

# FlexSystem Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8050)

## FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") of FlexSystem Holdings Limited (the "Company") to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, on Thursday, 12 April 2012 at 9:30 a.m. and at any adjournment thereof.

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_

\_\_\_\_\_ being the registered holder(s) of (note b) shares of HK\$0.10 each in the share capital of the Company hereby appoint the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 12 April 2012 at 9:30 a.m. and at any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote (note d).

Special Resolution		For	Against
1.	To approve the Proposed Changes and to authorise the Directors to do all things necessary for giving effect to the Proposed Changes and to attend to any necessary registration and/or filing on behalf of the Company.		
Ordinary Resolutions		For	Against
2.	(i) To re-elect Mr. Yau Hoi Kin as executive director, and to authorise the board of directors to fix his remuneration.		
	(ii) To re-elect Mr. Kwong Wai Ho Richard as executive director, and to authorise the board of directors to fix his remuneration.		
	(iii) To re-elect Dr. Huang Youmin as executive director, and to authorise the board of directors to fix his remuneration.		
	(iv) To re-elect Dr. Chow Ka Ming Jimmy as independent non-executive director, and to authorise the board of directors to fix his remuneration.		
	(v) To re-elect Mr. Liu Zhiquan as independent non-executive director, and to authorise the board of directors to fix his remuneration.		
	(vi) To re-elect Dr. Wong Wing Lit as independent non-executive director, and to authorise the board of directors to fix his remuneration.		

Dated the day \_\_\_\_\_ of \_\_\_\_\_ 2012

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

### Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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 in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- h Any alteration made to this form should be initialled by the person who signs the form.