other members of the Board.

**Availability of information**

21. The Chairman has responsibility to provide the whole Board with all the information that is relevant to the discharge of the Board's responsibilities. The Board therefore expects to receive timely advice on all material information about the activities, performance and projects of the Group, particularly including any significant variances from a planned course of action.

**Training and development**

22. All Directors should regularly update and refresh their skills and knowledge, with training support from the Company Secretary.

**Meeting procedures**

23. The Board and committee meetings are scheduled in advance at appropriate intervals throughout the year.
24. The Chairman, together with the Chief Executive Officer, will establish the agenda for each Board meeting and distribute the agenda in advance to each Director. Other Directors may request inclusion of items on the agenda.
25. The necessary papers for meetings will be distributed in advance of the meeting. Materials presented to the Board and committee members should provide the information needed for the Directors to make informed judgments and/or engage in informed discussion.

**Board authorities, delegations and discretions**

26. The Board has determined those matters which are retained for full Board's decision and those matters which are delegated to the senior management of the business.
27. All Board Committees have clear written terms of reference. Board Committees report regularly to the full Board on their work and findings.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.