



THIRD QUARTERLY REPORT

2009/2010

FlexSystem Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8050

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 ("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 2009 with the unaudited consolidated comparative figures for the corresponding period in 2008 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

FOR THE THREE AND NINE MONTHS ENDED 31 DECEMBER 2009

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Revenue	2	22,836	26,478	62,398	76,020
Cost of sales		(9,517)	(7,261)	(24,140)	(21,960)
Gross profit		13,319	19,217	38,258	54,060
Other income		48	182	211	370
Distribution costs		(6,146)	(5,482)	(18,147)	(15,281)
Administrative expenses		(10,114)	(11,147)	(30,208)	(29,490)
Other operating expenses		(648)	(649)	(946)	(1,296)
(Loss)/profit before income tax		(3,541)	2,121	(10,832)	8,363
Income tax	3	-	(638)	-	(638)
(Loss)/profit for the period		(3,541)	1,483	(10,832)	7,725
Other comprehensive income					
Change in fair value of available-for-sale financial assets		-	(180)	157	(311)
Total comprehensive income for the period (net of tax)		(3,541)	1,303	(10,675)	7,414

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) *(Continued)*

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Attributable to:					
Equity holders of the Company		(3,616)	1,694	(10,832)	7,716
Minority interests		75	(211)	-	9
		(3,541)	1,483	(10,832)	7,725
Total comprehensive income attributable to:					
Equity holders of the Company		(3,616)	1,514	10,675	7,405
Minority interests		75	(211)	-	9
		(3,541)	1,303	(10,675)	7,414
(Losses)/earnings per share for (loss)/profit attributable to the equity holders of the Company during the period					
- basic and diluted (in HK cents)	4	(0.60) cents	0.28 cents	(1.81) cents	1.29 cents
Dividend		Nil	Nil	Nil	Nil

Notes:

1. Basis of presentation

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2009 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The accounting policies used in the unaudited consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2009, except for the following accounting policies newly adopted in current review period.

For the period ended 31 December 2009, the Group has not early applied the following new amendments, standards or interpretations that have been issued but are not yet effective.

HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 39 (Amendment)	Eligible Hedged Items ¹
HKFRS 3 (Revised)	Business Combinations ¹
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners ¹
HK(IFRIC)-Int 18	Transfers of Assets from Customers ²
HKFRS 5 (Amendment)	Improvements to HKFRS ¹

Notes:

¹ Effective for annual periods beginning on or after 1 July 2009

² Effective for transfers of assets from customers received on or after 1 July 2009

The application of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent’s ownership interest in subsidiary. The Directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

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 2009 with the unaudited consolidated figures for the corresponding period in 2008 are as follows:–

	Three months ended		Nine months ended	
	31 December		31 December	
	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue				
Software	10,381	16,446	31,766	45,490
Services	8,345	7,988	24,185	24,230
Other operations	4,110	2,044	6,447	6,300
	22,836	26,478	62,398	76,020

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. (Losses)/Earnings per share

The Group's basic losses 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.

The Group's basic earnings per share for the three months and nine months ended 31 December 2008 is calculated by dividing the profit attributable to equity holders of the Company of approximately HK\$1,694,000 and HK\$7,716,000 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 2009)

	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 2008	80,955	(47,430)	(46)	(311)	(34,580)	(1,412)
Change in fair value of available-for-sale financial assets	-	-	-	(311)	-	(311)
Total income and expense recognised directly in equity	-	-	-	(311)	-	(311)
Profit for the period	-	-	-	-	7,716	7,716
Total recognised income and expense for the period	-	-	-	(311)	7,716	7,405
Dividends	(3,000)	-	-	-	-	(3,000)
Balance at 31 December 2008	77,955	(47,430)	(46)	(622)	(26,864)	2,993
Balance at 1 April 2009	77,955	(47,430)	(46)	(629)	(31,220)	(1,370)
Change in fair value of available-for-sale financial assets	-	-	-	157	-	157
Total income and expense recognised directly in equity	-	-	-	157	-	157
Loss for the period	-	-	-	-	(10,832)	(10,832)
Total recognised income and expense for the period	-	-	-	157	(10,832)	(10,675)
Balance at 31 December 2009	77,955	(47,430)	(46)	(472)	(42,052)	(12,045)

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2009 (nine months ended 31 December 2008: Nil).

BUSINESS REVIEW AND PROSPECTS

Financial review

During the period ended 31 December 2009, turnover decreased by approximately 17% to approximately HK\$62 million as compared with the corresponding period last period. Moreover, the Group also recorded loss attributable to shareholders amounted to approximately HK\$10,832,000 which was 240% less than the corresponding period 2008.

Business review and Outlook

During the period under review, the Group was operating in a difficult business environment by the unfavorable market condition. Severe competition and uncertainties of economic recovery leads to a drop in the Group's turnover.

The Group has put significant resources into staff training and the return on investment started to be realized. Our workforce is getting more and more proficient in utilizing the software development technologies, resulting in an improvement in overall product and service offerings.

DIRECTORS' INTERESTS IN EQUITY AND EXECUTIVE'S INTEREST IN SECURITIES

As at 31 December 2009, 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 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:

DIRECTORS' INTERESTS IN EQUITY AND EXECUTIVE'S INTEREST IN SECURITIES (Continued)

Long positions in the 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:

1. 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.
2. 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 2009.

Save as disclosed above, as at 31 December 2009, 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.

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 2009.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the shares during the period.

DIRECTORS' INTERESTS IN CONTRACTS

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

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2009, 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 2009, 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.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions 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 throughout the period ended 31 December 2009. Having made specific enquiry of all directors, the Company's directors have complied with such code of conduct and the required standard of dealings throughout the period ended 31 December 2009.

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 2009 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 under review, none of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates (as defined in the GEM Listing Rules), has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with 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 2009.

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

Hong Kong, 8 February 2010

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.