



Global Flex Holdings Limited
佳邦環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 471)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Global Flex Holdings Limited (the “**Company**”) will be held at 2nd Floor, Royal Hong Kong Yacht Club, Kellett Island, Causeway Bay, Hong Kong on 14 January 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution, with or without modifications, of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new ordinary shares of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation (as defined below) becoming effective; (ii) the confirmation of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”) and compliance with any conditions as may be imposed by the Court in relation to it; and with effect from the date when a copy of the Court order and a copy of the minute containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands are filed with the Registrar of Companies in the Cayman Islands (the “**Effective Date**”):

- (i) the issued share capital of the Company be reduced by (1) cancelling issued and paid up capital to the extent of HK\$0.09 on each ordinary share of HK\$0.10 of the Company (“**Share**”) in issue on the Effective Date and (2) the nominal amount of all issued Shares be reduced from HK\$0.10 each to HK\$0.01 each (“**Adjusted Shares**”) (the “**Capital Reduction**”) such that any liability in respect of any unpaid capital of the Adjusted Shares shall be deemed to be extinguished and the nominal amount by which the issued share capital of the Company thus reduced shall be deemed to be unissued share capital available to the Company for issue of the Adjusted Shares to maintain the authorized share capital of the Company at HK\$500,000,000 divided into 50,000,000,000 Adjusted Shares; and
- (ii) each unissued Share of HK\$0.10 each in the authorized and unissued share capital of the Company be subdivided into 10 unissued Adjusted Shares of HK\$0.01 each (the “**Share Subdivision**”); and

the directors of the Company be and are hereby authorised to transfer the credit arising from the Capital Reduction to a distributable reserve account of the Company to be applied for such lawful purposes as permitted under the articles of association of the Company and the law in the Cayman Islands and to do all such acts and things and to approve, sign and execute any other documents which in their opinion may be necessary, desirable or expedient to effect and implement the above matters in this resolution.”

By order of the board of Directors of
Global Flex Holdings Limited
Wong Chau Chi
Chairman

Hong Kong, 18 December 2008

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place of business in Hong Kong:

1701-1702, 17/F

The Hong Kong Club Building

3A Chater Road

Central

Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed under the circular of the Company dated the same date as this notice for use by the shareholders of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one proxy or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the 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 Company's branch share registrar ("**Branch Registrar**") in Hong Kong, Computershare Hong Kong Investor Services Limited of Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote.

As at the date of this notice, the board of Directors consists of 11 Directors, namely Mr. Lin Cheng Hung, Mr. Wong Chau Chi, Mr. Hsu Chung and Mr. Huang Lien Tsung all being executive Directors, Mr. Yang Yi, Mr. Chou Tsan Hsiung, Mr. Nguyen Duc Van and Dr. Li Jun all being non-executive Directors, and Mr. Wang Wei-Lin, Mr. Chow Chi Tong and Mr. Yu Kam Kee, Lawrence BBS, MBE, JP all being independent non-executive Directors.