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FlexSystem Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8050)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of FlexSystem Holdings Limited (the “Company”) will be held at Block A, 4th Floor, Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Friday, 8 April 2011 at 10:30 a.m for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**, subject to the consent of the Executive granted pursuant to Rule 25 of the Takeovers Code, the terms and conditions of the Disposal Agreement dated 5 January 2011 (a copy of which has been produced to this meeting, marked “A” and signed by the Chairman of this meeting for the purpose of identification) entered into between the Company as vendor and SomaFlex Holdings as purchaser in relation to the sale and purchase of all the Disposal Shares and the transactions contemplated thereunder be and are hereby approved and the execution of the Disposal Agreement by a Director be and is hereby approved, confirmed and ratified in all respects; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Disposal Agreement.”
2. “**THAT**, subject to and upon completion of the Disposal Agreement and the Share Agreement and subject to the passing of the resolution numbered 3 as set out in this notice of the EGM of which this resolution forms part, a special dividend of not less than HK\$0.066 and not more than HK\$0.075 for each Share held by the Qualifying Shareholders be declared and paid out of the contributed surplus account of the Company and the Directors be and are hereby authorised and delegated the power to determine the final amount of the said special dividend to be paid on such terms, in such manner and on such date as the Directors in their absolute discretion determine; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the

Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”

SPECIAL RESOLUTION

3. “**THAT**, subject to the passing of the resolution numbered 2 as set out in this notice of the EGM of which this resolution forms part, the entire amount of approximately HK\$79.87 million standing to the credit of the share premium account of the Company as at 31 December 2010 be cancelled and transferred to the contributed surplus account of the Company and the Directors (or any one of them) be and are hereby authorised to apply all the credit standing to the contributed surplus account of the Company in such manner as may be permitted by all applicable laws; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”

By order of the Board of
FlexSystem Holdings Limited
Lok Wai Man
Executive Director

Hong Kong, 16 March 2011

Registered Office:
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business in Hong Kong:*
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Eastern Sea Industrial Building
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Hong Kong

Notes:

- (1) Capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 16 March 2011.
- (2) Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) The form of proxy must be signed by a member or the attorney of the member duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be) and in default the proxy shall not be

treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the EGM or at any adjourned meeting (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.

- (5) Where there are joint registered holders of any share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

As at the date of this notice, the executive Directors of the Company are Mr. Lok Wai Man, Mr. So Yiu King and Mr. Chow Chi Ming, Daniel; and the independent non-executive Directors of the Company are Mr. Tse Lin Chung, Mr. Lee Kar Wai and Mr. Mak Wing Kwong, David.

This notice, for which Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page and the website of the Company at <http://www.flexsystem.com> for at least seven days from the day of its posting.