



FlexSystem Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8050

Third Quarterly Report
2010/2011

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of FlexSystem Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 report 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 report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The board of Directors (the "Board") 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 nine months ended 31 December 2010 with the unaudited consolidated comparative figures for the corresponding period in 2009 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

FOR THE THREE AND NINE MONTHS ENDED 31 DECEMBER 2010

	Notes	Three months ended		Nine months ended	
		31 December		31 December	
		2010	2009	2010	2009
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	2	27,761	22,836	74,589	62,398
Cost of sales		(8,772)	(9,517)	(25,278)	(24,140)
Gross profit		18,989	13,319	49,311	38,258
Other income		27	48	163	211
Distribution costs		(7,350)	(6,146)	(20,813)	(18,147)
Administrative expenses		(12,359)	(10,114)	(33,309)	(30,208)
Other operating expenses		(15)	(648)	(93)	(946)
Loss before income tax		(708)	(3,541)	(4,741)	(10,832)
Income tax	3	-	-	-	-
Loss for the period		(708)	(3,541)	(4,741)	(10,832)
Other comprehensive income					
Changes in fair value of available-for-sales financial assets		47	-	187	157
Currency translation differences		712	-	712	-
Other comprehensive income for the period, net of tax		759	-	899	157
Total comprehensive income/(loss) for the period		51	(3,541)	(3,842)	(10,675)

	<i>Notes</i>	Three months ended		Nine months ended	
		31 December		31 December	
		2010	2009	2010	2009
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Loss for the period					
attributable to:					
Equity holders of the Company		(672)	(3,616)	(4,614)	(10,832)
Non-controlling interests		(36)	75	(127)	–
		(708)	(3,541)	(4,741)	(10,832)
Total comprehensive loss					
attributable to:					
Equity holders of the Company		87	(3,616)	(3,715)	(10,675)
Non-controlling interests		(36)	75	(127)	–
		51	(3,541)	(3,842)	(10,675)
Loss per share for the loss					
attributable to the equity					
holders of the Company					
during the period					
– basic and diluted (in HK cents)	4	(0.11) cents	(0.60) cents	(0.77) cents	(1.81) cents
Dividend		Nil	Nil	Nil	Nil

Notes:

1. Basis of presentation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements.

2. Revenue

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 nine months ended 31 December 2010 with the unaudited consolidated figures for the corresponding period in 2009 are as follows:-

	Three months ended		Nine months ended	
	31 December 2010	2009	31 December 2010	2009
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue:-				
Software	15,035	10,381	38,985	31,766
Services	10,042	8,345	26,969	24,185
Other operations	2,684	4,110	8,635	6,447
	27,761	22,836	74,589	62,398

3. Income tax

No provision for Hong Kong profits tax has been made in the financial statements as the Group's entities either incurred tax losses for the respective periods.

No provision for overseas income tax has been made in the results as the Group has no assessable profits for the periods.

4. Loss per share

The Group's basic losses per share for the three months and nine months ended 31 December 2010 is calculated by dividing the loss attributable to equity holders of the Company of approximately HK\$672,000 and HK\$4,614,000 respectively by the weighted average number of 600,000,000 ordinary shares in issue during the period.

The Group's basic earnings per share for the three months and nine months ended 31 December 2009 is calculated by dividing the loss attributable to equity holders of the Company of approximately HK\$3,616,000 and HK\$10,832,000 respectively by the weighted average number of 600,000,000 ordinary shares in issue during the period.

5. Reserves

(for the nine months ended 31 December 2010)

	Share premium HK\$'000	Merger reserve HK\$'000	Translation reserve HK\$'000	Available- for-sale investments reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
Balance at 1 April 2009	77,955	(47,430)	(46)	(629)	(31,220)	(1,370)
Comprehensive income						
Loss for the period	-	-	-	-	(10,832)	(10,832)
Other comprehensive income						
Change in fair value of available-for-sale financial assets	-	-	-	157	-	157
Total comprehensive income	-	-	-	157	(10,832)	(10,675)
Balance at 31 December 2009	77,955	(47,430)	(46)	(472)	(42,052)	(12,045)
Balance at 1 April 2010	77,955	(47,430)	779	(461)	(44,030)	(13,187)
Comprehensive income						
Loss for the period	-	-	-	-	(4,614)	(4,614)
Other comprehensive income						
Change in fair value of available-for-sale financial assets	-	-	-	187	-	187
Currency translation differences	-	-	712	-	-	712
Total comprehensive income	-	-	712	187	(4,614)	(3,715)
Balance at 31 December 2010	77,955	(47,430)	1,491	(274)	(48,644)	(16,902)

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2010 (nine months ended 31 December 2009: Nil).

BUSINESS REVIEW AND PROSPECTS

Financial review

During the period ended 31 December 2010, turnover increased by approximately 20% to approximately HK\$75 million as compared with the corresponding period last period. Moreover, the Group also recorded loss attributable to shareholders amounted to approximately HK\$4,614,000 which was 57% less than the corresponding period 2009.

Business review and Outlook

Business environment during the period under review was challenging. Market competition remains intense. We meet the competition by providing products and services of highest quality to the customer and looking for business opportunities. As we are trying to grow our business, we are also mindful of difficulties and challenges in local market. Meanwhile, inflationary pressures are obvious that we have to place stronger cost saving measures to control our operating costs. We will spend cautiously and manage efficiently for improving our operating profits in the future.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2010, the interests and 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 by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules, were as follows:

Long positions in the shares and underlying shares of the Company

Name of director/chief executive	Number of shares			Percentage of issued share capital
	Personal interests	Corporate interests	Total	
Mr. Lok Wai Man (Note 1)	3,798,000	475,500,000 (Note 2)	479,298,000	79.88%
Mr. So Yiu King (Note 1)	2,000	3,600,000 (Note 2)	3,602,000	0.60%
Mr. Chow Chi Ming, Daniel (Note 1)	2,000	3,600,000 (Note 2)	3,602,000	0.60%
Mr. Leung Wai Cheung (Note 1)	Nil	1,000,000 (Note 2)	1,000,000	0.17%

Notes:

- 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 and Mr. Chow Chi Ming, Daniel are executive directors of the Company and Mr. Leung Wai Cheung is the executive of the Company and is also considered to be initial management shareholders of the Company.
- 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 interests of the other remaining directors are the corresponding number of shares held by SomaFlex Holdings Inc. by reference to their respective shareholdings in SomaFlex Holdings Inc..

No share options were granted by the Company and no debt securities were issued by the Company at any time during the period ended 31 December 2010.

Save as disclosed above, as at 31 December 2010, none of the Directors or their respective associates and the chief executive of the Company 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 by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2010, the following persons (other than a director or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company 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:

Long positions in the shares of the Company

Name of shareholder	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 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..

Save as disclosed above, as at 31 December 2010, 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.

OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY

Pursuant to the share option scheme for employees which was adopted on 15 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 31 December 2010.

PURCHASE, SALE OR REDEMPTION LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's list shares during the period ended 31 December 2010.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its holding company 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.

COMPLIANCE CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors 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. Having made specific enquiry of all directors, all directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the nine months ended 31 December 2010.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The company has complied with the code provisions as set out in the Code on Corporate Governance Practice contained in Appendix 15 of the GEM Listing Rules through the period under review, except that:

Under the Code provision A.2.1, the roles of chairman and chief executive officer should be separated.

The Company has achieved a high compliance level with the exception of the separation of Mr. Lok Wai Man serving the dual role of chairman and chief executive officer.

The exception was discussed and the dual role was approved by the Board based on the following reasons:

- In view of the Company size, it is not justified in separating the role of chairman and chief executive officer.
- The Company has in place internal controls to provide check and balance on the functions.

Mr. Lok Wai Man is primarily responsible for leadership of the Company and the Board, setting strategic direction, ensuring the effectiveness of management in execution of the strategy approved by the Board. Execution responsibilities lie with other executive directors and senior management of each business unit.

Thus, the Company considers that this structure will not impair the balance of power and authority between the Board and the management of the Company.

AUDIT COMMITTEE

The Company established an audit committee since May 2000 with written terms of reference in accordance with Rule 5.28 to 5.33 of the GEM Listing Rules. The audit committee comprises three members - Mr. Tse Lin Chung, Mr. Lee Kar Wai and Mr. Mak Wing Kwong, David all of whom are independent non-executive directors. Mr. Tse Lin Chung is the chairman of the audit committee. Its principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the nine months ended 31 December 2010 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 period ended 31 December 2010, none of the Directors, the initial management shareholders or the 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.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, sold, or redeemed any of the Company's listed shares during the period ended 31 December 2010.

By order of the Board
FlexSystem Holdings Limited
Lok Wai Man
Chairman

Hong Kong, 9 February 2011

As at the date of this report, 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.