



Timeless Software Limited

(the “Company”)

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETINGS AND TO PUT FORWARD PROPOSALS

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

The following procedures are subject to the applicable legislations and regulations, in particular the Hong Kong Companies Ordinance (Cap.622).

Annual General Meeting (“AGM”)

1. Timeless Software Limited (the “Company”) holds a general meeting as its AGM every year. This is usually held before end of September after the end of the Company’s financial year.
2. If the Company fails to hold an AGM after 6 months has elapsed since the end of the Company’s financial year, any Shareholder may apply to the court in Hong Kong which on such application may call or direct the calling of an AGM to be held by the Company.
3. Shareholder(s) can make a written request to circulate a resolution for an AGM if they:
 - (a) represent at least 2.5% of the total voting rights of all Shareholders who have a right to vote on that resolution; or
 - (b) represent at least 50 Shareholders who have a right to vote on that resolution.
4. The written request:
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company’s registered office at Room 2208, 118 Connaught Road West, Hong Kong or via email at info@timeless.com.hk;
 - (b) must identify the proposed resolution;
 - (c) must be signed by all the Shareholder(s) concerned with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company’s share registrar according to its records; and
 - (d) must be received by the Company not later than 6 weeks before the AGM to which the request relates or if later, the time at which notice is given of that AGM.

General Meeting

5. Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having the right to vote at general meetings can make a written request to convene a general meeting.

6. The written request:
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company's registered office at Room 2208, 118 Connaught Road West, Hong Kong or via email at info@timeless.com.hk;
 - (b) must state the general nature of the business to be dealt with at the meeting;
 - (c) must be signed by all the Shareholder(s) concerned with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company's share registrar according to its records;
 - (d) may include the text of the proposed resolution; and
 - (e) may consist of several documents in like form.
7. Directors must call a general meeting within 21 days after the date on which they become subject to the requirement and the meeting so called must be held on a date not more than 28 days after the date of the notice convening the meeting. If the Directors do not do so, the Shareholder(s) who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but the meeting must be called for a date not more than 3 months after the date on which the Directors become subject to the requirement to call a general meeting. The Company must reimburse any reasonable expenses incurred by the Shareholder(s) requesting the meeting by reason of the failure of the Directors duly to call a general meeting.
8. The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at a general meeting varies according to the nature of the proposal as stipulated in the Company's Articles of Association, as follows:
 - (a) at least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
 - (b) at least 21 days' notice in writing if the proposal constitutes a special resolution of the Company.

Circulation of Statement at AGM / General Meetings

9. If Shareholder(s) would like to express their views to a matter mentioned in a proposed resolution or other business to be dealt with at an AGM or general meeting, they can submit a written statement of not more than 1,000 words with respect to that matter or business and request the Company to circulate their written statement to Shareholders entitled to receive notice of the meeting. Such Shareholder(s) must represent at least:
 - (a) 2.5% of the total voting rights of all the Shareholders having the relevant right to vote at the meeting; or
 - (b) 50 shareholders having the relevant right to vote at the meeting.
10. The written request:
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company's registered office at Room 2208, 118 Connaught Road West, Hong Kong or via email at info@timeless.com.hk;
 - (b) must identify the statement to be circulated;

- (c) must be signed by the Shareholders concerned with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company's share registrar according to its records; and
- (d) must be received by the Company not later than 7 days before the meeting to which the request relates.

Proposing a Candidate for Election as a Director at AGM / General Meeting

11. If Shareholder(s) would like to propose a person (other than a retiring Director) for election as a Director at an AGM or general meeting, they may make a written request to the Company.
12. The written request:
 - (a) may be sent in hard copy form or in electronic form to the Company Secretary at the Company's registered office at Room 2208, 118 Connaught Road West, Hong Kong or via email at info@timeless.com.hk;
 - (b) must be submitted during the period between the day after the dispatch of the notice of the meeting and ending 7 days prior to the date of the meeting;
 - (c) must state the full name of the candidate proposed for election as a Director;
 - (d) must include the candidate's biographical details as required by Rule 17.50(2) of the rules governing the listing of securities on the GEM of the Stock Exchange of Hong Kong Limited, as amended from time to time; and
 - (e) must be signed by the Shareholder(s) concerned with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company's share registrar according to its records; and the candidate's consent indicating his/her willingness to be elected and his/her personal data to be published.

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