



# **FlexSystem Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 8050)

## **Quarterly Results Announcement for the three months ended 30th June, 2006**

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*This announcement, for which the directors of FlexSystem Holdings Limited collectively and individually accept responsibility, includes particulars given 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”) for the purpose of giving information with regard to FlexSystem Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30TH JUNE, 2006

The board (“Board”) of directors (“Directors”) of FlexSystem Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (together, the “Group”) for the three months ended 30th June, 2006 with the unaudited consolidated comparative figures for the corresponding period in 2005 as follows:

		<b>Three months ended 30th June,</b>	
	<i>Note</i>	<b>2006</b>	2005
		<b><i>HK\$’000</i></b>	<b><i>HK\$’000</i></b>
Turnover	2	<u>19,192</u>	<u>19,571</u>
Gross profit		<u>15,090</u>	<u>15,042</u>
Operating profit		2,220	2,524
Taxation	3	<u>(65)</u>	<u>(241)</u>
Net Profit for the period		<u><u>2,155</u></u>	<u><u>2,283</u></u>
Attributable to:			
Equity holders of the Company		2,108	2,283
Minority interests		<u>47</u>	<u>–</u>
		<u><u>2,155</u></u>	<u><u>2,283</u></u>
Earning per share – Basic	4	<u><u>0.35 cent</u></u>	<u><u>0.38 cent</u></u>
Dividend per share		<u><u>Nil</u></u>	<u><u>Nil</u></u>

*Notes:*

**1. Basis of presentation**

The principal accounting policies adopted in preparing the Group's unaudited consolidated results conform to accounting principles generally accepted in Hong Kong and accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Exchange. The financial statements have been prepared under the historical cost convention except that certain property and investments in securities are stated at fair value.

In 2005, the HKICPA issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards ("the new HKFRSs") which are effective for accounting periods beginning on or after 1st January 2006. The adoption of the new HKFRSs had no material impact on the Group's results of operations and financial position.

**2. Turnover**

The Group is principally engaged in the development, sale and lease of enterprise software products in Hong Kong, mainland China (the "PRC") and other Asian countries. The unaudited consolidated revenue for the three months ended 30th June, 2006 with the unaudited consolidated figures for the corresponding period in 2005 are as follows:-

	<b>Three months ended</b>	
	<b>30th June,</b>	
	<b>2006</b>	<b>2005</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Turnover		
Sale and lease of application software	<b>11,726</b>	13,474
Maintenance services	<b>6,220</b>	4,998
Sale of hardware	<b>1,246</b>	1,099
	<u><b>19,192</b></u>	<u>19,571</u>

**3. Taxation**

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profit for the period. PRC income tax has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing to the enterprises in the PRC.

**4. Earning per share**

The calculation of the Group's basic earning per share for the three months ended 30th June, 2006 is based on the Group's unaudited consolidated profit attributable to shareholders of approximately HK\$2,108,000 (2005: HK\$2,283,000) and the weighted average number of 600,000,000 (2005: 600,000,000) ordinary shares in issue during the period.

There is no diluted profit per share since the Company has no dilutive potential ordinary shares.

## 5. Reserves

(for the three months ended 30th June 2006)

	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Available-for sale financial assets revaluation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 1st April, 2005	83,955	(47,430)	(55)	–	(63,303)	(26,833)
Opening adjustment for the adoption of HKAS 39	–	–	–	(397)	397	–
As at 1st April, 2005, as restated	83,955	(47,430)	(55)	(397)	(62,906)	(26,833)
Profit for the period	–	–	–	–	2,283	2,283
As at 30th June, 2005	<u>83,955</u>	<u>(47,430)</u>	<u>(55)</u>	<u>(397)</u>	<u>(60,623)</u>	<u>(24,550)</u>
As at 1st April, 2006	83,955	(47,430)	(44)	(193)	(60,340)	(24,052)
Changes in fair value of available-for-sale financial asset	–	–	–	33	–	33
Profit for the period	–	–	–	–	2,108	2,108
As at 30th June, 2006	<u>83,955</u>	<u>(47,430)</u>	<u>(44)</u>	<u>(160)</u>	<u>(58,232)</u>	<u>(21,911)</u>

## **INTERIM DIVIDEND**

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June, 2006 (2005: Nil).

## **BUSINESS REVIEW AND PROSPECTS**

### **Financial review**

During the period ended 30th June, 2006, turnover slight decreased by approximately 1.9% to approximately HK\$19,000,000 as compared with the corresponding period last year. The Group generated a combined net profit after taxation of approximately HK\$2,108,000, representing a net profit margin of approximately 11%.

The financial position of the Company remains healthy with a debt-free capital structure. With the net proceeds from the placement, the financial position of the Company has been further improved.

### **Business review and Outlook**

During the period under review, compare with the overall market condition, our business is relatively stable despite fierce competition and substantial increase in operation costs. Under the circumstances, the Group is able maintain its market position by our relief that continues to invest on research and development to bring forth new technologies and products to our customers.

Despite the slight decreased sales records in this quarter, the increasing rental cost of our principal office in Hong Kong has a direct and negative impact on the Group's profitability. In order to avoid the increasing rental expenses from leasing of property in the long run, the Group acquired a property for its own place of business whereas also cater for corporate future expansion.

Looking forward, the Directors have a conservative but optimistic view to the results of the Group in the coming quarters.

## DIRECTORS' INTERESTS IN EQUITY AND EXECUTIVES' INTEREST IN SECURITIES

As at 30th June, 2006, the interests or short position of the directors and the chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Rules 5.46 of the GEM Listing Rules, were as follows:

### Long positions in the shares of the company

	Number of shares		Total
	Personal interests	Corporate interests	
Mr. Lok Wai Man ( <i>Note 1</i> )	3,798,000	475,500,000 ( <i>Note 2</i> )	479,298,000
Mr. So Yiu King ( <i>Note 1</i> )	2,000	3,600,000 ( <i>Note 2</i> )	3,602,000
Mr. Chow Chi Ming, Daniel ( <i>Note 1</i> )	2,000	3,600,000 ( <i>Note 2</i> )	3,602,000
Mr. Leung Wai Cheung ( <i>Note 1</i> )	Nil	1,000,000 ( <i>Note 2</i> )	1,000,000

#### Notes:

1. Mr. Lok Wai Man, being a substantial shareholder of the Company entitled to exercise or control the exercise of 5% or more of the voting power at any general meeting of the Company, is regarded as an initial management shareholder (as defined in the GEM Listing Rules) of the Company. Mr. So Yiu King, Mr. Chow Chi Ming, Daniel are executive directors of the Company and Mr. Leung Wai Cheung is the executive of the Company and are also considered to be initial management shareholders of the Company.
2. The 475,500,000 shares were held by SomaFlex Holdings Inc., a private company beneficially owned by Mr. Lok Wai Man, Mr. So Yiu King, Mr. Chow Chi Ming, Daniel and Mr. Leung Wai Cheung. As Mr. Lok Wai Man is entitled to exercise or control the exercise of one third or more of the voting rights of SomaFlex Holdings Inc., he is deemed, by virtue of the SFO, to be interested in the same 475,500,000 shares held by SomaFlex Holdings Inc.. The indirect interest of the other remaining Directors are the corresponding number of shares held by SomaFlex Holdings Inc. by reference to their respective shareholding in SomaFlex Holdings Inc..

Save as disclosed above, as at 30th June, 2006, none of the directors or their associates as well as the chief executive of the Group had any interests or short positions in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standards of dealing by directors of the Company as referred to in Rules 5.46 of the GEM Listing Rules.

#### **OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY**

Pursuant to the share option scheme for employees which was adopted on 15th July, 2000, the Directors may at their discretion grant options to full-time employees and executive directors of the Group to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated in the share option scheme. The maximum number of ordinary shares in respect of which options may be granted under the share option scheme shall not exceed 30% of the issued share capital of the Company from time to time.

No share options were granted by the Company during the period ended 30th June, 2006.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

The Company has not redeemed any of its Shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Shares during the period.

#### **DIRECTORS' INTERESTS IN CONTRACTS**

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

## SUBSTANTIAL SHAREHOLDERS

As at 30th June, 2006, the following persons (other than a director or chief executive of the Company) had an interest or short position in the shares of the Company as recorded in the register required to be kept under Section 336 of the SFO and/or were directly or indirectly interests in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

### Long positions in the shares of the company

	Number of shares			Percentage of issued share Capital
	Personal interests	Corporate interests	Total	
SomaFlex Holdings Inc. (Note 1)	Nil	475,500,000	475,500,000	79.25%
Mr. Lok Wai Man (Note 2)	3,798,000	475,500,000	479,298,000	79.88%

#### Notes:

1. SomaFlex Holdings Inc. is beneficially owned as to 98.27% by Mr. Lok Wai Man, 0.76% by Mr. So Yiu King, 0.76% by Mr. Chow Chi Ming, Daniel and 0.21% by Mr. Leung Wai Cheung.
2. As Mr. Lok Wai Man is entitled to exercise or control the exercise of one third or more of the voting rights of SomaFlex Holding Inc., he is deemed, by virtue of the SFO, to be interested in the same 475,500,000 shares held by SomaFlex Holdings Inc..

Save as disclosed above, as at 30th June, 2006, there was no person (other than a director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## CORPORATE GOVERNANCE

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less than exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the three months ended 30th June, 2006. Having made specific enquiry of all directors, the Company's directors have complied with such code of conduct and the required standard of dealings throughout the three months ended 30th June, 2006.



## **AUDIT COMMITTEE**

The audit committee has been established since May 2000. The written terms of reference which describe the authority and duties of the audit committee were prepared and adopted with reference to “A Guide for The Formation of an Audit Committee” published by the Hong Kong institute of Certified Public Accountants.

The principal duties of the audit committee include the review and supervision of the Group’s financial reporting process and internal controls. The audit committee comprises three independent non-executive directors, namely Mr. Tse Lin Chung, Mr. Lee Kar Wai and Mr. Mak Wing Kwong, David. The unaudited consolidated results of the Group for the three months ended 30th June, 2006 have been reviewed by the committee, who is of the opinion that such statements comply with the applicable accounting standards and that adequate disclosures have been made.

## **DIRECTORS’ INTERESTS IN COMPETING BUSINESS**

During the year ended 30 June, 2006, none of the directors or the initial management shareholders or substantial shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which competed with or might compete with the business of the Group.

By order of the Board  
**Lok Wai Man**  
*Chairman*

Hong Kong, 11th August, 2006

*As at the date of this announcement, the board of directors of the Company comprises Mr. Lok Wai Man, Mr. So Yiu King, Mr. Chow Chi Ming, Daniel as executive directors and Mr. Tse Lin Chung, Mr. Lee Kar Wai and Mr. Mak Wing Kwong, David as independent non-executive directors.*

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