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## **FlexSystem Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8050)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 APRIL 2011**

The Board is pleased to announce that all Resolutions were duly passed by the Independent Shareholders by way of poll at the EGM held on 8 April 2011.

#### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (“**Circular**”) of the FlexSystem Holdings Limited (the “**Company**”) dated 16 March 2011. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (“**Resolutions**”) set out in the notice of the EGM dated 16 March 2011 were duly passed by the Independent Shareholders by way of poll at the EGM held on 8 April 2011.

The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares was 600,000,000 Shares. Shareholders including (i) SomaFlex Holdings, its associates and parties acting in concert with any of them, including the Vendor; (ii) the Offeror Group, if the Offeror and/or its associates will have any shareholding in the Company; and (iii) any Shareholders who are involved in or interested in the Special Deal or any transactions contemplated therein in aggregate interested in 479,302,000 Shares, representing approximately 79.88% of the issued share capital of the Company were required to abstain from voting on all Resolutions at the EGM. Accordingly, the Offeror Group, SomaFlex Holdings, the Vendor and their respective concert parties (including Mr. So Yiu King, Mr. Chow Chi Ming, Daniel and Mr. Leung Wai Cheung) had abstained from voting on all Resolutions at the EGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the EGM.

The poll results in respect of the Resolutions were as follows:

<b>Ordinary Resolutions</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
1.	To approve, ratified and confirmed the Disposal Agreement and the transactions contemplated thereunder, and to authorise the Directors (or any one of them) to do all things necessary to give effect to the transactions contemplated thereunder	34,692,000 (100%)	0 (0%)
2.	To approve the Distribution and to authorise the Directors (or any one of them) to do all things necessary for giving effect to the Distribution	34,692,000 (100%)	0 (0%)
<b>Special Resolution</b>			
3.	To approve the amount 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, to authorise the Directors (or any one of them) 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 to authorise the Directors (or any one of them) to do all things necessary to give effect to the transactions contemplated thereunder	34,692,000 (100%)	0 (0%)

As more than 75% of the votes were cast in favour of the special resolution and more than 50% of the votes were cast in favour of the ordinary resolutions, all the Resolutions were duly approved and passed.

By Order of the Board  
**FlexSystem Holdings Limited**  
**LEUNG Wai Cheung**  
*Company Secretary*

Hong Kong, 8 April 2011

*As at the date of this announcement, 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 announcement, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (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; (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.*

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