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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 The Amercian Club, Floor 48, Exchange Square Two, Central, Hong Kong on Thursday, 9 April 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications, of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the Capital Reorganization becoming effective, the Convertible Notes Subscription Agreement dated 28 November 2008 entered into between the Company and the subscribers, a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, are hereby approved, and the Directors be and are hereby authorized to issue and allot new shares in excess 210,000,000 shares allowed under the general mandate, up to a maximum of 1,890,000,000 shares upon the exercise of the conversion rights attaching to the Convertible Notes.”

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

Hong Kong, 25 March 2009

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 Director.