

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. ¹⁰² OF 2009

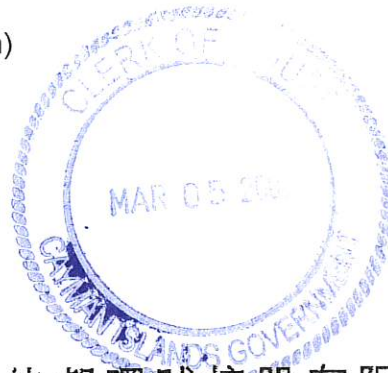
IN THE MATTER of Global Flex Holdings Limited 佳邦環球控股有限公司

AND in the matter of the Companies Law (2007 Revision)

AND Grand Court Rules 1995 Order 102



PETITION



TO: The Grand Court of the Cayman Islands

THE PETITION of Global Flex Holdings Limited 佳邦環球控股有限公司
shows as follows:

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Law (2007 Revision) (the "**Companies Law**") confirming a reduction of the capital of your Petitioner Global Flex Holdings Limited 佳邦環球控股有限公司 (the "**Company**").
2. The Company was incorporated under the Companies Law on 22 July 2004 and registered in the Cayman Islands as an exempted company with registration number CT-138154.
3. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
4. As at the date of incorporation of the Company on 22 July 2004, its authorised share capital was HK\$100,000 divided into 1,000,000 shares of HK\$0.10 each (the "**Shares**"). The authorised share capital of the Company was subsequently increased from HK\$100,000 to HK\$500,000,000 on 5 July 2005.
5. The Shares of the Company have been listed on The Stock Exchange of Hong Kong Limited since October 2005. Over the years, the Company has allotted and issued

various tranches of ordinary shares, being the only class of shares in the Company. As at the date of this petition, the authorised share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.10 each and its issued share capital is HK\$ 159,000,000 divided into 1,590,000,000 shares of a nominal or par value of HK\$0.10 each.

6. The objects for which the Company was formed are unrestricted and the Company has full power and authority to exercise all the functions of a natural person of full capacity in respect of any question of corporate benefit, as provided by section 27(2) of the Companies Law.
7. The articles of association (the "**Articles of Association**") of the Company provide, *inter alia*, as follows:

Article 13 "The Company may from time to time by Ordinary Resolution:

- (i) increase its share capital as provided by Article 7;
- (ii) consolidate or divide all or any of its share capital into shares of larger or smaller amount than its existing shares; and on any consolidation of fully paid shares into shares of larger amount, the Directors may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into a consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Directors for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interest or may be paid to the Company for the Company's benefit;

- (iii) divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;
- (iv) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;
- (v) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;
- (vi) make provision for the issue and allotment of shares which do not carry any voting rights; and
- (vii) change the currency of denomination of its share capital.

The Company may apply the share premium account in any manner permitted by the Statutes. The Company shall at all times comply with the provisions of the Statutes in relation to its share premium account."

Article 14 "The Company may by Special Resolution reduce its share capital or undistributable reserve in any manner authorised, and subject to any conditions prescribed, by law."

8. By a special resolution of the Company (the "**Special Resolution**") duly passed in accordance with section 14(1) of the Companies Law at an adjourned extraordinary general meeting held on 19 January 2009 (the "**Extraordinary General Meeting**"), it

was resolved:

"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, (2007 Revision) 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.”

9. The Special Resolution was presented to the meeting and voted on by way of poll. The members present and voting in person or by corporate representative or by proxy, representing not less than three-fourths of the votes cast, voted to approve the Special Resolution and the chairman of the adjourned Extraordinary General Meeting declared the resolution passed in accordance with the Articles of Association of the Company.

9. The Company is prohibited from issuing new shares at below their par value under the Articles of Association and without Court approval under the Companies Law. The current par value per Share is HK\$0.10. The closing price per Share as quoted on the Stock Exchange on 15 December 2008, being the last trading day of the Shares on the Stock Exchange before the latest practicable date prior to the printing of the circular published by the Company on 18 December 2008 in relation to the Capital Reduction, was HK\$0.036. The average closing price per Share for the last 10 consecutive trading days up to and including 18 December 2008 was HK\$0.035. The average closing price per Share for the last 30 consecutive trading days up to and including 18 December 2008 was HK\$0.033.

10. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company has no intention to make any payment of paid up capital to any shareholder. Furthermore, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company nor will it affect the proportionate interests of the shareholders of the Company.

11. The form of Minute proposed to be registered is as follows:

“The issued share capital of Global Flex Holdings Limited (the “Company”) was by virtue of a Special Resolution passed on 19 January 2009 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [•] 2009, reduced from HK\$159,000,000 divided into 1,590,000,000 ordinary shares of HK\$0.10 each to HK\$15,900,000 divided into 1,590,000,000 ordinary shares of HK\$0.01 each (the “Capital Reduction”). Upon


the Capital Reduction becoming effective, each of the authorised but unissued shares of HK\$0.10 each in the capital of the Company (including the authorised but unissued shares arising from the Capital Reduction) was subdivided into 10 shares of HK\$0.01 each. As at the date of the registration of this Minute, the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 shares of HK\$0.01 each, of which 1,590,000,000 ordinary shares of HK\$0.01 each have been issued and are fully paid or credited as fully paid."

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction proposed to be effected by the Special Resolution set forth in paragraph 8 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

NOTE: It is intended to serve this Petition on Global Flex Holdings Limited
佳邦環球控股有限公司, at its registered office located at Cricket
Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

DATED THIS 5th DAY OF MARCH, 2009.



CONYERS DILL & PEARMAN
Attorneys-at-Law for the Petitioner herein

This Petition having been presented to the Court on the 5th day of March 2009 will be heard at
the Law Courts, George Town, Grand Cayman on the ____ day of _____ 2009 at
_____ a.m./p.m. or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Applicant herein whose
address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111,
Cayman Islands.

#AC/al/#291139