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If you have sold or transferred all your shares in **Global Flex Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES,
REFRESHMENT OF GENERAL SCHEME LIMIT,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**

VEDA | CAPITAL
智略資本

A notice convening the EGM to be held at The American Club, Floor 48, Exchange Square Two, Central, Hong Kong at 3:00 p.m. on Friday, 26 February 2010 is set out on pages 18 to 21 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

9 February 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company held on 30 June 2009
“Articles of Association”	the articles of association of the Company adopted pursuant to a written resolution passed by the then sole Shareholder on 5 July 2005, as amended from time to time
“associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Global Flex Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at The American Club, Floor 48, Exchange Square Two, Central, Hong Kong at 3:00 p.m. on Friday, 26 February 2010, the notice of which is set out on pages 18 to 21 of this circular, and any adjournment thereof
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the EGM
“General Scheme Limit”	the limit imposed under the Share Option Scheme on the total number of Shares 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, being 10% of the Company’s issued share capital as at the date of the extraordinary general meeting of the Company held on 25 September 2009, which may be refreshed pursuant to the Share Option Scheme
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	a committee of the Board comprising all the independent non-executive Directors established to advise the Independent Shareholders regarding the refreshment of the General Mandate
“Independent Shareholders”	Shareholders, excluding Mr. Wong Chau Chi and his associates
“Latest Practicable Date”	8 February 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	option(s) to subscribe for Shares granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	The share option scheme adopted by the Company on 5 July 2005
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreements”	the subscription agreements dated 7 January 2010 and 28 January 2010 respectively, made between the Company and the subscribers for the subscription of an aggregate 365,945,000 new Shares pursuant to the terms of the subscription agreements
“Veda Capital”	Veda Capital Limited, a licensed corporation to carry on type 6 regulated activity (advising on corporate finance) under the SFO, is the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Wong Chau Chi

Non-executive Directors:

Dr. Hui Liu

Mr. Yang Yi

Mr. Chou Tsan Hsiung

Mr. Shan Li

Dr. Li Jun

Independent non-executive Directors:

Mr. Wang Wei-Lin

Mr. Yu Kam Kee, Lawrence, BBS, MBE, JP

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, 17th Floor

The Hong Kong Club Building

3A Chater Road, Central

Hong Kong

9 February 2010

To the Shareholders

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES,
REFRESHMENT OF GENERAL SCHEME LIMIT,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with, (i) details of the refreshment of the General Mandate; the refreshment of the General Scheme Limit and the Directors proposed to be re-elected or appointed; (ii) a letter of recommendation from the Independent Board Committee to the Independent Share holders in respect of the refreshment of the General Mandate; (iii) a letter of recommendation from Veda Capital to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate; and (iv) the notice of the EGM at which resolutions will be proposed to be considered and if thought fit, approve the refreshment of the General Mandate; the refreshment of the General Scheme Limit and the re-election of the Directors.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

At the AGM, among other things, the Directors were granted a general unconditional mandate to allot, issue and deal with up to 365,945,000 Shares, which is equivalent to 20% of the then issued share capital of the Company. As announced by the Company on 7 January 2010 and 28 January 2010 respectively, the Company entered into Subscription Agreements pursuant to which aggregate 365,945,000 new Shares were issued under the above general mandate, representing 100% of the above general mandate.

As the above general mandate is fully utilized, in order to provide a flexible means for the Company to raise further funds through the issue of new Shares for its future business development if and when an opportunity arises, the Board proposes the grant of General Mandate to allow the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM.

Based on the 2,675,120,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares changes in the issued share capital until the date of the EGM, subject to the passing of the relevant ordinary resolution to approve the grant of the General Mandate at the EGM, the Directors will be authorised to allot and issue up to 535,024,000 Shares under the refreshed mandate.

Funds raised within the past 12 months have been utilised as intended. The Board considers that it is important for the Company to be able to raise fund quickly in order to seize the investment opportunities that may arise. To this end, the Directors believes that the grant of the General Mandate will give the Company the flexibility to raise funds and to expand and develop the business of the Company and therefore, is in the interests of the Company and the Shareholders as a whole.

The General Mandate will expire at the earliest of: (a) the conclusion of the annual general meeting of the Company next following the EGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Independent Board Committee, comprising all of the independent non-executive Directors, has been established to give recommendations to the Independent Shareholders in respect of the proposed refreshment of the General Mandate.

For the above reasons, the Directors (including the independent non-executive Directors) believe that it is in the interests of the Company and its Shareholders as a whole if the General Mandate is refreshed which allows the Directors to raise further funds by way of issuing of new Shares as and when funds are required.

REFRESHMENT OF GENERAL SCHEME LIMIT

The Share Option Scheme was adopted to enable the Company to grant Options to eligible participants as incentives or rewards for their contribution to the Group.

LETTER FROM THE BOARD

Under the rules of the Share Option Scheme:

- (i) the total number of Shares 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 Group is subject to the General Scheme Limit; and
- (ii) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the Shares in issue from time to time (“30% Overall Limit”).

The Company may seek approval of the Shareholders in the general meeting to refresh the General Scheme Limit provided that the total number of Share which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted.

Apart from the Share Option Scheme and the Options, the Group has no other share option scheme or any outstanding options to subscribe for Shares.

The existing General Scheme Limit is 206,945,000 Shares, being 10% of the Shares in issue as at the date of the extraordinary general meeting of the Company held on 25 September 2009. As at the Latest Practicable Date, Options carrying the rights to subscribe for a total of 187,500,000 Shares have been granted under the Share Option Scheme, none of which have been exercised and no Options have lapsed and cancelled.

Unless the General Scheme Limit is refreshed, only 19,445,000 Shares may be issued pursuant to the grant of further options under the Share Option Scheme. If the General Scheme Limit is refreshed, on the basis of 2,675,120,000 Shares in issue as at the Latest Practicable Date and assuming that prior to the EGM, no Shares are issued (whether upon exercise of Options or otherwise) or repurchased by the Company, the General Scheme Limit will be re-set at 267,512,000 Shares.

On the basis of 2,675,120,000 Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represents a total of 802,536,000 Shares. As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding Options granted since adoption of the Share Option Scheme and yet to be exercised is 259,166,667 Shares (representing approximately 9.69% of the number of Shares in issue as at the Latest Practicable Date. Accordingly, the refreshed General Scheme Limit together with all outstanding Options granted and yet to be exercised do not exceed the 30% Overall Limit as at the Latest Practicable Date.

LETTER FROM THE BOARD

The refreshment of the General Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the General Scheme Limit at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the EGM, which may fall to be issued pursuant to the exercise of Options under the General Scheme Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, such number of Shares representing 10% of the issued Shares as at the date of EGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the General Scheme Limit so refreshed.

The Company proposes to seek the approval by the Shareholders on the refreshment of the General Scheme Limit with a view to allowing the Company more flexibility to provide incentives or rewards to eligible participants for their contribution to the Group. The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that the eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of Options. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the EGM for the refreshment of the General Scheme Limit.

RE-ELECTION OF DIRECTORS

The Board has approved the appointments of Mr. Shan Li and Dr. Hui Liu as non-executive Directors, which took effect on 5 October 2009 and 9 November 2009 respectively. According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting.

By virtue of Article 112 of the Articles of Association, the office of Mr. Shan Li and Dr. Hui Liu will end at the conclusion of the EGM. Mr. Shan Li and Dr. Hui Liu will, being eligible, offer themselves for re-election.

Details of each of the Directors proposed to be re-elected or appointed at the EGM are set out in the Appendix I to this circular.

EGM

Approvals from the Independent Shareholders at the EGM are required for the refreshment of the General Mandate. Pursuant to Rules 13.36(4)(a) of the Listing Rules, in respect of the refreshment of

LETTER FROM THE BOARD

the General Mandate, any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution to approve the refreshment of the General Mandate at the EGM.

As at the Latest Practicable Date, the Company has no any controlling shareholder; and Mr. Wong Chau Chi, the chairman and the executive Director, together with his associates have aggregated interests in 109,697,500 Shares and 10,000,000 Options, in which the Shares and the underlying shares in the Option representing approximately 4.10% and 0.37% respectively of the total issued share capital of the Company. Accordingly, Mr. Wong Chau Chi and his associates will abstain from voting in favour of the resolution to approve the refreshment of the General Mandate at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder have material interest in the proposed refreshment of the General Scheme Limit and the re-election of the Directors. Accordingly, no Shareholder is required to abstain from voting in the EGM to approve the refreshment of the General Scheme Limit and the re-election of the Directors.

A notice convening the EGM to be held at The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Friday, 26 February 2010 at 3:00 p.m. is set out in this circular at which ordinary resolutions will be proposed to consider and, if thought fit, to approve (i) the refreshment of the General Mandate; (ii) the refreshment of the General Scheme Limit and (iii) the re-election of the Directors. A form of proxy for use at the EGM is enclosed with this circular. Shareholders are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible, and, in any event, not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll. After the conclusion of the EGM, an announcement regarding the poll results will be published on the respective website of the Stock Exchange and of the Company in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board considers that all ordinary resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders (or Independent Shareholders as the case may be) to vote in favour of such resolutions at the EGM.

The Independent Board Committee, having taken into account the advice of Veda Capital, considers the terms of the General Mandate are fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders should vote in favour of the relevant resolution to be proposed at the EGM to approve the General Mandate.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

GENERAL

Your attention is drawn to the details of the Directors proposed to be re-elected or appointed at the EGM as set out on Appendix of this circular. Your attention is drawn to the letter from the Independent Board Committee as set out on page 9 of this circular which contains its recommendation to the Independent Shareholders on the General Mandate. Your attention is also drawn to the letter from Veda Capital as set out on pages 10 to 14 of this circular, which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the above.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Global Flex Holdings Limited
Wong Chau Chi
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the proposed General Mandate:



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 471)

9 February 2010

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular (the “**Circular**”) to the Shareholders dated 9 February 2010 issued by the Company of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

We have been appointed by the Board as member of the Independent Board Committee to advise the Independent Shareholders in respect of proposed refreshment of the General Mandate, details of which are set out in the Letter from the Board contained in the Circular.

Having taken into account the advice of Veda Capital, the independent financial adviser of the Company, as set out in their letter of recommendation on pages 10 to 14 of the Circular, we are of the opinion that the proposed refreshment of the General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the General Mandate.

Yours faithfully,

For and on behalf of Independent Board Committee

Mr. Wang Wei-Lin and Mr. Yu Kam Kee Lawrence BBS, MBE, JP

Independent non-executive Directors

LETTER FROM VEDA CAPITAL

The following is the full text of the letter from Veda Capital setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of General Mandate, which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
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Veda Capital Limited
Suite 1302, 13th Floor,
Takshing House
20 Des Voeux Road Central,
Hong Kong

9 February 2010

*To the Independent Board Committee and the Independent Shareholders of
Global Flex Holdings Limited*

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to the circular dated 9 February 2010 issued by the Company to the Shareholders of which this letter forms part (the “**Circular**”) and our appointment as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the Circular. Capitalised terms used in this letter, unless the context otherwise requires, shall have the same meanings ascribed to them in the Circular.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, refreshment of the General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the General Mandate. As at the Latest Practicable Date, the Company has no controlling Shareholders. Mr. Wong Chau Chi, being the chairman and executive Director, together with his associates are in aggregate interested in 109,697,500 Shares and 10,000,000 Options, in which the Shares and the underlying shares in the Options representing approximately 4.10% and 0.37% respectively of the total issued share capital of the Company. Accordingly, Mr. Wong Chau Chi and his associates will abstain from voting in favour of the relevant resolution to approve the refreshment of the General Mandate at the EGM.

The Independent Board Committee (comprising all the independent non-executive Directors, namely Mr. Wang Wei-Lin and Mr. Yu Kam Kee, Lawrence, BBS, MBE, JP) has been established to advise the Independent Shareholders in respect of the refreshment of the General Mandate.

LETTER FROM VEDA CAPITAL

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Company, the Directors and management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true at the date of the EGM.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or its subsidiaries or associated companies.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of General Mandate, we have taken into consideration the following principal factors and reasons:

Background of and reasons for the refreshment of the General Mandate

The principal activity of the Company is investment holding whilst its subsidiaries are mainly engaged in manufacture and trading of printed circuit boards and assembly.

At the AGM, among other things, the Directors were granted a general unconditional mandate to allot, issue and deal with up to 365,945,000 Shares, which is equivalent to 20% of the then issued share capital of the Company (the “**Existing General Mandate**”). As announced by the Company on 7 January 2010, the Company entered into subscription agreements with not less than six subscribers on 7 January 2010 for their subscription of an aggregate of 200,000,000 new Shares (the “**1st Share Subscription**”). On 28 January 2010, the Company also announced that it entered into subscription agreements with not less than six subscribers on 28 January 2010 for their subscription of an aggregate of 165,945,000 new Shares (the “**2nd Share Subscription**”). As advised by the Company, as a result of the 1st Share Subscription, the Existing General Mandate has been utilized up to approximately 54.65% and the remaining was utilized in full as a result of the 2nd Share Subscription.

LETTER FROM VEDA CAPITAL

As set out in the Board Letter, as the Existing General Mandate was fully utilized, in order to provide a flexible mean for the Company to raise further funds through the issue of new Shares for its future business development if and when an opportunity arises, the Board proposes the grant of General Mandate to allow the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM. As at the Latest Practicable Date, the Company has 2,675,120,000 Shares in issue. Subject to the passing of the resolution for the refreshment of General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed under the refreshed General Mandate to allot and issue up to 535,024,000 new Shares.

As stated in the interim report of the Company for the six months ended 30 June 2009 (the “**IR 2009**”), the Company will collaborate with Hi-P Flex Pte Ltd to build a vertically integrated production platform for new generation mobile electronics and multimedia solutions. In addition, the Company expects to explore new businesses such as 3G and mobile TV and multimedia and is exploring opportunities in acquiring assets to strategically create a business and investment platform.

As set out in the IR 2009 and the annual report of the Company for the year ended 31 December 2008, the Group recorded losses amounted to approximately US\$17.4 million and approximately US\$75.1 million respectively for the six months ended 30 June 2009 and for the year ended 31 December 2008. As at 30 June 2009, the Group has recorded bank balances and cash of approximately US\$2.8 million and bank borrowings of approximately US\$39.8 million.

As advised by the Company, the net proceeds raised from the 1st Share Subscription has been fully utilized as general working capital of the Company. As set out in the announcement of the Company dated 28 January 2010, it is expected that the net proceeds raised from the 2nd Share Subscription of approximately HK\$17.87 million will be used as general working capital of the Company.

Having consider that (i) the Existing General Mandate has been fully utilized as a result of the 1st Share Subscription and the 2nd Share Subscription; (ii) the liquidity position of the Group as at 30 June 2009 and the refreshment of the General Mandate can enhance the financial flexibility necessary for the Group to raise funds by equity financing for future business development and to strengthen the capital base and financial position of the Company; (iii) the Company has been exploring new businesses and opportunities in acquiring assets to strategically create a business and investment platform; and (iv) there is no certainty that existing cash and facility resources will be adequate for any appropriate investment that may be identified by the Company in the future, additional funding may still be needed in a timely manner when necessary for financing future investments should suitable investment opportunities arise, we consider the refreshment of General Mandate is fair and reasonable and is in the interests of the Company and the Independent Shareholders as a whole.

Other financing alternatives

As debt financing may incur interest burden to the Group, the Directors consider that equity financing such as issuance of new Shares for cash or equity swaps may be appropriate means to fund the potential investments and/or acquisitions and provide additional working capital for the future

LETTER FROM VEDA CAPITAL

development and expansion of the Group, given the Group's financial position, capital structure, cost of funding and the then financial market condition. The Directors will also consider other financing methods such as debt financing or internal cash resources to fund future business development of the Company, if appropriate, after taking into consideration the then financial position, capital structure and cost of funding of the Group as well as the then market condition.

Having consider that (i) debt financing may incur interest burden to the Group; (ii) rights issue/open offer may take a longer time to complete while fund raising exercise pursuant to general mandate provides the Company a simpler and less lead time process than other types of fund raising exercise and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner; and (iii) the refreshment of General Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development, including equity issuance, we are of the view that the refreshment of General Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

Potential dilution to shareholdings of the Independent Shareholders

Set out below is a table showing the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings upon full utilization of the refreshed General Mandate assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM:

Shareholders	As at the Latest Practicable Date		Immediately upon full utilization of the refreshed General Mandate	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Hansom Group Limited	479,450,000	17.92	479,450,000	14.93
Wong Chau Chi (Note)	109,697,500	4.10	109,697,500	3.42
Independent Shareholders	2,085,972,500	77.98	2,085,972,500	64.98
Additional Shareholders upon full utilization of the refreshed General Mandate	<u>—</u>	<u>—</u>	<u>535,024,000</u>	<u>16.67</u>
Total:	<u><u>2,675,120,000</u></u>	<u><u>100.00</u></u>	<u><u>3,210,144,000</u></u>	<u><u>100.00</u></u>

Note: These Shares are registered under the name of Chi Capital Holdings Limited ("Chi Capital"), a company wholly owned by Mr. Wong Chau Chi and he is the sole director of Chi Capital.

As illustrated in the table above, the existing aggregate shareholding of the Independent Shareholders will decrease from approximately 77.98% as at the Latest Practicable Date to approximately 64.98% upon full utilization of the refreshed General Mandate, assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM.

LETTER FROM VEDA CAPITAL

Taking into account that (i) the refreshment of the General Mandate will provide an alternative to increase the amount of capital which may be raised under issuance of the new Shares under the refreshed General Mandate; (ii) the refreshed General Mandate will provide more options of financing to the Group for further development of its business as well as in other potential future investment and/or acquisitions as and when such opportunities arise; and (iii) the fact that the shareholdings of all Shareholders will be diluted proportionately to their respective shareholding upon any utilization of the refreshed General Mandate, we consider such dilution or potential dilution to shareholdings of the Independent Shareholders to be justifiable.

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the refreshment of General Mandate is in the interests of the Company and Independent Shareholders as a whole, and is fair and reasonable. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the refreshment of General Mandate to be proposed at the EGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the refreshed General Mandate is utilised.

Yours faithfully,
For and on behalf of
Veda Capital Limited

Hans Wong
Managing Director

Julisa Fong
Executive Director

The following are the particulars of the Directors proposed to be re-elected or appointed at the EGM:

NON-EXECUTIVE DIRECTORS

Mr. Shan Li (Mr. Li), aged 46, graduated from School of Economics and Management of Tsinghua University with a BS degree in Management Information Systems in 1986, from University of California Davis with a MA degree in Economics in 1988, and from Massachusetts Institute of Technology with a PhD degree in Economics in 1993. After graduation, Mr. Li worked as an International Economist for Goldman Sachs & Co. In 1995, He became an Executive Director of Investment Research Department of Goldman Sachs (Asia), Executive Director for Investment Banking in Goldman Sachs International in London in 1997. From 1999 to 2001, Mr. Li was a Managing Director and the Head of China Investment Banking at Lehman Brothers. During 2001-2005, Mr. Li was the Chief Executive Officer for Bank of China International Holdings (“BOCI”) in Hong Kong. At present, Mr. Li is a founding partner and Chief Executive Officer for San Shan (HK) Limited, an investment advisory company based in Hong Kong, Deputy Director of National Center of Economic Research of Tsinghua University, Director for Soufun.com and China Cablecom, and Vice-Chairman of China Overseas Returned Scholars Development Foundation in Beijing. Mr. Li was also a Director for 51job.com, a company listed on the Nasdaq.

Save as disclosed above, Mr. Li does not hold any other major appointment or qualification and has not held any position nor directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

Mr. Li does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Li held 10,000,000 Options granted on 5 November 2009, which represents approximately 0.37% of the issued share capital of the Company. Save as disclosed above, Mr. Li does not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. Li shall hold office as a non-executive Director for a term of one year commencing from 5 October 2009, subject to re-election at the next following general meeting of the Company in accordance with the Articles of Association, unless terminated by not less than three months’ notice in writing served by either the Company or Mr. Li at any time during the term.

Mr. Li does not enter into any service contract with the Company. Remuneration of Mr. Li will be determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no information which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Li that need to be brought to the attention of the Shareholders.

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED
TO BE RE-ELECTED OR APPOINTED AT THE EGM**

Dr. Hui Liu (Dr. Liu), aged 41, is the creator of China's home grown mobile TV technology CMMB ("China Mobile Multimedia Broadcasting") that enables mobile TV in China and in other regions of the world. CMMB has been designated as China's only official industry standard and is already under operation. Dr. Liu is also one of the principal designers for China's home grown 3G system TD-SCDMA. He is the author of the first 6 key patents. Furthermore, Dr. Liu is the developer of the world's first OFDMA mobile cellular system in 2000 and holder of fundamental patents on WiMAX and 3G LTE networks.

Dr. Liu is currently a professor of the University of Washington (Department of Electrical Engineering) in United States of America (the "USA"). In 1992, Dr. Liu graduated with Master Degree of Science of Portland State University in the USA. In 1995 he was awarded a degree of Doctor of Philosophy of Electrical and Computer Engineering from the University of Texas in the USA. After his graduation, he was a chief scientist of Cwill Telecomm in the USA. From 1995 -1998, Dr. Liu was an assistant professor of University of Virginia in the USA. Afterward, he was working in University of Washington in the USA, start as an assistant professor. In 2001, he became an associate professor and subsequently as a full professor since 2008. During on leave in between 2000 to 2002, he was the founder and chief executive officer of Broadstorm Technologies Inc. in the USA.

Dr. Liu received several awards and honors, such as the National Science Foundation (NSF) Early Faculty Career Award, Office of Naval Research (ONR) Young Investigator Award, and the National Patent Gold Medal Award for his contributions to TD-SCDMA 3G systems. Dr. Liu was the associate chair of research of Department of Electrical Engineering, University of Washington in 2008. He is the chief architect of CMMB mobile TV system and has been a Fellow of IEEE Communications Society since 2009. Dr. Liu has several publication, including 42 refereed archival journals on IEEE Transactions, 93 conference papers, 2 textbooks with title "Signal processing applications in CDMA communications" and "OFDM-based wireless networks: design and optimization" and 2 book chapters.

Save as disclosed above, Dr. Liu does not hold any other major appointment or qualification and has not held any position nor directorship in any other listed public companies during the last three years preceding the Latest Practicable Date.

Dr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Liu held 10,000,000 Options granted on 24 November 2009, which represents approximately 0.37% of the issued share capital of the Company. Save as disclosed above, Dr. Liu does not have any interests in any Shares within the meaning of Part XV of the SFO.

Dr. Liu shall hold office as a non-executive Director for a term of one year commencing from 9 November 2009, subject to re-election at the next following general meeting of the Company in accordance with the Articles of Association, unless terminated by not less than three months' notice in writing served by either the Company or Dr. Liu at any time during the term.

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED
TO BE RE-ELECTED OR APPOINTED AT THE EGM**

Dr. Liu has not entered into any service contract with the Company. Remuneration of Dr. Liu will be determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no information which is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Dr. Liu that need to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (“**Meeting**”) of Global Flex Holdings Limited (“**Company**”) will be held at The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Friday, 26 February 2010 at 3:00 p.m. to consider and if thought fit, passing, with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. to re-elect or appoint the directors (“**Directors**”) of the Company (each as a separate resolution);
2. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted by the Company; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

3. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares 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% 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% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of Shares 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% of the aggregate nominal amount of the issued share capital of the Company as at the day on which this

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Listing Rules from time to time, the Directors or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for Shares 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 of Directors of
Global Flex Holdings Limited
Wong Chau Chi
Chairman

Hong Kong, 9 February 2010

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, 17th Floor,
The Hong Kong Club Building
3A Chater Road, Central
Hong Kong

Notes:

1. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. 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.
3. 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.
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 Branch Registrar not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.
7. In accordance with the Listing Rules, Mr. Wong Chau Chi and his associates shall abstain from voting in respect of the resolution no. 2 set out in the notice as set out above.

As at the date of this notice, the board of Directors consists of eight Directors, namely Mr. Wong Chau Chi, being executive Director; Dr. Hui Liu, Mr. Yang Yi, Mr. Chou Tsan Hsiung, Mr. Shan Li and Dr. Li Jun, all being non-executive Directors; and Mr. Wang Wei-Lin and Mr. Yu Kam Kee, Lawrence, BBS, MBE, JP, all being independent non-executive Directors.