



FlexSystem Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8050)

Form of proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____ being the
registered holder(s) of ² _____ Shares of HK\$0.10 each in the capital
of FlexSystem Holdings Limited (“the Company”), HEREBY APPOINT³ _____ of
_____ or failing him, the Chairman of the
meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or
at any adjournment thereof) of the Company to be held at 12/F., North Block, Skyway House, No. 3 Sham Mong
Road, Tai Kok Tsui, Kowloon, Hong Kong on Thursday, 29th July, 2004 at 10:30 a.m. for the purpose of
considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or any
adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated
below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004.		
2. (i) To re-elect Mr. Tse Lin Chung as a Director. (ii) To authorise the Board to fix the remuneration of the Directors.		
3. To re-appoint HLB Hodgson Impey Cheng as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4A. To grant a general mandate to the Directors to allot, issue and deal with new Shares of the Company.		
4B. To grant a general mandate to the Directors to repurchase the Company's own shares.		
4C. To add the repurchased shares to the mandate granted to the Directors under Resolution 4A.		
SPECIAL RESOLUTION		
5. To amend the Articles of Association of the Company.		

Dated this _____ Day of _____, 2004

Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy.** Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at Secretaries Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.