

GLOBAL SOURCES LTD /BERMUDA
Form 20-F/A
July 15, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A
(Amendment No. 1)

(Mark One)

Registration Statement Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

OR

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 2008.

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

OR

Shell Company Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 Date of event requiring this shell company report.....For the transition period from to

Commission file number 000-30678
GLOBAL SOURCES LTD.
(Exact name of Registrant as specified in its charter)

Global Sources Ltd.
(Translation of Registrant's name into English)

Bermuda
(Jurisdiction of incorporation or organization)

Canon's Court
22 Victoria Street
Hamilton, HM 12 Bermuda
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
| | NASDAQ National Market |

Common Shares, \$0.01 Par
Value

Securities registered or to be registered pursuant to Section 12(g) of the Act: NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: NONE

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

44,543,330 common shares, \$0.01 par value, outstanding as of April 30, 2009.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Yes No

Note-Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

| | | | | | |
|-----------|-------------------------------------|---|--------------------------|-------|--------------------------|
| U.S. GAAP | <input checked="" type="checkbox"/> | International Financial Reporting Standards as issued by the International Accounting Standards Board | <input type="checkbox"/> | Other | <input type="checkbox"/> |
|-----------|-------------------------------------|---|--------------------------|-------|--------------------------|

If "Other" has been checked in response to the previous questions, indicate by check mark with financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

EXPLANATORY NOTE

Global Sources Ltd. hereby amends its Annual Report on Form 20-F for the fiscal year ended December 31, 2008 previously filed with the Securities and Exchange Commission on June 26, 2009 (“Original 20-F Filing”).

Specific Change

This Amendment No. 1 to the Original 20-F Filing on Form 20-F/A (“Amendment No. 1”) is being filed with respect to the following item of the Original 20-F Filing:

- Item 7. Major Shareholders and Related Party Transactions — Major Shareholders :
 - paragraph 2 of “— Major Shareholders” is amended below to reflect that we have been informed that ownership of Hill Street Trustees Limited changed on February 27, 2009 from partners of the Maurant Group to RBC Trust Company (International) Limited which is ultimately owned by Royal Bank of Canada.

Limited Amendment

Except as specifically and expressly disclosed in this filing, this Amendment No. 1 does not, and does not purport to, amend, update or restate any information in any Items or sections of the Original 20-F Filing, or reflect any events having occurred after the filing of the Original 20-F Filing on June 26, 2009.

All statements in this Explanatory Note are subject to and qualified by the full contents of the Amendment No. 1 below.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

Major Shareholders

[The following new Item 7. Major Shareholders and Related Party Transactions — Major Shareholders amends and replaces existing Item 7. Major Shareholders and Related Party Transactions — Major Shareholders in the Original 20-F Filing in its entirety:]

The following table sets forth information about those persons who hold more than 5% of our common shares and the share ownership of our directors and officers as a group. The information is based upon our knowledge of the share ownership of such persons on April 30, 2009.

Hung Lay Si Co. Ltd. is a company organized under the laws of the Cayman Islands. It is wholly owned by the Quan Gung 1986 Trust (the “1986 Trust”), a trust formed under the laws of the Island of Jersey. The trustee of the 1986 Trust is Hill Street Trustees Limited, an Island of Jersey limited liability company whose shares are wholly owned by RBC Trust Company (International) Limited, a corporation formed under the laws of the Island of Jersey. Prior to February 27, 2009, Hill Street Trustees Limited was wholly owned by the partners of the Mourant Group, which is a firm based in the Island of Jersey that provides trust administrative services. Hill Street Trustees Limited is the sole beneficial owner of the Hung Lay Si Co. Ltd. shares under applicable U.S. SEC rules and regulations.

Prior to November 27, 2003, the 1986 Trust (through Hung Lay Si Co. Ltd.) beneficially owned approximately 61% of our common shares, and may be deemed to be the beneficial owner of certain of our common shares as of April 30, 2009 (see below). Counsel to Hill Street Trustees Limited has informed us that, by virtue of the terms of the 1986 Trust and the laws of the Island of Jersey, Hill Street Trustees Limited cannot make disclosure of the names of the beneficiaries and settlor of the 1986 Trust in breach of the obligations placed on it and in accordance with its duties of confidentiality. Accordingly, the identity of the beneficiaries or settlors of the 1986 Trust may never be known.

On November 27, 2003, Merle A. Hinrichs acquired 24,212,163 of our common shares, after adjustment to reflect the share split resulting from our bonus share distributions of one share for every ten shares held as of March 1, 2004, as of March 4, 2005, as of March 15, 2006, as of March 16, 2007, as of January 1, 2008, and as of February 27, 2009, representing approximately 54.4% of our outstanding common shares as of April 30, 2009, from Hung Lay Si Co. Ltd. As consideration for the purchase of the common shares, Mr. Hinrichs agreed to pay Hung Lay Si Co. Ltd. the purchase price of \$109,337,056 payable on November 27, 2013. Mr. Hinrichs has granted to Hung Lay Si Co. Ltd. a security interest in all the said common shares as well as an additional 7,100,812 common shares (after adjustment to reflect the share split resulting from our said bonus share distributions) owned by Mr. Hinrichs, pending payment of the consideration. A copy of the purchase agreement and security agreement was filed by Mr. Hinrichs with the SEC on Schedule 13D on December 8, 2003, and jointly by the 1986 Trust and Hung Lay Si Co. Ltd. on Schedule 13D/A on the same day, and reference is made to those filings for the complete terms of the transaction. The agreements provide that in the event of cash dividends declared and paid by us, Mr. Hinrichs will pay to Hung Lay Si Co. Ltd. 50% of the dividends for any of the common shares purchased by Mr. Hinrichs from Hung Lay Si Co. Ltd. that remain subject to Hung Lay Si Co. Ltd.’s security interest in the shares. If Mr. Hinrichs wishes to transfer or sell any shares subject to those agreements to someone other than Hung Lay Si Co. Ltd., Hung Lay Si Co. Ltd. has a right of first refusal to offer to purchase those shares. Hung Lay Si Co. Ltd. may also be deemed, under SEC rules, to be a beneficial owner of the shares in which it has a right of first refusal and a security interest.

Pursuant to a share purchase agreement and an agreement, each dated as of October 5, 2008, as amended by a letter agreement dated as of November 11, 2008, Mr. Hinrichs (i) agreed to sell 400,000 of our common shares at a price of \$8.00 per share to Hung Lay Si Co. Ltd. for a cash consideration of \$3.2 million and (ii) agreed to transfer 5,600,000 of our common shares at an agreed value of \$8.00 per share to Hung Lay Si Co. Ltd. as partial repayment of the

consideration for the previous share purchase referred to in the foregoing paragraph. Copies of the agreements were filed by Mr. Hinrichs with the SEC on Schedule 13D/A on November 18, 2008, and jointly by the 1986 Trust and Hung Lay Si Co. Ltd. on Schedule 13D/A on the same day, and reference is made to those filings for the complete terms of the transactions. The transactions were completed in November 2008.

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As a result, and after the purchase by us of 3,589,589 of our common shares from Mr. Hinrichs pursuant to the tender offer consummated in December 2008, and after our bonus share distribution of one share for every ten shares held as of February 27, 2009, Mr. Hinrichs owns 20,951,524 of our common shares, representing approximately 47.0% of our outstanding common shares as of April 30, 2009. For a further description of the tender offer referred to above, see “Purchase by a Company of its Own Common Shares” under Item 10.

Pursuant to the same tender offer referred to above, Hung Lay Si Co. Ltd. tendered 1,529,832 common shares which were accepted for payment. In addition to the 8,849,507 common shares owned by it, Hung Lay Si Co. Ltd. may be deemed to be the beneficial owner of 20,764,421 common shares owned by Mr. Hinrichs as at April 30, 2009 in which it has a right of first refusal and a security interest. Hill Street Trustees Limited has shared dispositive power with respect to those 20,764,421 common shares as well, as it has the authority to vote and dispose of the shares of Hung Lay Si Co. Ltd. owned by the 1986 Trust.

| Name of Beneficial Owner | Common Shares Beneficially Owned | |
|--|----------------------------------|---------------|
| | Shares | Percentage ** |
| Merle A. Hinrichs | 20,951,524 | 47.0% |
| Hung Lay Si Co. Ltd | 8,849,507 | 19.9% |
| Eddie Heng Teng Hua | * | * |
| David Gillan | * | * |
| J. Craig Pepples | * | * |
| Bill Georgiou | * | * |
| Sarah Benecke | * | * |
| David F. Jones | * | * |
| Roderick Chalmers | * | * |
| James Watkins | * | * |
| Robert Lees | * | * |
| All officers and directors as a group (10 persons) | 21,440,744 | 48.1% |

* Indicates beneficial ownership of less than 1%.

**The percentage figures are calculated based on our total outstanding common shares (and do not take into account that portion of our total issued common shares which are held as treasury shares).

As at April 30, 2009, we believe that 12,680,037 of our shares or approximately 28.5% were beneficially owned by U.S. holders and there were 697 shareholders of record in the U.S. (excluding any U.S. holders who may be holding our shares through brokerage firms).

Mr. Merle A. Hinrichs, our Chairman and Chief Executive Officer, beneficially owns approximately 47.0% of our common shares as at April 30, 2009, and is deemed our controlling shareholder.

Our major shareholders do not have different voting rights. We do not know of any arrangement which may at a subsequent date result in a change in control of our company.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F/A on its behalf.

By: GLOBAL SOURCES LTD.
/s/ DAVID
GILLAN

David Gillan, Chief Financial
Officer

Date: July 15, 2009