

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.



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 American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Friday, 25 September 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution, with or without modifications, passing the following resolutions of the Company:—

ORDINARY RESOLUTIONS

1. “**THAT** the sale and purchase agreement (the “**Share Sale Agreement**”) dated 30 July 2009 entered into between Global Technology International Ltd. (“**GTI**”) as vendor, the Company, Mr. Wong Chau Chi as guarantors and Hi-P Flex Pte Ltd. (the “**Purchaser**”) as purchaser in connection with the sale of all the registered capital in Global Flex (Suzhou) Plant II Co., Ltd. (a copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification) and the sale and purchase agreement (“**Asset Sale Agreement**”) dated 30 July 2009 entered into between Global Flex (Suzhou) Co., Ltd. as the vendor and the Purchaser as the purchaser in connection with the disposal of all assets related to or used in connection with the business of flexible printed circuit boards and flexible-rigid printed circuit boards (a copy of which has been produced to the meeting marked “**B**” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated by the Share Sale Agreement and/or the Asset Sale Agreement (including without limitation the execution of a share charge by GTI in favour of Hi-P International Limited or its nominee on 30 July 2009 in respect of the shares of the Purchaser and the execution of a guarantee by the Company in favour of the Purchaser or its nominee on 30 July 2009 in respect of certain obligations of GTI under the Share Sale Agreement) be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Share Sale Agreement, the Asset Sale Agreement or the transactions contemplated by the Share Sale Agreement and/or the Asset Sale Agreement.”;

2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 5 July 2005 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to Clause 8.2 of the Share Option Scheme:
- (i) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries (“**Group**”) under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the day on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
 - (ii) subject to the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange from time to time, the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By order of the Board
Global Flex Holdings Limited
Wong Chau Chi
Executive Director

Hong Kong, 8 September 2009

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal office 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 in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th 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 announcement, the Board comprises one executive director, namely Mr. Wong Chau Chi; three non-executive directors, namely Mr. Chou Tsan Hsiung, Mr. Yang Yi and Dr. Li Jun; and two independent non-executive directors, namely Mr. Wang Wei-Lin and Mr. Yu Kam Kee, Lawrence, BBS, MBE, JP.