

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

FlexSystem Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8050)

**(1) APPOINTMENT OF DIRECTORS;
(2) CHANGE OF AUTHORISED REPRESENTATIVES;
(3) CHANGE OF COMPLIANCE OFFICER;
AND
(4) CHANGE OF COMPANY SECRETARY**

The Board hereby announces that with effect from 30 January 2012,

- (i) Mr. Yau Hoi Kin, Mr. Kwong Wai Ho Richard and Dr. Huang Youmin have been appointed as executive Directors;
- (ii) Dr. Chow Ka Ming Jimmy has been appointed as independent non-executive Director;
- (iii) Mr. Lau Wai Shu and Mr. Sit Hon Cheong have resigned as the authorised representatives of the Company. Mr. Kwong Wai Ho Richard and Mr. Yau Hoi Kin have been appointed as the authorised representatives of the Company under Rule 5.24 of the GEM Listing Rules;
- (iv) Mr. Lau Wai Shu has resigned as the compliance officer of the Company. Mr. Kwong Wai Ho Richard has been appointed as the compliance officer of the Company as required under Rule 5.19 of the GEM Listing Rules; and
- (v) Mr. Sit Hon Cheong has resigned as the company secretary of the Company. Mr. Tung Tat Chiu, Michael has been appointed as the company secretary of the Company under Rule 5.14 of the GEM Listing Rules.

Reference is made to the composite offer and response document (the “**Composite Document**”) dated 27 January 2012 jointly issued by the Offeror and the Company in connection with the Offer. Unless otherwise stated in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

APPOINTMENT OF DIRECTORS

The Board hereby announces that Mr. Yau Hoi Kin, Mr. Kwong Wai Ho Richard and Dr. Huang Youmin (together, “**New Executive Directors**”) have been appointed as executive Directors and Dr. Chow Ka Ming Jimmy has been appointed as independent non-executive Director (the “**New Independent Non-Executive Director**”) with effect from 30 January 2012.

The brief biographical details of the New Executive Directors are set out below:

Mr. Yau Hoi Kin (游海建) (“Mr. Yau”), aged 45, has a wealth of practical experience and extensive knowledge of the business practices, and the legal and regulatory frameworks in the PRC. He had previously held senior positions in major international houses and spearheaded the listing of various State- and privately-owned companies in the PRC. Before that, Mr. Yau was an executive with the investment window company of the Guangzhou City Municipal Government. He had previously held an executive director position at a company listed in Hong Kong. Mr. Yau graduated with a degree in industrial enterprises management from 武漢水運工程學院 (now known as 武漢理工大學 or Wuhan University of Technology) and received his post-graduate certificate in business administration from the Hong Kong Open University.

Mr. Kwong Wai Ho Richard (鄺偉豪) (“Mr. Kwong”), aged 48, has expertise and extensive experience in the banking, international finance, and project advisory fields. Previously at a major international bank, he was instrumental in sourcing funding for many large scale infrastructure projects undertaken by window companies of the Guangzhou City Municipal Government, among others. Prior to joining the Company, he was a financial advisor to a number of private and listed companies in the Asia Pacific Region. Mr. Kwong had previously held executive director positions for companies listed on the GEM including Pan Asia Mining Limited for the period from 18 February 2008 to 26 January 2010. Mr. Kwong graduated from New York University with a Bachelor’s degree in finance.

Dr. Huang Youmin (黃友民) (“Dr. Huang”), aged 62, prior to joining the Company, was the principal investor and managing partner of a joint venture with the Ministry of Electronics Industry in the PRC. He spearheaded the research and development of automatic fare collection systems with embedded security features uniquely designed for the PRC’s various public transport systems. Dr. Huang previously held various senior managerial positions in window companies of the Guangzhou City Municipal Government that invested and operated large scale infrastructure projects in telecommunications, highways and airports. Before that, he taught chemistry at his alma mater. Dr. Huang graduated from Jinan University with a Bachelor’s degree in organic chemistry. He went to study at the University of California, Los Angeles before earning his Philosophy of Doctorate degree in physical organic chemistry at The University of Hong Kong.

The brief biographical details of the New Independent Non-Executive Director are set out below:

Dr. Chow Ka Ming Jimmy (周嘉明) (“Dr. Chow”), aged 37, is currently the Chairman of the Hong Kong Information and System Security Professional Association, and also a member of the British Computer Society. Dr. Chow has more than 10 years of managerial experience in the information technology, engineering and education fields. His current research interests include mobile robotics, soft-computing, computer networking and Information security and he has published more than 20 international journal papers in his research fields. Dr. Chow received his BEng (Hons) in Electrical Engineering (First Class Honor) and Doctor of Philosophy in Electrical Engineering from The Hong Kong Polytechnic University in 1997 and 2001 respectively. He was also one of the awardees of the Sir Edward Youde Memorial Scholarships and Sir Edward Youde Memorial Fellowships during his undergraduate and doctoral degree studies respectively.

The New Executive Directors and the New Independent Non-Executive Director will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The appointment of the New Executive Directors and the New Independent Non-Executive Director can be terminated with at least one month’s advance notice in writing by either the Company or the relevant Director. The remuneration of each of the New Executive Directors and the New Independent Non-Executive Director has not been fixed and will be determined with reference to his qualifications, experience and duties and responsibilities in the Company and its subsidiaries and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, none of the New Executive Directors or the New Independent Non-Executive Director holds any other positions in the Company or any of its subsidiaries or hold any directorship in any listed companies in the past three years preceding the date of this announcement, and nor are they related to any directors, senior management, substantial shareholders or controlling shareholders of the Company, or interested in any Shares within the meaning of Part XV of the SFO as at the date of this announcement. Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to their appointment that needs to be brought to the attention of the Shareholders.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board also announces that Mr. Lau Wai Shu and Mr. Sit Hon Cheong have resigned as the authorised representatives of the Company with effect from 30 January 2012.

With effect from the same date, Mr. Kwong Wai Ho Richard and Mr. Yau Hoi Kin have been appointed as authorised representatives of the Company under Rule 5.24 of the GEM Listing Rules.

CHANGE OF COMPLIANCE OFFICER

The Board also announces that Mr. Lau Wai Shu has resigned as the compliance officer of the Company with effect from 30 January 2012. On the same date, Mr. Kwong Wai Ho Richard has been appointed as the compliance officer of the Company as required under Rule 5.19 of the GEM Listing Rules.

CHANGE OF COMPANY SECRETARY

The Board also announces that Mr. Sit Hon Cheong has resigned as the company secretary of the Company with effect from 30 January 2012.

With effect from the same date, Mr. Tung Tat Chiu, Michael has been appointed as the company secretary of the Company under Rule 5.14 of the GEM Listing Rules.

GENERAL

The Board would like to give its warm welcome to Mr. Yau Hoi Kin, Mr. Kwong Wai Ho Richard, Dr. Huang Youmin and Dr. Chow Ka Ming Jimmy for joining the Company.

By order of the Board of
FlexSystem Holdings Limited
Lau Wai Shu
Chairman

Hong Kong, 30 January 2012

As at the date of this announcement, the Company's executive Directors are Mr. Lau Wai Shu, Mr. Sit Hon Cheong, Mr. Yau Hoi Kin, Mr. Kwong Wai Ho Richard and Dr. Huang Youmin and the Company's independent non-executive Directors are Mr. Lung Hung Cheuk, Ms. Yeung Wing Yan, Wendy, Mr. Yip Tai Him and Dr. Chow Ka Ming, Jimmy.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any such statement contained in this announcement misleading.

This announcement, for which the Directors 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 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from its date of posting and on the Company's website at <http://ir.sinodelta.com.hk/8050/>.