

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy of completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : FLEXSYSTEM HOLDINGS LIMITED

Stock code (ordinary shares) : 8050

This information sheet contains particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company 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”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of : 14th April 2003

A. *General*

- | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Place of incorporation | : | Cayman Islands |
| Date of initial listing on GEM | : | 24 th July 2000 |
| Name of Sponsor | : | DBS Asia Capital Limited |
| Names of directors
(please distinguish the status of the
directors – Executive, Non-Executive
or Independent Non-Executive) | : | <u>Executive</u> : <ul style="list-style-type: none">- LOK Wai Man- SO Yiu King- CHOW Chi Ming, Daniel- LEUNG Wai Cheung |

Independent Non-Executive :

- TSE Lin Chung
- LEE Kar Wai

		<u>Number and percentage of direct / indirect holding of Shares</u>	
Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	SomaFlex Holdings Inc. (Note 2)	475,500,000	79.25% (Note 1)
Notes :	: LOK Wai Man (Note 3)	479,034,000	79.84%
1. Assuming that the Over-Allotment Option is not exercised.			
2. SomaFlex Holdings Inc. is 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.			
3. 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 SDI Ordinance, to be interested in the same 475,500,000 Shares held by SomaFlex Holdings Inc.			
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: None		
Financial year end date	: 31 st March		

Registered address : Century Yard, Cricket Square, Hutchins Drive,
P.O. Box 2681 GT, George Town, Grand Cayman,
British West Indies

Head office and principal place of business : 12th Floor, North Block, Skyway House, No.3
Sham Mong Road, Tai Kok Tsui, Kowloon

Web-site address (if applicable) : www.flexsystem.com

Share registrar : Principal Share Registrar : Bank of Butterfield
International (Cayman) Limited

Hong Kong Branch Share Registrar : Secretaries
Limited

Auditors : HLB Hodgson Impey Cheng

B. Business activities

Development and sale of software products and provision of application software services.

C. Ordinary shares

Number of ordinary shares in issue : 600,000,000

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 2,000

Name of other stock exchange(s) on which ordinary shares are also listed : None

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Details of any other securities in issue : None

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability

incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed :

LOK Wai Man

SO Yiu King

CHOW Chi Ming Daniel

LEUNG Wai Cheung

LEE Kar Wai

TSE Lin Chung