

GLOBAL SOURCES LTD /BERMUDA  
Form 20-F  
April 26, 2013

---

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

FORM 20-F

(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, 2012.  
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 .....

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)

Connie Lai, Chief Financial Officer  
Telephone: (852) 25554864  
E-mail: [connielai@globalsources.com](mailto:connielai@globalsources.com)  
Facsimile: (852) 28700955

Global Sources Ltd.  
c/o Equitable Accounting Services Limited,  
22/F Vita Tower, 29 Wong Chuk Hang Road, Hong Kong  
(Name, Telephone, E-mail and /or Facsimile number and Address of Company Contact Person)

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

Edgar Filing: GLOBAL SOURCES LTD /BERMUDA - Form 20-F

| Title of each class             | Name of each exchange on which registered |
|---------------------------------|---|
| Common Shares, \$0.01 Par Value | NASDAQ Global Market                      |

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:

34,069,363 common shares, \$0.01 par value, outstanding as of December 31, 2012.

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  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

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  x

---

(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                      \_\_\_\_\_

---

TABLE OF CONTENTS

GENERAL INFORMATION

|  | Page |
|--|------|
| PART I   |      |
| ITEM IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS               | 2    |
| 1.   |      |
| ITEM OFFER STATISTICS AND EXPECTED TIMETABLE                             | 2    |
| 2.   |      |
| ITEM KEY INFORMATION   | 2    |
| 3.   |      |
| ITEM INFORMATION ON THE COMPANY  | 23   |
| 4.   |      |
| ITEM UNRESOLVED STAFF COMMENTS   | 38   |
| 4A.  |      |
| ITEM OPERATING AND FINANCIAL REVIEW AND PROSPECTS                        | 38   |
| 5.   |      |
| ITEM DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES                          | 57   |
| 6.   |      |
| ITEM MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS                   | 64   |
| 7.   |      |
| ITEM FINANCIAL INFORMATION   | 65   |
| 8.   |      |
| ITEM THE OFFER AND LISTING   | 109  |
| 9.   |      |
| ITEM ADDITIONAL INFORMATION  | 109  |
| 10.  |      |
| ITEM QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK          | 119  |
| 11.  |      |
| ITEM DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES              | 120  |
| 12.  |      |
| PART II  |      |
| ITEM DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES                     | 121  |
| 13.  |      |
| ITEM MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF | 121  |
| 14. PROCEEDS   |      |
| ITEM CONTROLS AND PROCEDURES   | 121  |
| 15.  |      |
| ITEM CONTROLS AND PROCEDURES   | 122  |
| 15T.   |      |
| ITEM AUDIT COMMITTEE FINANCIAL EXPERT                                    | 122  |
| 16A.   |      |

|           |  |     |
|-----------|--|-----|
| ITEM 16B. | CODE OF ETHICS   | 122 |
| ITEM 16C. | PRINCIPAL ACCOUNTANT FEES AND SERVICES                                 | 122 |
| ITEM 16D. | EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES             | 123 |
| ITEM 16E. | PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS | 123 |
| ITEM 16F. | CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT                           | 123 |
| ITEM 16G. | CORPORATE GOVERNANCE   | 123 |
| ITEM 16H. | MINE SAFETY DISCLOSURE   | 123 |

PART III

|          |                      |     |
|----------|----------------------|-----|
| ITEM 17. | FINANCIAL STATEMENTS | 124 |
| ITEM 18. | FINANCIAL STATEMENTS | 124 |
| ITEM 19. | EXHIBITS             | 125 |

---

## FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed in this Annual Report on Form 20-F contain certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operations and business. These statements relate to analyses and other information which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. These forward-looking statements are identified by their use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “predict”, “will” and similar terms and phrases, including references to assumptions. These forward-looking statements involve risks and uncertainties, including current trend information, projections for deliveries, backlog and other trend projections, that may cause our actual future activities and results of operations to be materially different from those suggested or described in this Annual Report on Form 20-F.

These risks include:

- customer satisfaction and quality issues;
- competition;
- our ability to achieve and execute internal business plans;
- worldwide political instability and economic downturns and inflation, including any weakness in the economic and political conditions of countries in the Asia-Pacific region, including China; and
- other factors described herein under “Risk Factors.”

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Given these uncertainties, users of the information included in this Annual Report on Form 20-F, including investors and prospective investors, are cautioned not to place undue reliance on such forward-looking statements. We do not intend to update the forward-looking statements included in this Annual Report on Form 20-F.

In this Annual Report on Form 20-F, except as specified otherwise or unless the context requires otherwise, “we”, “our”, “us”, the “Company”, and “Global Sources” refer to Global Sources Ltd. and its subsidiaries. All references to “fiscal” in connection with a year shall mean the year ended December 31.

## SPECIAL NOTE ON OUR FINANCIAL INFORMATION PRESENTED IN THIS ANNUAL REPORT

Our consolidated financial statements included in this Annual Report on Form 20-F have been prepared in conformity with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. We adopted IFRS effective as at December 31, 2010. Our consolidated financial statements as of and for the year ended December 31, 2009 were originally prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, and were restated in accordance with IFRS for comparative purposes only.

In accordance with rule amendments adopted by the U.S. Securities Exchange Commission (the “SEC”), which became effective on March 4, 2008, we do not provide a reconciliation to U.S. GAAP. Furthermore, pursuant to the transitional relief granted by the SEC in respect of the first-time adoption of IFRS, we have only provided financial



information for four fiscal years ended December 31, 2012, December 31, 2011, December 31, 2010 and December 31, 2009 in this Annual Report as presented under IFRS.

All financial information contained herein is expressed in United States Dollars, unless otherwise stated.

## PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS  
– (Not applicable)

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE  
– (Not applicable)

ITEM 3. KEY INFORMATION

## Selected Financial Data

The following tables present the selected historical financial data of our company as of and for each of the years in the four-year period ended December 31, 2012. The selected financial information as of and for the years ended December 31, 2012, 2011 and 2010 set forth below are derived from, should be read in conjunction with, and are qualified in their entirety by reference to, the section entitled “Operating and Financial Review and Prospects” and our audited consolidated financial statements and related notes, which are included elsewhere in this document. The consolidated statements of income data for each of the three years ended December 31, 2012, 2011 and 2010 and selected consolidated balance sheet data as of December 31, 2012 and 2011 are derived from, and qualified by reference to, our audited consolidated financial statements included elsewhere in this document. The consolidated statement of income data for the year ended December 31, 2009 and the selected consolidated balance sheet data as of December 31, 2010 and 2009 are derived from our audited financial statements not included in this document.

As disclosed above under “Special Note on Our Financial Information In This Annual Report”, our consolidated financial statements as of and for the years ended December 31, 2012, 2011, 2010 and 2009 have been prepared and presented in accordance with IFRS, as issued by the International Accounting Standards Board.

|                                     | Year ended December 31,   |           |           |           |
|-------------------------------------|---|-----------|-----------|-----------|
|                                     | 2012  | 2011      | 2010      | 2009      |
|                                     | (In U.S. Dollars Thousands, Except Number of Shares and per Share Data) |           |           |           |
| <b>Income Statement Data:</b>       |   |           |           |           |
| <b>Revenue</b>                      |   |           |           |           |
| Online and other media services     | \$136,101   | \$141,475 | \$122,203 | \$113,775 |
| Exhibitions                         | 88,782  | 77,973    | 69,450    | 55,147    |
| Miscellaneous                       | 6,857   | 5,617     | 4,996     | 3,985     |
|                                     | 231,740   | 225,065   | 196,649   | 172,907   |
| <b>Operating Expenses:</b>          |   |           |           |           |
| Sales (Note 1)                      | 80,354  | 81,363    | 71,923    | 63,740    |
| Event production                    | 26,250  | 24,637    | 21,875    | 18,385    |
| Community and content (Note 1)      | 32,696  | 34,078    | 31,923    | 34,524    |
| General and administrative (Note 1) | 44,281  | 40,660    | 33,463    | 30,045    |
| Information and technology (Note 1) | 13,188  | 12,607    | 11,839    | 11,784    |
| Total Operating Expenses            | 196,769   | 193,345   | 171,023   | 158,478   |
| Profit from Operations              | 34,971  | 31,720    | 25,626    | 14,429    |
| Interest income                     | 1,044   | 360       | 510       | 981       |
| Share of loss of associate          | (24 )   | -         | -         | -         |

Edgar Filing: GLOBAL SOURCES LTD /BERMUDA - Form 20-F

|  |          |          |          |        |
|--|----------|----------|----------|--------|
| Gain on sale of available-for-sale securities        | -        | -        | 1,223    | -      |
| Impairment loss on investment in associate           | (302 )   | -        | -        | -      |
| Profit before income taxes                           | 35,689   | 32,080   | 27,359   | 15,410 |
| Income tax expense                                   | (2,744 ) | (1,613 ) | (1,117 ) | (498 ) |
| Net profit   | 32,945   | 30,467   | 26,242   | 14,912 |
| Net profit attributable to non-controlling interests | (739 )   | (991 )   | (991 )   | (618 ) |

2

---

|   |            |            |            |            |
|---|------------|------------|------------|------------|
| Net profit attributable to the Company's shareholders                   | \$32,206   | \$29,476   | \$25,251   | \$14,294   |
| Basic net profit per share attributable to the Company's shareholders   | \$0.95     | \$0.87     | \$0.63     | \$0.32     |
| Diluted net profit per share attributable to the Company's shareholders | \$0.90     | \$0.83     | \$0.61     | \$0.31     |
| Cash dividends declared per share                                       | -          | -          | -          | -          |
| Shares used in basic net profit per share calculations                  | 34,017,730 | 33,742,648 | 40,283,874 | 44,546,226 |
| Shares used in diluted net profit per share calculations                | 35,742,495 | 35,385,218 | 41,693,616 | 45,751,437 |

|   | As at December 31,                                  |            |            |            |
|---|---|------------|------------|------------|
|   | 2012  | 2011       | 2010       | 2009       |
|   | (In U.S. Dollars Thousands Except Number of Shares) |            |            |            |
| <b>Balance Sheet Data:</b>                  |   |            |            |            |
| Cash and cash equivalents                   | \$104,631   | \$81,903   | \$101,298  | \$91,553   |
| Financial assets, available-for-sale        | \$7,472   | \$13,250   | \$-        | \$6,423    |
| Total assets (Note 2)                       | \$311,169   | \$276,330  | \$225,703  | \$271,593  |
| Net assets                                  | \$177,312   | \$138,554  | \$102,460  | \$171,581  |
| Long-term debt, less current portion        | \$15,152  | \$9,800    | \$8,107    | \$4,107    |
| Total Company shareholders' equity (Note 2) | \$165,920   | \$129,673  | \$94,295   | \$164,067  |
| Common share capital                        | \$521   | \$518      | \$516      | \$514      |
| Common shares outstanding (Note 2)          | 34,069,363  | 33,793,948 | 33,573,540 | 44,552,642 |

(Note Non-cash compensation expenses associated with the employee and non-employee equity compensation plans,

1) Global Sources Directors Share Grant Award Plan included under various categories of expenses are approximately as follows: sales expenses: \$565 (2011: \$737; 2010: \$545; 2009: \$691), community and content: \$70 (2011: \$234; 2010: \$284; 2009: \$228), general and administrative: \$1,524 (2011: \$1,528; 2010: \$1,089; 2009: \$556), and information and technology expenses: \$250 (2011: \$278; 2010: \$269; 2009: \$263).

(Note On 24 June 2010, the Board of Directors of the Company authorized a program to repurchase 11,121,000 of our  
2) common shares by tender offer at purchase price of \$9.00 per share. Accordingly, in August 2010, we completed the repurchase and paid a total cash consideration of \$100,089. We are holding the repurchased shares as treasury shares.

## Risk Factors

In addition to other information in this Annual Report, the following risk factors should be carefully considered in evaluating us and our business. Such factors may have a significant impact on our business, operating results and financial condition. As a result of the risk factors set forth below and elsewhere in this Annual Report, and the risks discussed in our other Securities and Exchange Commission filings, actual results could differ materially from those projected in any forward-looking statements. Such risks and uncertainties are not the only ones facing us. Other risks or events that are not presently known to or anticipated by us, or that we currently deem immaterial, may also adversely affect our business, operating results and financial condition.

The risk factors set forth below are organized into three categories: "Industry Risks", "Company Risks" and "Investment Risks." Within each of these categories, the individual risk factors are arranged in a sequence which roughly corresponds with our view as to their order of significance, beginning with those that we consider to be of higher

significance.

3

---

## Industry Risks

Current and future economic uncertainty, slowdowns, or recessions have reduced and may continue to reduce demand and spending for business-to-business marketing services. This has in the past adversely affected and could in the future adversely affect our revenues and operating results.

The revenue and profitability of our business depends significantly on the overall demand for business-to-business media services. We believe that the demand for these services of ours is subject to a number of potentially negative factors, such as the large recent decline in global trade, the fact that many economies in the world have recently been in a recession and ongoing economic uncertainties. In addition, potential sovereign debt risks could adversely affect foreign trade. Accordingly, the overall level of global demand for mainland China's and Asia's exports may not be sustainable in the foreseeable future.

As a result of the global market conditions, we may incur operating losses and net losses in the future, and we may not be able to achieve positive cash flow from operations. We have a significant fixed operating expense, which may be difficult to adjust in response to unanticipated fluctuations in revenues.

International trade, and especially imports from the Greater China region (which includes mainland China, Hong Kong and Taiwan), is subject to political, legal and economic instability, which may inhibit our ability to be successful.

The international markets in which we operate are subject to risks, including:

- fluctuations in regional and/or global economic conditions;
- fluctuations in the availability of trade finance;
- fluctuations in currency exchange rates;
- governments could increase trade protection measures including tariffs, quotas, import duties or taxes, thereby significantly reducing demand for imported goods;
  - political instability;
  - the threat of terrorist attacks;
- conflicting and/or changing legal and regulatory requirements;
- restrictions placed on the operations of companies with a foreign status;
- significant changes in tax laws and regulations (or the interpretation, practice or policies in respect thereof by tax authorities), tax rates and tax reporting requirements;
- the loss of revenues, property and equipment from expropriation, nationalization, war, insurrection, terrorism and other political risks;
  - adverse governmental actions, such as restrictions on transfers of funds; and

- oil embargoes or significant increases in oil prices.

In 2012, we derived approximately 94% of our revenues from customers in the Greater China region. We expect that a majority of our future revenues will continue to be generated from customers in this region. At the time of the Asian economic crisis of 1997 and 1998, and the global financial crisis of 2008 and 2009, our revenues and operating results were adversely affected, and our sales declined. Future reductions in trade between Greater China and the world may cause our business to be harmed and our revenues to decrease.

The mainland China market is key to our current and future success and political instability in this market could seriously harm our business and reduce our revenue.

Our customers in mainland China accounted for approximately 82% of our total revenues in 2012. Our dependence on revenue from the mainland China market is significant, and adverse political, legal or economic changes in mainland China may harm our business and cause our revenues to decline.

The Chinese government has instituted a policy of economic reform which has included encouraging foreign trade and investment, and greater economic decentralization. However, the Chinese government may discontinue or change these policies, or these policies may not be successful.

Moreover, despite progress in developing its legal system, mainland China does not have a comprehensive and highly developed system of laws, particularly as it relates to foreign investment activities and foreign trade. Enforcement of existing and future laws, regulations and contracts is uncertain, and implementation and interpretation of these laws and regulations may be inconsistent. As the Chinese legal system develops, new laws and regulations, changes to existing laws and regulations, and the interpretation or enforcement of laws and regulations may adversely affect business operations in and revenue from mainland China.

While Hong Kong has had a long history of promoting foreign investment, its incorporation into China means that the uncertainty related to mainland China and its policies may now also affect Hong Kong.

Exports from mainland China are key to our current and future success and uncompetitive cost conditions in this market, or a potential backlash against mainland Chinese-made products arising from inadequate product safety and quality standards, and/or fraudulent behavior by sellers, could reduce our revenue and seriously harm our business.

Mainland China is the largest supplier of consumer products to the world. Our actual and potential customers are mainly suppliers who are based in mainland China. Should mainland China manufacturers' production costs go up substantially (for example, due to the further appreciation of the Chinese Renminbi ("RMB"), wage and product input price inflation, reduced export rebates and new environmental or labor regulations), products from mainland China may become less competitive on price versus other supply markets. There is also increasing competition from alternative cheaper emerging supply markets in the Asia-Pacific region, such as Vietnam and Indonesia. If products from mainland China become less competitive on price, buyers may shift their production sources or supply sources to other cheaper alternative markets or even bring their production in-house or to their own home countries, which would likely in turn have a negative impact on the demand in mainland China for our various export-focused media and marketing services.

In recent years, there have been several highly publicized incidents involving products made in mainland China not meeting consumer standards in overseas markets. More recently, there have been reports of fraudulent behavior whereby sellers in mainland China have taken orders and payment and then not delivered the products. If these kinds of issues continue or worsen, there may be a strong backlash against products made in mainland China and our business and financial condition may consequently suffer.

Our industry is intensely competitive, evolving and subject to rapid change. If we are unable to compete effectively, we will lose current customers and fail to attract new customers. If that happens, our business may not be successful and our financial condition may be adversely affected.



Our industry is intensely competitive, particularly in the online space, which is becoming increasingly crowded with new market participants. Barriers to entry are minimal, and competitors are able to launch new websites and other media at a low cost. We constantly face threats from competition, including from non-traditional competitors and new forms of media. We compete for our share of customers' marketing and advertising budgets with other online marketplaces, trade publications and trade shows. Competitors vary in size, geographic scope, industries served and breadth of the products and services offered. We may encounter competition from companies which offer more comprehensive content, services, functionality and/or lower prices. We may also encounter competition from companies offering software services and e-commerce transactional platforms.

Many of our current and potential competitors may have greater financial, technical, marketing and/or other resources than we have. Also, others may have more experience and greater name recognition. In addition, many of our competitors may have established relationships with one another and with our current and potential suppliers and buyers and may have extensive knowledge of our industry. Current and potential competitors have established or may establish cooperative relationships with third parties to increase the ability of their products to address customer needs. Accordingly, our competitors may develop and rapidly acquire significant market share.

We endeavor to monitor significant business, market, competitive, financial, economic, political, legal, regulatory and/or other relevant trends and developments in the various markets and jurisdictions in or with which we actually or may potentially conduct our business and/or operations; to evaluate the corresponding opportunities and/or risks for us, if any; and to strategize, adapt and respond as appropriate (in which case we may have to incur significant expenditures to implement our strategies). However, we may not always be successful in correctly spotting, evaluating, appreciating the extent, significance or impact of, or in implementing appropriate strategies, initiatives or other measures in response to, such trends, developments, opportunities and risks; or we may fail or be unable to do so in a timely manner or at all. If that happens, we may fail to adapt and compete effectively and to grow our business and revenues, or we may incur significant costs to address lost time and opportunity, or we may suffer other costs or adverse consequences; in which event, our business and financial condition could thereby be harmed.

We depend upon Internet search sites and other online marketing channels to attract a significant portion of the users who visit our websites, and if we were listed less prominently in Internet search result listings, or if we are unable to rely on our other online marketing channels as a cost-effective means of driving visitors to our websites, our business, operating results and financial condition could be harmed.

We derive a significant portion of our website traffic from users who search for content through Internet search sites, such as Google, Baidu, Bing and other Microsoft-powered search sites. A critical factor in attracting users to our websites is whether we are prominently displayed in such Internet search results.

Search result listings are determined and displayed in accordance with a set of formulas or algorithms developed by the particular Internet search site. The algorithms determine the order of the listing of results in response to the user's Internet search. From time to time, search sites revise these algorithms. In some instances, these modifications may cause our websites to be listed less prominently in unpaid search results, which will result in decreased traffic from search site users to our websites.

Our websites may also become listed less prominently in unpaid search results for other reasons, such as search site technical difficulties, search site technical changes and changes we make to our websites. In addition, search sites have deemed the practices of some companies to be inconsistent with search site guidelines and have decided not to list their websites in search result listings at all. If we are listed less prominently or not at all in search result listings for any reason, the traffic to our websites will likely decline, which could harm our operating results. If we decide to attempt to replace this traffic, we may be required to increase our marketing expenditures, which also could harm our operating results and financial condition.

We also rely on other online marketing channels (such as "pay per click" marketing) as an important means of driving visitors to our websites. However, the cost of such online marketing channels can change very frequently (often daily), and it is unclear whether such online marketing channels will remain cost-effective for us. If we are unable to rely on such online marketing channels as a cost-effective means of driving visitors to our websites, our business, operating results and financial condition could be harmed; or if we continue to rely on such marketing channels despite their increased costs, our marketing expenditures will increase, which also could harm our operating results

and financial condition.

6

---

Magazine advertising has declined in recent years and may continue to decline, which could adversely impact our revenue.

In the past years, global business-to-business print advertising has significantly declined which has led to a decrease in our print advertising revenue. Print advertising is generally facing many challenges and may continue to decline and not recover. The growth in alternative forms of media, such as the internet, has increased the competition for advertising dollars, which in turn could reduce the levels of expenditures for magazine advertising or suppress magazine advertising rates. Our customers may decide to use less print advertising as part of their overall marketing campaigns and the rates we charge for print advertising may decline, thereby adversely affecting our revenue.

Digital magazines may not become widely adopted and this may have an adverse effect on our competitive position.

Technology, particularly digital technology used in the media industry, continues to evolve rapidly, and advances in that technology have led to alternative methods for the distribution of magazine content. Many publishers including ourselves have launched various types of digital magazines, often to complement print magazine editions. Our initiatives may not become widely adopted by buyers and other users, or advertisers, which could have a significant adverse effect on our competitive position and our businesses and results of operations.

Evolving regulation of the Internet and commercial e-mail may affect us adversely.

As Internet commerce continues to evolve, increasing legislation and regulation by governments and agencies become more likely. We use e-mail as a significant means of communicating with our existing and potential customers and users. We also provide “@globalsources.com” e-mail addresses to our clients, for their use. The laws and regulations governing the use of e-mail for marketing purposes continue to evolve, and the growth and development of the market for commerce over the Internet may lead to the adoption of additional legislation and/or changes to existing laws. Existing, new or additional legal prohibitions on the transmission of unsolicited commercial e-mail (commonly known as “spam”), coupled with aggressive enforcement, could reduce our ability to promote our services in a cost-efficient manner and our ability to facilitate communications between suppliers and buyers and, as a result, adversely affect our business and financial condition.

In addition to legal restrictions on the use of e-mail, Internet service providers, various operators of Internet mailbox services, anti-spam organizations and others typically attempt to block the transmission of unsolicited e-mail and are increasing the number and volume of unsolicited e-mails they are blocking. With this increasing vigilance also comes an increased rate of “false positives”, i.e. legitimate e-mails being wrongly identified as “spam.” If an Internet or other service provider or software program identifies e-mail from us (or from our clients to whom we have provided “@globalsources.com” e-mail addresses) as “spam”, we could be placed on a restricted list that would block our e-mails to our actual or potential customers or users who maintain e-mail accounts with these Internet service or other providers or who use these software programs or our e-mails could be routed to bulk folders and ignored. If we are unable to communicate by e-mail with our actual or potential customers or users as a result of legislation, blockage of our e-mails, routing of our e-mails to bulk folders, or otherwise, our business, operating results and financial condition could be harmed.

In addition, taxation of products and services provided over the Internet or other charges imposed by government agencies or by private organizations for accessing the Internet may also be imposed. Any regulation imposing greater fees for Internet use or restricting information exchange over the Internet could result in a decline in the use of the Internet and the viability of Internet-based services, which could harm our business, operating results and financial condition.

The laws governing Internet transactions and market access over the Internet are evolving and remain largely unsettled. The adoption or modification of laws or regulations relating to the Internet may harm our business and financial condition by increasing our costs and administrative burdens. It may take years to determine whether and how existing laws apply to the Internet.

Changes in laws and regulations could adversely affect our business, operating results and financial condition.

It is possible that new laws and regulations or new interpretations of existing laws and regulations in the United States, the European Union, mainland China and elsewhere will be adopted covering issues affecting our business, including:

- privacy, data security, the use of “cookies” and the use of personally identifiable information;
- copyrights, trademarks and domain names; and
- marketing practices, such as telemarketing, e-mail or direct marketing or online behavioral advertising.

Increased government regulation of, or the application of existing laws to, online activities or other relevant business, operational or marketing practices, could:

- decrease the growth rate of our business;
  - reduce our revenues;
- increase our operating expenses; or
- expose us to significant liabilities.

Furthermore, the relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is still evolving. Therefore, we might be unable to prevent third parties from acquiring domain names that infringe or otherwise decrease the value of our trademarks and other proprietary rights. Any impairment in the value of these important assets could cause our share price to decline. We cannot be sure what effect any future material non-compliance by us with these laws and regulations or any material changes in these laws and regulations could have on our business, operating results and financial condition.

We endeavor to monitor significant relevant legal and regulatory developments that could impact our business and operations. However, we may not always be successful in correctly spotting, evaluating, appreciating the extent, significance or impact of, or in adapting and implementing appropriate measures in response to, such developments; or we may fail or be unable to do so in a timely manner or at all. If that happens, we may incur significant legal liabilities, costs in mitigating or otherwise addressing the issue, or other adverse consequences, and our business, operating results and financial condition could thereby be harmed.

Changes in laws and standards relating to data collection and use practices and the privacy of Internet users and other individuals could impair our efforts to maintain and grow our audience and thereby decrease our advertising revenue.

We collect information from our users who register for services or respond to surveys. Subject to each user’s permission (or right to decline), we may use this information to inform our users of products and services that may be of interest to them. We may also share this information with our advertising clients for those who have granted us permission to share their information with third parties. In addition, we also use “cookies” in our websites and engage in various online behavioral advertising practices. Governments in various jurisdictions, including the United States and the European Union, have adopted or proposed limitations on the collection, distribution and use of personal information of Internet users. In addition, growing public concern about privacy, data security, the use of “cookies”, and

online behavioral advertising practices, has led to or may result in increased legal and governmental regulation, and/or self-regulation of these practices by the Internet advertising and direct marketing industry. Because many of the proposed laws or regulations are in their early stages, we cannot yet determine the impact these regulations may have on our business and financial condition over time. Although, to date, our efforts to comply with applicable laws and regulations have not hurt our business and financial condition, additional or more burdensome laws or regulations, including consumer privacy and data security laws, could be enacted or applied to us or our customers. Such laws or regulations could impair our ability to collect user information that helps us to provide more targeted advertising to our users, thereby impairing our ability to maintain and grow our audience and maximize advertising revenue from our advertising clients.

Customer or user concerns regarding Internet security or fraud may deter the use of our online products and services.

Widely publicized security breaches or fraud involving the Internet or online services generally, or our failure to prevent security breaches or fraud by our customers or users, or “phishing” activities by third parties who masquerade as us, or as our customers or users, in an attempt to obtain personal data from our other customers or users, or computer malware, viruses or hacking activities occurring on or through the Internet or our systems, may harm our reputation and cause our current and potential customers and users not to use our products and services, thereby adversely affecting our revenues. We may be required to incur additional costs to protect against security breaches and fraud, or to alleviate problems caused thereby. Our business and financial success depends on our reputation and our customers’ and users’ confidence in the security of our products and services and our anti-fraud measures.

Foreign exchange rate fluctuations may have a material impact on our operating results, revenues, and profits.

Because we operate internationally and report our operating results, revenues and profits in United States Dollars (“U.S. Dollars”), foreign exchange rate fluctuations, especially in the RMB and other Asian currencies, may have a material impact on our operating results.

The RMB has strengthened during the last few years against the U.S. Dollar. Although we bill in RMB and have expenses in RMB in mainland China, if the RMB appreciates further, our current and potential supplier customers may become less competitive with suppliers from other regions, leading to less demand for our advertising services.

In addition, we have investments in operations and commercial properties in mainland China, the net assets of which are exposed to foreign currency translation risks. Further, we have significant amounts of deposits denominated in RMB, which are kept with commercial banks located in Hong Kong, and which are exposed to foreign currency fluctuation risks.

To the extent significant currency fluctuations occur in the RMB and other Asian currencies, our financial condition and results of our operations may be adversely affected.

Currently, we do not hedge our exposure to foreign currency fluctuations.

Outbreaks of H1N1, avian influenza, Severe Acute Respiratory Syndrome (“SARS”) or other widespread public health problems could adversely affect our business and financial condition.

In the event of future outbreaks of H1N1, avian influenza, SARS or other widespread public health problems, some ways in which our business and financial condition might be adversely affected could include the following:

- quarantine or travel restrictions (whether required by government or public health authorities, or self-imposed) could result in the closure of some of our offices and other disruptions to our operations;
  - sickness or death of our key officers and employees;
  - a general slowdown in international trade and the global economy;
  - our trade shows may have to be cancelled; and
-



exhibitor and visitor participation at our trade shows, could be significantly curtailed or otherwise adversely affected.

The successful operation of our business depends significantly on the quality, performance and reliability of the telecommunications and Internet infrastructure globally, and especially in mainland China and the Asia-Pacific region, where we derive most of our revenue and where the vast majority of our sales representatives are located.

We derived approximately 51% of our revenue from Internet-related services in 2012 and poor performance or failures of the telecommunications and internet infrastructure anywhere in the world could negatively impact our business.

We are likely to continue to derive the majority of our Internet-based marketplace business and revenues from mainland China and the Asia-Pacific region.

The quality, performance and reliability of some of the telecommunications and Internet infrastructure and telephone line availability in mainland China and many other countries in the Asia-Pacific region could fail and/or become unreliable.

In mainland China, almost all access to the Internet is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the government authorities. In addition, the national networks are connected to the Internet through international gateways controlled by the mainland China government. These international gateways are the only channels through which a mainland China user can connect to the Internet. We cannot assure that a more sophisticated or flexible Internet infrastructure will be developed in mainland China. Our mainland China users may not have access to alternative networks in the event of disruptions, failures or other problems with mainland China's Internet infrastructure. Furthermore, the Internet infrastructure in mainland China may not support the demands associated with continued growth in Internet usage.

These issues and problems may contribute to lower than expected adoption of many of our services and may cause our growth and revenues to fall below expectations, or we may have to incur significant costs to address or mitigate them, thereby adversely affecting our profitability.

Climate change and other environment-related regulations in supply markets and overseas demand markets could increase the costs of certain groups of our supplier and/or buyer community, or otherwise harm their business or financial viability. As a result, they may reduce or cease their usage of our services, thereby adversely affecting our revenue.

In many jurisdictions, there is a growing trend of increasing concerns, and legal, regulatory, political and policy developments, in the area of climate change and other environmental issues. These may discourage, or may involve the imposition of certain prohibitions, restrictions, standards, levies and/or taxes in respect of, certain types of manufacturing processes, products and/or imports, which may in turn increase the costs of affected manufacturers, suppliers, exporters, buyers and/or importers or otherwise harm their business or financial viability. Those of our supplier and/or buyer community who are so affected may consequently reduce or cease their usage of our services, in which case our revenue would be adversely affected.

#### Company Risks

Online advertising rates in our sectors have declined over the past few years, and if we are not able to slow or reverse this trend or to substantially grow the total number of customers using our services, our operating results and financial condition could be adversely affected.

The marketing and pricing decisions of our competitors strongly influence our business and therefore affect our financial condition. For example, in mainland China, online advertising rates in our sectors have declined over the past few years. If online advertising rates continue to decline, if customers choose lower value packages, or if we are unable to make up for such declines by growing our customer base, our business and financial condition could suffer.

If our current and potential customers are not willing to renew and adopt our services, we may not attract and retain a critical mass of customers, our business may not be successful, and our financial condition could be adversely affected.

Our services will be attractive to suppliers only if buyers use our services to identify suppliers and purchase their products. The content, products and suppliers currently available through our various media, or made available by suppliers, may not be sufficient to attract and retain buyers as users of our services. In addition, customers for our core export marketing services may reduce their focus on exports and shift more of their focus and marketing on the mainland China domestic market, where our products and services are generally less developed and extensive.

If buyers and suppliers do not accept our media and services, or if we are unable to attract and retain a critical mass of buyers and suppliers for our media and services, our business will suffer and our revenues may decrease.

Generally, suppliers' advertising contracts with us for our online and print media are for 6 to 24 months in duration, while most booth contracts are for China Sourcing Fairs that will be held within the next 24 months. A significant percentage of our customers do not renew their contracts and we experience high customer turnover from year to year. If we cannot replace non-renewing customers with new customers, our business and financial condition could be adversely affected.

There are various factors that could adversely affect our ability to operate our China Sourcing Fair trade show businesses successfully and profitably.

We expect that a significant portion of our future revenues will continue to be derived from our trade show business and in 2013 we are scheduled to hold nearly 50 trade shows. Our China Sourcing Fairs attract exhibitors from Greater China and the rest of Asia, and attendees from all over the world, and represent the great majority of our trade show business.

In 2012, a majority of our exhibitions revenue was derived from our China Sourcing Fairs, which contributed substantially to our success. The first China Sourcing Fair was held in Shanghai (China) in 2003, and the first of our series of China Sourcing Fairs in Hong Kong (China) was launched in April 2006. Our China Sourcing Fairs have since been expanded to Dubai (United Arab Emirates), Delhi (India), Johannesburg (South Africa), Miami (the United States) and Sao Paulo (Brazil).

Our China Sourcing Fairs may continue to be expanded into new categories and locations and we are uncertain as to our ability to attract and retain the quality and quantity of exhibitors and buyers that would enable such new trade show initiatives to be successful.

Also, because of the complexities, competition and uncertainties associated with the expansion of our shows into new categories and locations, we may not achieve our desired sales objectives. Furthermore, in order to implement our trade show growth strategy and/or to cope with the scope or speed of expansion of our trade shows, our management, personnel and other resources may be strained and/or we may have to continue hiring additional personnel and incurring additional expenditures. In addition, our new or expanded trade show initiatives may erode the customer base of our own other pre-existing trade shows. If we are unable or fail to manage these issues and execute the operations appropriately and effectively, it would jeopardize our ability to be successful in the trade show business and adversely affect our financial condition.

In addition, for marketing and selling booths to exhibitors, we rely heavily on cooperation with various government bodies, trade associations and other relevant parties. The availability of government subsidies to exhibitors in some jurisdictions (e.g. mainland China) is also a significant factor in attracting exhibitors to our trade shows. If we fail to achieve such cooperation or if such cooperation is unsuccessful, or if government subsidies are not available or granted or are withdrawn, the success of our trade show business could be jeopardized, and our operating results and financial condition may be adversely affected.

Our China Sourcing Fairs businesses also require us to make substantial non-refundable deposits and progress payments to secure desirable venues and dates far in advance of conducting the trade show. The market for desirable dates and locations is often highly competitive and critical to the success of the show. If we cannot secure desirable dates and locations for our trade shows, their profitability and future prospects would suffer, and our financial condition and operating results would be materially and adversely affected.

Several other factors could also negatively affect our financial performance in this business, including:

- natural catastrophes, labor strikes and transportation shutdowns;
- the spread of H1N1, avian influenza, SARS and other similar epidemics;
  - political instability and the threat of terrorist attacks;
- conflicting and/or changing legal and regulatory requirements;
- changing and/or adverse governmental policies and actions;
  - decrease in demand for booth space;
- we may not always be able to obtain the required trade show licenses (where applicable), which may limit the number of trade shows we are able to hold;
  - our sales representative companies' inability to effectively expand their staff and infrastructure;
  - inability to renew our venue contracts on favorable terms or at desired times;
    - a slowdown in product demand from outlet markets; and
    - sudden closure of event venue site due to unforeseen circumstances.

In view of the various risks outlined above, we can give no assurances that our operation of the trade show business will be instrumental to our success or that our financial condition will not be adversely affected.

Our China Sourcing Fairs in Hong Kong face various competitive threats that may adversely affect their success, profitability and viability.

There are substantial and long-established trade shows in Hong Kong and southern mainland China which compete with our China Sourcing Fairs in Hong Kong, and which now have access to expanded venue space. Many of these competing trade show events and/or venues are owned and/or organized by, and/or sponsored, funded, endorsed and/or otherwise strongly supported by, governmental or statutory bodies, who may continue to further develop and/or expand such trade show events and/or venues in competition with ours or engage in other competitive actions. For example, the Hong Kong Trade Development Council ("HKTDC"), a government-subsidized statutory body and the largest trade show organizer in Hong Kong, competes aggressively with our China Sourcing Fairs at the AsiaWorld-Expo exhibition venue in Hong Kong. The HKTDC is also a co-owner of the Hong Kong Convention and Exhibition Centre ("HKCEC"), and is able to secure and has secured most of the favorable exhibition venue time-slots at the HKCEC for the HKTDC's own trade shows. The HKCEC was recently expanded, and the HKTDC and the HKCEC (as well as other exhibition organizers and trade associations) have from time to time been pressing the Hong Kong government to consider supporting a further expansion ("Phase 3") of the HKCEC. There have also been some industry and political pressures for more large-scale convention and exhibition centers to be built in Hong Kong. As a result of such developments, and especially if HKCEC Phase 3 proceeds or other exhibition venues are built, our overall competitiveness may be harmed, we may not be able to attract the desired quantity and quality of exhibitors and buyers to our trade shows, and the viability of our trade show business may be jeopardized.

The long-term growth and viability of our China Sourcing Fairs in Hong Kong depend significantly on the continued or improved attractiveness of the AsiaWorld-Expo exhibition venue (at which they are held) to exhibitors and buyers. If the economic, transportation, urban, tourism and other infrastructures and developments surrounding the AsiaWorld-Expo (which is located near the Hong Kong International Airport) are not further planned, built, improved and implemented appropriately or at all, and we are unable to secure bookings at and switch to other more attractive alternative exhibition venues for our Hong Kong trade shows, the overall competitiveness and viability of our trade show business may be jeopardized.

In addition, in June 2012, the Hong Kong government adopted a competition law that prohibits any agreement or concerted practice amongst undertakings, or any conduct by an undertaking with a substantial degree of market power, that has the object or effect of preventing, distorting or restricting competition in Hong Kong. This new competition law would apply to private enterprises, but at the same time all Hong Kong statutory bodies (such as the HKTDC) would be excluded from the application of the new competition law, unless Hong Kong's Chief Executive-in-Council specifies, through subsequent regulations, which statutory bodies are not to be exempted. During the Hong Kong Legislative Council's debate concerning this new law, the Hong Kong government indicated that the HKTDC would not be one of the "non-exempted" statutory bodies covered by any such regulation to be made by Hong Kong's Chief Executive-in-Council. If so, this means that while we will have to comply with the Hong Kong competition law regime, the HKTDC need not, thereby resulting in an uneven playing field that could jeopardize the competitiveness and viability of our trade show business in Hong Kong.

The loss of one or more of our executive officers, either to a competitor or otherwise, could harm our business and financial condition.

Our growth and success depend significantly on the continued services of our executive officers and other key members of our management. The loss of their services and/or that of other key executives, including our executive chairman, chief executive officer, chief financial officer, chief operating officer and chief information officer, or significant changes in our executive management team, whether as a result of resignation, service termination, retirement, succession planning or otherwise, may be disruptive to our business and operations and/or could jeopardize the success and viability of our business and financial condition. If competitors hire our key personnel, it could allow them to compete more effectively by diverting customers from us and facilitating more rapid development of their competitive offerings.

We may not be successful in identifying, financing, consummating and/or effectively integrating acquisitions, joint ventures or strategic alliances, in order to expand our business. In such event, our operating results and financial condition could be adversely affected.

We are regularly evaluating potential strategic acquisitions, joint ventures, alliances or other investments, or other opportunities for growth. We believe that these are key components of our business strategy. However, we may not be successful in identifying such opportunities, or we may not be able to negotiate satisfactory terms or consummate them successfully, or we may not have sufficient access to capital to enter into or to take advantage of them. In these circumstances, our growth potential, competitiveness and/or business success, and therefore our financial condition, may be harmed.

If we do identify and consummate such opportunities, there is still a risk that we may not be able to integrate any new businesses, products or technologies into our existing business and operations, or to manage our relationships with our joint venture or alliance partners successfully. Alternatively, even if we are successful in doing so, we may not achieve expected results, or we may not realize other expected benefits. In such circumstances, our financial condition could be adversely affected.

In order to finance such opportunities, we may use equity securities, debt, cash, or a combination of the foregoing. Any issuance of equity securities or securities convertible into equity may result in substantial dilution to our existing shareholders, reduce the market price of our common shares, or both. Any debt financing is likely to have financial and other covenants based on our performance, results or other conditions, and there could be an adverse impact on us if we do not observe, maintain, achieve or comply with applicable financial covenants, such as minimum performance results, or other conditions. In addition, the related increases in expenses could adversely affect our operating results



and financial condition.

We may not be able to attract, hire and retain qualified personnel cost-effectively, which could impact the quality of our content and services and the effectiveness and efficiency of our management, resulting in increased costs and jeopardizing the success and viability of our business and financial condition.

Our success depends on our ability to attract, hire and retain at commercially reasonable rates, qualified technical, sales support management, marketing, customer support, financial and accounting, legal and other managerial personnel. The competition for personnel in the industries in which we operate is intense. Our personnel may terminate their employment at any time for any reason. Loss of personnel may also result in increased costs for replacement hiring and training. If we fail to attract and hire new personnel or retain and motivate our current personnel, we may not be able to operate our businesses effectively or efficiently, serve our customers properly, or maintain the quality of our content and services. If this were to occur, our financial condition could be adversely affected.

We rely heavily on independent sales representative companies for the sales and marketing of our products and services. If we lose the services of these sales representative companies or their employees, or if they perform poorly, or if we fail to effectively manage our relationship with them, our business and revenues could be harmed.

We have agreements with various independent sales representative companies, whom we rely heavily upon for the sales and marketing of our products and services. Seven main sales representative companies in mainland China are responsible for approximately 75% of our total revenues for the year ended December 31, 2012. These independent sales representatives collect cash from our customers on our behalf and deposit such collections into designated bank accounts owned by them whereby, for managing the credit risks, our senior employees are the authorized signatories to withdraw cash from such bank accounts in China. Generally, either we or the sales representative companies may terminate the service agreement between them and us upon short notice. It is possible that we may not retain some of our sales representative companies, or they may not retain some of their sales personnel (due to competition from other companies in hiring and retaining sales personnel) or be able to replace them with equally qualified personnel. Furthermore, if a sales representative company terminates its agreement with us, some of our customers with a direct relationship with that sales representative company or its personnel may terminate their relationship with us. Although these sales representative companies and their employees are independent from us, there can be no assurance that our reputation and our business, and our financial condition, will not be harmed by their acts or omissions. If sufficient numbers of employees are not recruited, or properly trained, integrated, motivated, retained and managed, by these sales representative companies, or if they or their employees perform poorly or fraudulently, or otherwise fail to perform their roles and responsibilities adequately, appropriately or as required, or if our relationships with these sales representative companies fail or deteriorate or we are otherwise unable or unsuccessful in effectively managing our relationship with them, our business and revenues may be harmed. In addition, although we have long standing relationships with a majority of these independent sales representatives, for whom there is no recent history of default in transferring client payments received by them to us, if any of these sales representatives go bankrupt or otherwise fail to transfer such moneys to our own bank accounts, we could be exposed to credit risk.

We may not innovate at a successful pace, which could harm our operating results and financial condition.

Our industry is rapidly adopting new technologies and standards to create and satisfy the demands of users and advertisers. It is critical that we continue to innovate by anticipating and adapting to these changes to ensure that our content-delivery platforms and services remain effective and interesting to our users, advertisers and partners. In addition, we may discover that we must make significant expenditures to achieve these goals. If we fail to accomplish these goals, we may lose users and the advertisers that seek to reach those users, which could harm our operating results and financial condition.

Our lengthy sales and implementation cycle could cause delays in concluding sales contracts with customers, thereby adversely affecting our business objectives and success, and therefore our financial condition.

The period between our initial contact with a potential customer and the purchase of our products and services is often long and unpredictable and may have delays associated with the lengthy budgeting and approval processes of our customers. This lengthy sales and implementation cycle may affect our ability to estimate our revenue in future quarters and could cause delays in the conclusion of sales contracts with customers, thereby adversely affecting our business objectives and success, and therefore our financial condition.

Our plans to expand into the mainland China domestic business-to-business market may fail or underperform.

We have various media properties serving the mainland China domestic market and we intend to grow this, in particular by adding online services and trade shows. We are generally less competitive in this market than the export market and may not be successful. Competition is intense and price points tend to be very low, which may adversely affect the success of our plans to expand into the mainland China domestic business-to-business market.

We could be subject to additional income tax liabilities.

We are subject to income taxes in numerous jurisdictions. Significant judgment is required in evaluating our worldwide provision for income taxes. During the ordinary course of business, there are many transactions for which the ultimate tax determination is uncertain. For example, our effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates; by changes in the valuation of our deferred tax assets and liabilities; or by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations. We are subject to potential or actual tax reviews in various jurisdictions, and such jurisdictions may assess additional income tax against us. Although we believe our tax estimates are reasonable, the final determination of such tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. The results of a tax audit or related litigation could have a material adverse effect on our operating results or cash flows.

The failure of or security breaches to our computer systems, network and communications hardware and software could materially and adversely affect our business, operating results and financial condition.

Our business depends on the high availability, good performance and strong security of our computer systems, network, and associated hardware and software. Any system interruptions, poor performance or security breaches impacting on Global Sources Online or any of our online sites may drive buyers and other registered users away and reduce the attractiveness of these sites to advertisers, therefore adversely affecting our business, operating results and financial condition.

We host our key customer-facing computer systems with major Internet Service Providers (ISPs) in Hong Kong. Interruptions to these ISPs' and/or their partners' hosting services could result from natural disasters as well as catastrophic hardware failures, software problems, extended power loss, telecommunications failure and similar events. While these ISPs may have their own disaster recovery capabilities and/or be able to provide us with disaster recovery facilities on request in such circumstances, nevertheless, if there is any failure, inability or delay on their part in providing such disaster recovery facilities as committed, serious and prolonged disruptions to our systems and services could result.

Although we support the integrity of our security with IDS (Intrusion Detection Systems), anti-virus and other tools as a precaution against computer malware, viruses, hackings, denial-of-service and other cyber intrusions, such security systems and programs are not completely foolproof or error-free, and new updates to deal with the latest viruses or security threats may not yet be available or may not yet have been implemented. Hence, security breaches could still occur, and we cannot give any assurances that we will always be able to prevent individuals from gaining unauthorized access to our servers. Any such unauthorized access to our database servers, including abuse by our employees, could result in the theft of confidential customer or user information contained in our database servers. If such confidential information is compromised, we could lose customers or become subject to liability or litigation and our reputation could be harmed, any of which could materially and adversely affect our business, operating results and financial condition.



We may be subject to legal liability for publishing or distributing advertisements or other content in our trade publications or websites, or at our trade shows.

We may be subject to legal claims or liabilities relating to the advertising or other content on Global Sources Online or our other websites, or the downloading and distribution of such content, as well as legal claims or liabilities arising out of the products or companies featured in our trade publications and at our trade shows. Claims or liabilities could involve matters such as: libel and defamation; negligent misstatements; false or misleading advertisements; patent, trademark, copyright, design or other intellectual property infringement; fraud; invasion of privacy; direct or indirect, or primary or secondary, liability for illegal, prohibited, restricted, controlled, unlicensed, fake, defective, poor quality, hazardous, contaminated or injurious products or substances advertised on our websites or in our publications or exhibited at our trade shows; or other legal theories, for example, based on aiding and abetting our advertisers or exhibitors in our role as a publisher, website operator or trade show organizer (for example, by allegedly facilitating or providing the means for any unlawful or infringing activities conducted through the medium of our websites or publications or at our trade shows), or based on the nature, creation or distribution of our content (for example, the use of hypertext links to other websites operated by third parties).

Media companies have been sued in the past, sometimes successfully, based on the content published or made available by them. Like many companies in our industry, we have received notices of claims based on content made available in our publications, on our website or at our trade shows. In addition, some of the content provided on Global Sources Online is manually entered from data compiled by other parties, including governmental and commercial sources, and this data may have errors, or we may introduce errors when entering such data. If our content is improperly used or if we supply incorrect information, our users or third parties may take legal action against us. In addition, we may violate usage restrictions placed on text or data that is supplied to us by third parties. Regardless of the merit of such claims or legal actions, they could divert management time and attention away from our business, result in significant costs to investigate and defend, and damage our reputation (which could result in client cancellations or overall decreased demand for our products and services), thereby harming our business, operating results and financial condition. In addition, if we are not successful in defending against such claims or legal actions, we may be liable to pay substantial damages. Our insurance may not cover claims or legal actions of this type, or may not provide sufficient coverage.

We may be subject to legal liability for the supplier verification services that we offer to buyers.

In addition to supplier-provided information, we also offer verification services (by ourselves and/or through third parties whom we engage) to buyers in respect of certain data from certain of our supplier customers. These verification services include: verification of some of a supplier's company and business details; supplier credit profiles and credit reports; and supplier capability assessment. We may be subject to legal claims and actions for any inaccurate, erroneous, incomplete or misleading information provided in connection with such verification services. While we may have liability disclaimers associated with such verification services, such liability disclaimers may nevertheless be insufficient to deter a complainant from attempting to raise a claim or to institute legal action against us, or may be held by a court to be invalid or unenforceable. As for those verification services which are not provided directly by us but by third parties engaged by us, a complainant may nevertheless attempt to hold us responsible for such third parties. Regardless of the merit of any such claims or legal actions, they could divert management time and attention away from our business, result in significant costs to investigate and defend, and damage our reputation (which could result in client cancellations or overall decreased demand for our products and services), thereby harming our business, operating results and financial condition. In addition, if we are not successful in defending against such claims or legal actions, we may be liable to pay substantial damages. Our insurance may not cover claims or legal actions of this type, or may not provide sufficient coverage.

Our intellectual property protection is limited, and others may infringe upon it, which may reduce our ability to compete and may divert our resources.

Our success and ability to compete are dependent in part upon our proprietary technology, content and information databases, the goodwill associated with our trademarks, and other intellectual property rights. We have relied on a combination of copyright, trade secret and trademark laws and non-disclosure and other contractual restrictions to protect ourselves. However, our efforts to protect our intellectual property rights may not be adequate. Although we have filed (and continue to file) applications for and have obtained registration of many of our key trademarks in various jurisdictions, we may not always be able to obtain successful registrations. Our competitors may independently develop similar technology or duplicate our software and services. If others are able to develop or use technology and/or content we have developed, our competitive position may be negatively affected.

We have in the past co-developed, and may in the future co-develop, some of our intellectual property with independent third parties. In these instances, we take all action that we believe is necessary and advisable to protect and to gain ownership of all co-developed intellectual property. However, if such third parties were to introduce similar or competing online products and services that achieve market acceptance, the success of our online services and business, operating results, financial condition and prospects may be harmed.

We cannot determine whether future patent, copyright, service mark or trademark applications, if any, will be granted. No certainty exists as to whether our current intellectual property or any future intellectual property that we may develop will be challenged, invalidated, or circumvented, or will provide us with any competitive advantages.

Litigation may be necessary to enforce our intellectual property rights, protect trade secrets, determine the validity and scope of the proprietary rights of others, or defend against claims of infringement or invalidity. Intellectual property laws provide limited protection. Moreover, the laws of some foreign countries do not offer the same level of protection for intellectual property as the laws of the United States. Such laws may not always be sufficient to prevent others from copying or otherwise obtaining and using our content, technologies or trademarks. In addition, policing our intellectual property rights worldwide is a difficult task, and we may be unable to detect unauthorized use of our intellectual property or to identify infringers. Litigation may result in substantial costs and diversion of resources, regardless of its outcome, which may limit our ability to develop new services and compete for customers.

If third parties claim that we are infringing upon their intellectual property rights, our ability to use technologies and products may be limited, and we may incur substantial costs to resolve these claims.

Litigation regarding intellectual property rights is common in the Internet and software industries. Defending against these claims could be expensive and divert our attention from operating our business. We expect third-party infringement claims involving Internet technologies and software products and services to increase. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay substantial damage awards and be forced to develop non-infringing technology, obtain a license with costly royalties or cease using the products and services that contain the infringing technology or content. We may be unable to develop non-infringing technology or content or to obtain a license on commercially reasonable terms, or at all. All of this could therefore have a material adverse effect on our business, operating results and financial condition.

We may not have, in all cases, conducted formal or comprehensive investigations or evaluations to confirm that our content and trademarks do not or will not infringe upon the intellectual property rights of third parties. As a result, we cannot be certain that we do not or will not infringe upon the intellectual property rights of third parties. If we are found to have infringed a third party's intellectual property rights, the value of our brands and our business reputation could be impaired, and our business and financial condition could suffer.

The commercial real estate properties which we own in mainland China constitute a substantial portion of our assets, and there are legal ownership risks associated with these properties, given the fact that the interpretation of mainland China laws and regulations involves uncertainty.

The mainland China legal system is based on written statutes, and prior court decisions can only be used as a reference. For some time now, the mainland China government has been promulgating laws and regulations in relation to economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade, with a view to developing a comprehensive system of commercial law, including laws relating to property ownership and development. However, due to the fact that these laws and regulations have not been fully developed, and because of the limited volume of published cases and the non-binding nature of prior court decisions,



interpretation of mainland Chinese laws and regulations involves a degree of uncertainty. Some of these laws may be changed without being immediately published or may be amended with retroactive effect. In addition, any litigation in mainland China may be protracted and result in substantial costs and diversion of resources and management attention. All these uncertainties may cause difficulties in the enforcement of our land use rights, entitlements under its permits, and other statutory and contractual rights and interests relating to the commercial real estate properties which we own in mainland China and which constitute a substantial portion of our assets.

The value of our commercial properties in mainland China and Hong Kong may fall below the carrying value, requiring us to recognize an impairment charge; or we may not be able to fully rent out any excess unutilized space in our investment properties.

We own commercial properties in Shenzhen's new commercial business district, which are equivalent in standard to "Grade A" private office premises in Hong Kong ("Grade A" private office premises in Hong Kong are defined by the Hong Kong Rating and Valuation Department and generally understood by the Hong Kong property market to mean premises situated in buildings designed for commercial purposes which are modern with high quality finishes; have a flexible layout; have large floor plates; have spacious, well decorated lobbies and circulation areas; have effective central air-conditioning; have good lift services zoned for passengers and goods deliveries; have professional management; and have parking facilities normally available). In addition, we own commercial properties in Hong Kong and Shanghai.

The total carrying amount of our Shenzhen, Shanghai and Hong Kong properties was approximately \$122.8 million, and their total market value was approximately \$219.7 million as of December 31, 2012. However, real estate markets are cyclical and valuation year-on-year is uncertain, given global- and country-specific demand and supply drivers. As a result, we may not be able to recover the carrying value of our properties, which may require us to recognize an impairment charge in future earnings.

If and to the extent we are unable to fully rent out and generate rental income from any excess unutilized space in our investment properties, our operating results may be adversely affected thereby.

Apart from the U.S. treasury bills which we hold, a significant portion of our cash and cash equivalents are held as cash deposits with various banks. In the event of an insolvency of such banks, we may not be able to recover our cash from them in full or in part, or there may be prolonged delays in such recovery.

A significant portion of our cash and cash equivalents are held as cash deposits with various commercial banks. A majority of such balances are held in banks located outside mainland China. Although we have not recognized any losses to date on our cash and cash equivalents, in the event of an insolvency of such banks, we may not be able to recover our cash from them in full or in part, or there may be prolonged delays in such recovery. This could materially adversely affect the value or liquidity of our cash and cash equivalents and result in an impairment, which could materially adversely affect our financial condition and operating results.

The failure of outside parties to meet committed service levels and information accuracy expectations may make our services less attractive to customers and harm our business and financial condition.

We rely on outside parties for some information, licenses, product delivery, telecommunications and technology products and services. We rely on relationships and/or contractual agreements with software developers and providers, systems integrators and other technology or telecommunications firms to support, enhance and develop our products and services.

Although we have contracts with technology providers to enhance, expand, manage and maintain our computer and communications equipment and software, these service providers may not provide acceptable services. Services provided by third parties include providing application licenses, hosting our Global Sources Online servers and database, maintaining our communications and managing the network and data centers which we rely on for the provision of our services. These relationships may not continue or may not be available on the same commercial terms in the future, which could cause customer dissatisfaction and/or a delay in the launch of new software or services.

We license some components of our technology from third parties. These licenses may not be available to us on the same commercial terms in the future. The loss of these licenses could delay the release or enhancement of our services until equivalent technology could be licensed, developed, or otherwise obtained. Any such delay could have a material adverse effect on our business and financial condition. These factors may deter customers from using our services, damage our business reputation, cause us to lose current customers, and harm our ability to attract new customers, thereby adversely affecting our financial condition.

We have no direct control over the accuracy, timeliness, or effectiveness of the information, products and services or performances of these outside parties. As a result of outside party actions, we may fail to provide accurate, complete and current information about customers and their products in a timely manner and to deliver information to buyers and/or other registered users in a satisfactory manner.

Our inability to maintain effective Internet domain names could create confusion and direct traffic away from our online services.

If we are not able to prevent third parties from acquiring Internet domain names that are similar to the various Internet domain names that we own, third parties could create confusion that diverts traffic to other websites away from our online services, thereby adversely affecting our business and financial condition. The acquisition and maintenance of Internet domain names generally are regulated by governmental agencies. The regulation of Internet domain names in the United States and in foreign countries is subject to change. As a result, we may not be able to acquire or maintain relevant Internet domain names. Furthermore, the relationship between regulations governing such addresses and laws protecting proprietary rights is unclear.

There may be various control, enforceability, legal and/or regulatory risks associated with the holding structure for one of our mainland China subsidiaries.

In April 2011, our subsidiary, eMedia Asia Limited (“eMedia Asia”), acquired the print and online businesses of EDN-Asia, EDN-China and certain other associated titles from the United Business Media group.

The EDN-China online business involved a mainland China domestic online website, and was operated through a mainland China company, Beijing EDN Advertising Production Co., Ltd. (“Beijing EDN”). Following a recent restructuring, the EDN-China online business essentially is no longer operated through Beijing EDN; however, we continue to consolidate Beijing EDN as a group subsidiary, so the associated historical risks and on-going holding structure risks in respect of Beijing EDN as described below could still remain.

As the laws and/or regulations of the People’s Republic of China (“PRC”) prohibit and/or restrict foreign investments in mainland China internet information businesses, eMedia Asia does not have any direct equity ownership interest in Beijing EDN (which has an internet content provider license that is required for the operation of a mainland China domestic online website). Instead, the holding structure of the EDN-China business depends upon nominee and other related contractual arrangements involving mainland China individuals who have agreed to act as eMedia Asia’s nominee shareholders of Beijing EDN (“nominees”).

These arrangements may not be very effective in providing direct operational control or direct ownership of Beijing EDN and its operations or business. Moreover, if our relationships with the nominees were to break down, they may act contrary to our interests, and the arrangements concerned may be difficult to legally enforce.

There are also uncertainties regarding the interpretation and application of PRC laws, regulations and policies with respect to these types of arrangements. Accordingly, there is a risk that such arrangements may be deemed by the relevant PRC authorities to be contrary to PRC laws, regulations or policies, the consequences of which could include: fines and/or other monetary penalties; revocation of applicable PRC permits or licenses and/or other administrative sanctions; and/or the various arrangements concerned being held to be unenforceable.



Should our directors or officers incur personal liabilities in connection with the performance of their duties, such liabilities could be substantial. Our insurance coverage for such directors' or officers' liabilities may be inadequate, and we may have to indemnify them (if, and to the extent, applicable and permissible) out of our own funds.

Our insurance coverage for the potential personal liabilities of our directors and officers is limited and may not be sufficient to cover the scope or extent of such liabilities. In such event, our directors and officers may have to rely in whole or in part on indemnities from out of our funds (see "Personal Liability of Directors and Indemnity" under Item 10 for a description of the personal liabilities of our directors and the indemnities by us which may be available to our directors and officers). If and to the extent such indemnities are applicable and permissible, they could be substantial.

We may be required to record an impairment charge to earnings if our goodwill or amortizable intangible assets become impaired.

We are required to test goodwill for impairment at least annually and to review our amortizable intangible assets for impairment whenever events or changes in circumstance indicate that the carrying amounts may not be recoverable. The carrying amounts of goodwill and intangible assets as of December 31, 2012 were approximately \$7.5 million and \$25.6 million respectively. During the year ended December 31, 2012, we recorded an impairment charge of \$1.4 million on goodwill relating to one of our investments relating to our EDN-Asia/EDN-China online and other media services business. Significant adverse changes in the business climate, or economic, competitive and other factors, may affect the value of goodwill and identifiable intangible assets. If any of these factors impair the value of these assets, accounting rules would require that we reduce their carrying value and recognize an impairment charge, which would reduce our reported assets and earnings in the year in which the impairment charge is recognized.

We may be required to record an impairment charge on our accounts receivables, if we are unable to collect the outstanding balances from our customers.

We generally collect our fees in advance from customers in markets with higher risk. We have a large number of customers and no individual customer represents more than 10% of our accounts receivables. We estimate the collectability of our accounts receivables based on our analysis of the accounts receivables, historical bad debts, customer creditworthiness and current economic trends. We continuously monitor collections from our customers and maintain adequate impairment allowance for doubtful accounts. However, while credit losses have historically been within our expectations and the allowances we established, if the bad debts significantly exceed our impairment allowance, our operating results and liquidity could be adversely affected.

#### Investment Risks

Our quarterly operating results may have seasonal fluctuations and as a result, we may fail to meet analyst, investor and shareholder expectations.

We typically experience seasonal quarter-to-quarter fluctuations in our revenue. Currently, most of our largest trade shows are expected to be held in the second quarter and fourth quarter of each year. The net result of the above seasonality is that second and fourth quarter revenues are likely to be substantially higher than the first and third quarter revenues. In 2012, approximately 29% of our revenue was generated during the second quarter and approximately 29% during the fourth quarter. The first quarter accounted for approximately 17% of our revenue in 2012 and the third quarter accounted for approximately 25% of our revenue in 2012. In addition, certain expenses associated with future revenues are likely to be incurred in the preceding quarters, which may cause profitability to be lower in those preceding quarters. Also, because event revenue is recognized when a particular event is held, we may

also experience fluctuations in quarterly revenue based on the movement of annual trade show dates from one quarter to another. As a result of seasonal fluctuations in our quarterly operating results, we may fail to meet analyst, investor and shareholder expectations.

Our share prices may fluctuate in response to a number of events and factors.

Our share price may fluctuate in response to a number of events and factors such as quarterly variations in operating results; announcements of new services or pricing options by us or our competitors; changes in financial estimates and recommendations by securities analysts; failure to meet our financial guidance and/or the financial forecasts of analysts; the operating and share price performance of other companies that investors may deem comparable; news reports relating to trends in the Internet and information technology industry; reports, articles, commentaries, blogs or online postings about us by analysts, short sellers, our competitors, our customers, our users and/or others; announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments; or changes in laws or regulations in the countries in which we operate.

There is a limited public market for our shares and the trading volume for our shares is low, which may limit your ability to sell your shares or purchase more shares.

As of February 28, 2013, we had approximately 923 registered shareholders, and a total of 34,383,232 outstanding common shares, out of which approximately 14,119,649 outstanding common shares were tradable on the NASDAQ Global Market (“NASDAQ”).

Because of the small number of shareholders and the small number of publicly tradable shares, we cannot be sure that an active trading market will develop or be sustained or that you will be able to sell or buy common shares when you want to. As a result, it may be difficult to make purchases or sales of our common shares in the market at any particular time or in any significant quantity. If our shareholders sell our common shares in the public market, the market price of our common shares may fall. In addition, such sales may create the perception by the public of difficulties or problems with our products and services or management. As a result, these sales may make it more difficult for us to sell equity or equity-related securities in the future at a time or price that is appropriate.

Sales of our common shares by our major shareholders could depress the price of the common shares.

Sales of common shares by our major shareholders could adversely affect the prevailing market price of the common shares. As of February 28, 2013, we had 34,383,232 common shares outstanding, out of which at least 15,331,230 common shares outstanding are beneficially owned by people who may be deemed “affiliates”, as defined by Rule 405 of the Act. Of these 15,331,230 shares, 14,525,320 shares are “restricted securities” which can be resold in the public market only if registered with the Securities and Exchange Commission or pursuant to an exemption from registration.

We cannot predict what effect, if any, that the sales of such restricted shares or the availability of shares for sale, will have on the market price of the common shares from time to time. Sales of substantial amounts of common shares in the public market, or the perception that such sales could occur, could adversely affect prevailing market prices for the common shares and could impair our ability to raise additional capital through an offering of our equity securities.

NASDAQ has broad authority to halt the trading of our shares on NASDAQ, and there can be no assurances that this would not occur.

As a company whose shares are listed on NASDAQ, we are subject to its listing rules which provide, among other things, NASDAQ with broad authority to halt the trading of our shares on NASDAQ. On April 3, 2012 at 10:13:42 a.m. Eastern Time, NASDAQ halted trading in our shares on NASDAQ for an “additional information request” which was subsequently provided. The trading of our shares on NASDAQ resumed on April 4, 2012 at 7:15 a.m. Eastern Time. There can be no assurances that trading in our shares on NASDAQ will not be halted in the future. Any halting



of trading in our shares could damage our reputation, adversely affect our share price and impair our ability to raise additional capital through an offering of our equity securities in the future.

Merle A. Hinrich, our Executive Chairman, is also our major shareholder and he may take actions that conflict with your interest.

As of February 28, 2013, Merle A. Hinrich beneficially owned approximately 42.97% of our outstanding common shares. He is also our Executive Chairman. Accordingly, Mr. Hinrich has substantial voting influence over the election of our directors, the appointment of new management and the opposition of actions requiring shareholder approval, such as adopting amendments to our articles of incorporation and approving mergers or sales of all or substantially all of our assets. Such concentration of ownership and substantial voting influence may have the effect of delaying or preventing a change of control, even if a change of control is in the best interest of all shareholders. There may be instances in which the interest of our major shareholder may conflict or be perceived as being in conflict with the interest of a holder of our securities or the interest of the company.

Because we are governed by Bermuda law rather than the laws of the United States and our assets are outside of the United States, our shareholders may have more difficulty protecting their rights because of differences in the laws of the jurisdictions.

We are incorporated under the laws of Bermuda. In addition, certain of our directors and officers reside outside the United States and a substantial portion of our assets is located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon such persons or to realize against them judgments of courts of the United States predicated upon civil liabilities under the United States federal securities laws. We have been advised by our legal counsel in Bermuda, Appleby, that there is some uncertainty as to the enforcement in Bermuda, in original actions or in actions for enforcement of judgments of United States courts, of liabilities predicated upon U.S. federal securities laws, although final and conclusive foreign judgments under which a sum of money is payable (not being a sum of money payable in respect of taxes or other charges of a like nature, in respect of a fine or other penalty, or in respect of multiple damages as defined in The Protection of Trading Interests Act 1981 of Bermuda) would be enforced by the Bermuda courts as a debt against our company, subject to certain conditions and exceptions.

We are a “foreign private issuer,” and have disclosure obligations that are different than those of other U.S. domestic reporting companies, so you should not expect to receive information about us in the same amount and/or at the same time as information received from, or provided by, U.S. domestic reporting companies.

We are a foreign private issuer and, as a result, we are not subject to some of the requirements imposed upon U.S. domestic issuers by the SEC. For example, we are not required to issue quarterly reports or file proxy statements to the SEC, and we and our directors and executive officers are not subject to certain disclosure obligations that would otherwise be required from U.S. domestic issuers.

Hence, our shareholders, potential shareholders and the investing public in general, should not expect to receive information about us in the same amount and/or at the same time as information received from, or provided by, U.S. domestic reporting companies.

U.S. persons that hold our common shares could be subject to material adverse U.S. federal income tax consequences if we were considered to be a PFIC for any taxable year.

A non-U.S. corporation generally will be a “passive foreign investment company,” or PFIC, for U.S. federal income tax purposes in any taxable year in which, after applying the relevant look-through rules with respect to the income and assets of its subsidiaries, either (i) 75% or more of its gross income is “passive income” (generally including (without

limitation) dividends, interest, annuities and certain royalties and rents not derived in the active conduct of a business) or (ii) the average value of its assets that produce passive income or are held for the production of passive income is at least 50% of the total value of its assets.

Although the application of the PFIC rules is unclear, there is a risk that we could be treated as having unexpectedly become a PFIC in a prior year, and there can be no assurance that we will not be considered a PFIC for the current year or any subsequent year. A U.S. person that holds our common shares should consult its own tax advisor regarding possible adverse tax consequences to such person if we are considered to be a PFIC.

It may be difficult for a third party to acquire us, and this may depress our share price.

Our bye-laws contain provisions that may have the effect of delaying, deferring or preventing a change in control or the displacement of our management. These provisions may discourage proxy contests and make it more difficult for the shareholders to elect directors and take other corporate actions. These provisions may also limit the price that investors might be willing to pay in the future for our common shares. These provisions include:

- providing for a staggered board of directors, so that it would take three successive annual general meetings to replace all directors;
  - requiring the approval of 100% of shareholders for shareholder action by written consent;
- establishing advance notice requirements for submitting nominations for election to the board of directors and for proposing matters that may be acted upon by shareholders at a general meeting; and
- restricting business combinations with any interested shareholder that have not been approved by at least two-thirds of the holders of our voting shares (other than shares held by that interested shareholder or any affiliate or associate of such interested shareholder), voting together as a single class, or by a simple majority if the business combination is approved by a majority of the continuing directors or if certain prescribed conditions are met assuming that we will receive fair market value in exchange for such business combination. In this context, a “business combination” includes, among others, (i) any mergers, (ii) any asset sales and other material transactions resulting in a benefit to the interested shareholder or any of its affiliates or associates or (iii) the adoption of a plan for our liquidation or dissolution; an “affiliate” or an “associate” have respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended; a “continuing director” is a member of our board of directors that is not an affiliate or associate or representative of an interested shareholder and was a member of our board prior to such person becoming an interested shareholder; and an “interested shareholder” is any person (other than us or any of our subsidiaries, or any employee benefit or other similar plan, or any of our shareholders who owned shares prior to the listing of our shares on Nasdaq) that owns or has announced its intention to own, or with respect to any of our affiliates or associates, within the prior two years did own, at least 15% of our voting shares.

While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002.

Under the supervision and with the participation of our management, we have evaluated our internal controls systems in order to allow management to report on, and our registered independent public accounting firm to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. We have performed the system and process evaluation and testing required in an effort to comply with the management certification and auditor attestation requirements of Section 404. As a result, we have incurred additional expenses and a diversion of management’s time. If we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities such as the SEC or by NASDAQ. Any such action could adversely affect our financial results and the market price of our shares.

#### ITEM 4.

#### INFORMATION ON THE COMPANY

##### History and Development of the Company

We are a leading facilitator of global merchandise trade. Our business began in 1971 in Hong Kong when we launched Asian Sources, a trade magazine to serve global buyers importing products in volume from Asia. Today, we are one of Asia's leading providers of trade information using online media, print media and face-to-face events, meeting the marketing and sourcing needs of our supplier and buyer communities.

The core business uses English-language media to facilitate trade from Greater China (which includes mainland China, Hong Kong and Taiwan) to the world. The other business segment utilizes Chinese-language media to enable companies to sell to, and within, Greater China.

Realizing the importance of the Internet, we became one of the first providers of business-to-business online services by launching Asian Sources Online in 1995. In 1999, we changed the name of Asian Sources Online to Global Sources Online.

We originally were incorporated under the laws of Hong Kong in 1970. In April 2000, we completed a share exchange with a publicly traded company based in Bermuda, and our shareholders became the majority shareholders of the Bermuda corporation. As a result of the share exchange, we became incorporated under the laws of Bermuda and changed our name to Global Sources Ltd.

Our capital expenditures during the years ended December 31, 2012, 2011 and 2010 amounted to \$1.4 million, \$56.7 million and \$2.5 million, respectively. For 2012, such expenditures were incurred mainly for purchase of computers, software, office equipment and leasehold improvements. For 2011, such expenditures were incurred mainly for purchase of office premises in mainland China, leasehold improvements, office furniture, computers and software. For 2010, such expenditures were incurred mainly on computers, software, leasehold improvements and office furniture. Our capital expenditures were financed using cash generated from our operations. The net book value of capital assets disposed and written off during the years ended December 31, 2012, 2011 and 2010 amounted to \$0.048 million, \$0.029 million and \$0.002 million respectively.

Our primary operating offices are located in Shenzhen, China; Shanghai, China; Hong Kong, China; and Singapore. Our registered office is located at Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda, and our telephone number at that address is (441) 295-2244. Our website address is <http://www.globalsources.com>. Information contained on our website or available through our website is not incorporated by reference into this document and should not be considered a part of this document.

#### Business Overview

We are a leading business-to-business (“B2B”) media company that provides information and integrated marketing services, with a particular focus on the Greater China market. Our mission is to facilitate global trade between buyers and suppliers by providing export marketing services and sourcing information. Although our range of media has grown, for more than 40 years we have been in the same primary business of helping buyers worldwide find products and suppliers in Asia.

Buyers rely on our media to find products and suppliers, and to stay current with supply market conditions. Suppliers use our media to find new buyers and markets for their products. We believe we offer the most extensive range of media and export marketing services in the industries we serve. Suppliers using our three primary channels – online marketplaces, print magazines and trade shows – are supported by our advertising creative services, education programs and online content management applications.

We have a significant presence across a number of industry sectors including electronics, fashion accessories, hardware and gifts. We are particularly strong in facilitating China's two-way trade of electronics, one of China's largest import and export sectors.

As of December 31, 2012, more than 250,000 suppliers are listed on Global Sources Online and we serve a buyer community of over 1,000,000 active members in more than 200 countries and territories.

We are diversified in terms of products and services offered, industries served and our customer base. We have powerful and valuable assets including: the Global Sources brand; leading products and market positions; a long history and extensive presence in Greater China; and substantial online leadership and expertise. We believe that all of these provide a strong platform for success and that we are well-positioned in the industry segments within which we operate.

The following table sets forth our revenue by category for the last three fiscal years:

|                                 | Year Ended December 31,     |            |            |
|---------------------------------|-----------------------------|------------|------------|
|                                 | 2012                        | 2011       | 2010       |
|                                 | (In U.S. Dollars Thousands) |            |            |
| Revenues                        |                             |            |            |
| Online and other media services | \$ 136,101                  | \$ 141,475 | \$ 122,203 |
| Exhibitions                     | 88,782                      | 77,973     | 69,450     |
| Miscellaneous                   | 6,857                       | 5,617      | 4,996      |
|                                 | \$ 231,740                  | \$ 225,065 | \$ 196,649 |

The following table sets forth our revenue by geographical area for the last three fiscal years:

|               | Year Ended December 31,     |            |            |
|---------------|-----------------------------|------------|------------|
|               | 2012                        | 2011       | 2010       |
|               | (In U.S. Dollars Thousands) |            |            |
| Revenues      |                             |            |            |
| China         | \$ 189,648                  | \$ 177,563 | \$ 148,418 |
| Rest of Asia  | 35,603                      | 40,011     | 41,228     |
| United States | 5,706                       | 6,455      | 5,947      |
| Europe        | 531                         | 695        | 382        |
| Others        | 252                         | 341        | 674        |
|               | \$ 231,740                  | \$ 225,065 | \$ 196,649 |

We currently generate the majority of our revenue from suppliers in Asia, with China being our largest market at approximately 82% of total revenue during 2012. Our revenue is derived from two primary sources:

Online and other media services. This consists of the following two primary revenue streams:

- **Online Services** - Our primary service is creating and hosting marketing websites that present suppliers' product and company information in a consistent and easily searchable manner on Global Sources Online. We also offer banner ads and publish digital magazines.
- **Other Media Services** - We publish printed trade magazines, which consist primarily of advertisements from suppliers and our independent editorial reports and product surveys. We also derive a small amount of revenue from buyers that subscribe to our trade magazines and from marketing services provided to suppliers.

**Exhibitions - Trade Shows and Seminars** – Our primary revenue stream is selling booths to suppliers. Our exhibitions offer international and domestic buyers direct access to manufacturers based in China and other Asian countries.

## Industry Background

### Global Trade and the Role of Greater China

Over the past few decades, as communications and logistics technologies have improved and as more free trade agreements have been signed, international trade has grown at a pace far exceeding the growth of overall global production. Asia, including Greater China in particular, has been a significant contributor to the growth of global



trade.

China has become a major manufacturer and exporter of a wide range of products, due to its significant labor cost advantages, large population, improving quality controls and increasing amounts of foreign investment. Being admitted to the World Trade Organization in 2001 was a very important turning point for China. Membership led to a dramatic shift in global trade, with more orders flowing to China and away from traditional supply markets.

25

---

With a population that is more than 15 times as large as Hong Kong, Taiwan and South Korea combined, and with comparably more manufacturing facilities, the potential scale of China as an exporter is very substantial. China's exporters include state-owned enterprises, joint ventures and a rapidly growing number of entrepreneurial companies.

With thousands of manufacturers spread across vast regions, and given the large distances between them and their customers, it is difficult for buyers and suppliers to identify and communicate with one another. Accordingly, buyers' search and evaluation costs, and suppliers' advertising and marketing expenses can be substantial.

#### The Role of Media in Global Trade

In global trade, media plays a key role in helping suppliers and buyers find, connect and transact with each other. To facilitate this, media companies provide three major offerings: online marketplaces, trade publications and trade shows.

For media companies doing business in Asia, the fragmentation presents significant challenges. They need to find, qualify and visit tens of thousands of suppliers and then assist them to promote their products to the global marketplace. Building a sales force to contact these suppliers is a significant undertaking and typically requires substantial financial and manpower commitments and resources. In particular, there is a huge challenge to effectively and efficiently hire, train and manage a network of sales representatives across such an immense area, where multiple jurisdictions have varying legal requirements, languages, currencies and customs.

Buyers rely on media to stay current with all available purchasing opportunities. They use the media to identify and pursue new suppliers with which they can compare both pricing and product quality with their existing suppliers. They also seek to purchase new product lines appropriate to their distribution channels. Buyers choose media based on the quality and quantity of information relevant to their interests, and on the range and flexibility of the formats and delivery methods.

Most suppliers frequently introduce new products and actively seek new buyers and markets through the use of media. Their objective is to make sure their products are seen by as many potential buyers as possible, and sold to buyers that will provide them the best price and the right order size. Suppliers select media based on the number and quality of buyers reached, and on the reputation of the medium and its cost. Also, particularly in Greater China, creative services for advertising design and English language copywriting play a significant role in media selection. Suppliers measure the return on their promotional investments by the quantity and quality of sales leads, or Requests For Information ("RFIs"), that they receive, by the branding or competitive differentiation achieved, and where possible, by the actual orders generated.

Operators of online marketplaces generate most of their business from selling marketing services to suppliers, such as publishing and hosting a supplier's website and product catalog, and from advertising. Online marketplaces have the advantages of content depth and timeliness and provide a venue where suppliers can make detailed product and company information accessible to buyers.

Trade show organizers generate most of their business from selling booth space to suppliers. Trade shows play a unique role in the sales process since they allow sellers to make face-to-face presentations to buyers and to negotiate and take orders at the booths. In international trade, face-to-face interaction is viewed as vital by many buyers and is something that cannot be accomplished by online or print media.

Trade magazine publishers garner the vast majority of their revenue from the sale of advertising. Magazines offer buyers the convenience of portability while offering suppliers a proven medium that delivers a targeted audience. Magazine advertising enables suppliers to do high-impact, display advertising that can strongly position their company and their products. Such advertising also contributes greatly to making buyers aware that a company is a potential supplier, and if the buyer is in an active sourcing mode, often stimulate the buyer to make an inquiry, visit the supplier's website and/or visit the supplier's booth at a trade show.

Many suppliers want to reach their customers and prospects in multiple ways: online, in print and in person at trade shows. Suppliers use this full range of media to make sure they reach their entire target market, because of the benefits of different and more frequent exposures to buyers, and because each of the media plays a different role in the sales cycle.

#### Our Offerings

Our primary business relates to connecting buyers worldwide with suppliers in Asia (with a particular focus on Greater China) and other emerging markets. However, we also offer a range of media that facilitates selling to and within China.

We provide a broad set of B2B media products and services to stimulate and streamline the marketing and sourcing processes of global trade. In particular, we believe that we offer the broadest and most integrated multi-channel offering to suppliers and buyers engaged in international trade with Greater China.

Buyers request information and purchase goods from suppliers who market themselves through our online services, trade magazines and trade shows. We provide information to help buyers evaluate numerous sourcing options so they can place orders with suppliers that have the most suitable capabilities and/or who offer them the best terms. We help suppliers market their products and their capabilities to our community of buyers worldwide. By receiving inquiries from a wide selection of buyers, suppliers have more opportunities to achieve the best possible terms, and to learn about the demand and specific requirements in different markets.

With the combination of our online, print and trade show offerings, supported by our creative and production services, we offer suppliers a virtual one-stop shop for most of their export marketing communications needs. Moreover, we believe that we are uniquely capable of helping suppliers create and deliver integrated marketing programs that impact all stages of the buying process – from awareness and lead generation – right through to purchase orders.

#### Media for Buyers Worldwide

##### Online Services

Through Global Sources Online, our online marketplace and primary source of online revenue, buyers are able to identify, shortlist and make inquiries to suppliers. Our primary source of revenue is from suppliers who pay for marketing websites. Each marketing website is comprised of a home page, a company profile and a virtual showroom containing product profile pages of the supplier's products. Each product profile page contains detailed product information, specifications and full color images.

Buyers can reach a large potential supply base on Global Sources Online by searching among, and/or making inquiries to approximately 250,000 suppliers. Suppliers are categorized as verified or unverified.

##### Trade Shows

Our largest shows are our China Sourcing Fairs which are held in Hong Kong each spring and fall. These shows bring buyers from around the world to meet face-to-face with suppliers. In recent years, we have added various smaller versions of these shows in locations including Dubai (United Arab Emirates), Mumbai (India) (to be relocated to New Delhi in 2013), Miami (the United States), Johannesburg (South Africa), and Sao Paulo (Brazil).

Trade Publications

We publish 18 industry-specific Global Sources trade magazines. Our trade magazines come in print and digital formats and contain paid advertisements from suppliers, as well as our independent editorial features, which include market reports, product galleries and surveys. Print copies are available with paid subscription, and we provide magazines free-of-charge to qualified buyers through the mail and at our trade shows. Digital copies can be downloaded from our website and direct mailings for free, and/or sent to buyers each month.

### Advertising Creative Services

We offer our customers advertising and marketing creative services, which assist them in communicating their unique selling propositions and in executing integrated marketing campaigns across our online services, trade magazines and trade shows. Account managers and copywriters in our customer service centers assist suppliers with creative services including digital photography of products, translation, copywriting, ad layout and quality control. Basic media and creative services are included in our media charges.

### Sourcing Reports

We currently have more than 70 different Sourcing Reports for sale. Each Sourcing Report provides detailed, product-specific information on suppliers and supply market conditions throughout Greater China and Asia that is gathered through face-to-face, phone and email interviews with senior management at factories. Revenue is derived from sales to buyers.

### Media for Engineers and Executives in Asia

In addition to our primary media, which connect export suppliers in Asia with buyers worldwide, we are a leading provider of information to electronics engineers and executives within Asia. For this segment of our business, we have 11 online and 6 print media, the International IC show, the China International Optoelectronics Expo, and several other conferences and events.

### Mission and Business Strategy

#### Mission

Global Sources' mission is to connect global buyers and suppliers by providing the right information, at the right time, in the right format.

Our key business objective is to be the preferred provider of content, services, and integrated marketing solutions that enable our customers to achieve a competitive advantage.

#### Business Strategy

Our primary target market is comprised of professional small, medium and large-sized buyers and suppliers. Moreover, our focus is on verified suppliers and verified buyers. Our business strategy is to serve our markets with online, print and trade show media that address our customers' needs at all stages of the buying process.

The Global Sources growth strategy is built around the following four key foundations: further penetration of the market for our export promotion media; new product and market development; expansion into China's domestic B2B market; and acquisitions, joint-ventures and alliances.

- Market penetration. Our existing markets offer significant opportunities for further growth. Our objective is to grow our total number of customers and grow the overall level of suppliers' usage of one or more of the media within our unique, multi-channel solution.

-

New product and market development. Our plans include increasingly specialized online marketplaces, magazines and trade shows, entries into new geographies as well as entirely new media formats. Some of these initiatives are to augment our core export offering, while others are targeted at China's domestic B2B market.

- Expansion in China's domestic B2B market. We have more than a dozen individual media properties serving this market including digital and print magazines, online sites and trade shows.
- Acquisitions, joint ventures and/or alliances. We intend to support our strategy by looking for acquisitions and/or alliances that will enhance growth and accelerate achievement of our goals. We plan to seek complementary businesses, technologies or products that will help us maintain or achieve market leading positions in particular niche markets.

#### Products & Services

##### Media for Buyers Worldwide

##### Online Services

Global Sources Online, our primary online service, is comprised of the following industry sector marketplaces:

|                            |                                 |
|----------------------------|---------------------------------|
| Auto Parts & Accessories   | Gifts & Premiums                |
| Baby & Children's Products | Hardware & DIY                  |
| Computer Products          | Home Products                   |
| Electronic Components      | Machinery & Industrial Supplies |
| Electronics                | Security Products               |
| Fashion Accessories        | Sports & Leisure                |
| Garments & Textiles        | Telecom Products                |

##### Trade Publications

We currently publish the following industry-specific trade magazines in various frequencies ranging from monthly to once a year:

|  |   |
|--|---|
| Global Sources Auto Parts & Accessories          | Global Sources Gifts & Premiums               |
| Global Sources Baby & Children's Products        | Global Sources Hardware & DIY                 |
| Global Sources Computer Products                 | Global Sources Home Products                  |
| Global Sources Electronic Components             | Global Sources Security Products              |
| Global Sources Electronics                       | Global Sources Sports & Leisure               |
| Global Sources Fashion Accessories               | Global Sources Telecom Products               |
| Global Sources Garments & Textiles               | Global Sources Medical & Health Products      |
| Global Sources Machinery and Industrial Supplies | Global Sources Solar & Energy Saving Products |
| Global Sources India Products                    | Global Sources Korea Products                 |



Trade Shows & Exhibitions currently scheduled for 2013. Note: CSF represents China Sourcing Fair; ISF represents India Sourcing Fair; and KSF represents Korea Sourcing Fair, each indicating the country of origin of most of the exhibitors.

| Location                                      | Hong Kong                  | Dubai                         | Miami        | Sao Paulo    | Johannesburg | New Delhi          |
|---|----------------------------|-------------------------------|--------------|--------------|--------------|--------------------|
| Show Dates                                    | Apr 12-15,<br>19-22, 27-30 | Oct 12-15,<br>19-22,<br>27-30 | May<br>28-30 | Jun<br>25-27 | Sept<br>8-10 | Nov 7-9<br>Dec 5-7 |
| CSF: Electronics<br>& Components              |                            |                               |              |              |              |                    |
| CSF: Electronics<br>CSF: Security<br>Products |                            |                               |              |              |              |                    |
| CSF: Solar &<br>Energy Savings<br>Products    |                            |                               |              |              |              |                    |
| CSF: Gifts &<br>Premiums                      |                            |                               |              |              |              |                    |
| CSF: Home<br>Products                         |                            |                               |              |              |              |                    |
| CSF: Baby &<br>Children's<br>Products         |                            |                               |              |              |              |                    |
| CSF: Christmas &<br>Seasonal Products         |                            |                               |              |              |              |                    |
| CSF: Fashion<br>Accessories                   |                            |                               |              |              |              |                    |
| CSF: Underwear<br>& Swimwear                  |                            |                               |              |              |              |                    |
| CSF: Garments &<br>Textiles                   |                            |                               |              |              |              |                    |
| CSF: Hardware &<br>Building Materials         |                            |                               |              |              |              |                    |
| ISF: Garments &<br>Accessories                |                            |                               |              |              |              |                    |
| KSF: Gifts &<br>Premiums                      |                            |                               |              |              |              |                    |
| KSF: Electronics<br>& Components              |                            |                               |              |              |              |                    |
| Total (by show<br>period)                     | 12                         | 12                            | 4            | 5            | 4            | 7                  |
| Total (by location)                           | 24                         | 4                             | 5            | 4            | 7            | 3                  |
| Total Shows:                                  |                            |                               | 47           |              |              |                    |



Media for Buyers in China

Online Services

China Global Sources Online. ([www.globalsources.com.cn](http://www.globalsources.com.cn)) is designed to facilitate China domestic B2B trade.

Trade Shows and Exhibitions for buyers in China

| Trade Shows / Exhibitions  | Description, Scheduled Date and Location   |
|--|--|
|  | Highly targeted exhibition, offering local China buyers, international buyers and their purchasing offices in China a wide selection of electronics from suppliers in Greater China. |
| Global Sourcing Fair: Electronics & Components   | August 27 - 29, 2013 in Shenzhen   |
| FashionSZshow (formerly known as China (Shenzhen) International Brand Clothing & Accessories Fair) | China international fashion brand fair featuring men's and women's clothing and accessories.<br>July 11 - 13, 2013 in Shenzhen.  |

Media for Asian Engineers and Executives

Online Services

| Website                        | Description   |
|--------------------------------|---|
| EE Times – Asia Online Network | <ul style="list-style-type: none"> <li>· Provides industry news, new product information and technical features covering new technology and its application to engineering managers and design engineers in China, Taiwan, India and countries in the Association of Southeast Asian Nations (“ASEAN”); websites in traditional and simplified Chinese, and English.</li> </ul> |
| EDN – Asia Online Network      | <ul style="list-style-type: none"> <li>· Provides in-depth technical content including technology articles, product news and special reports to design engineers and engineering managers in China, Taiwan, South Korea, India and ASEAN countries; websites in traditional and simplified Chinese, Korean and English.</li> </ul>  |

|   |  |
|---|--|
| Electronics Supply & Manufacturing China Online | Provides managers in China's electronics industry daily news updates, new product rollouts, new manufacturing strategies, supplier reviews and component catalogs.   |
| Webinars  | · Various webinars are offered throughout the year to provide corporate, engineering, procurement and manufacturing management with access to new manufacturing strategies, technology and supplier news.  |
| DatasheetsChina.com                             | · The world's largest IC and electronic components online datasheet database, providing engineers and purchasing managers with normalized data for 250 million parts from over 10,000 suppliers worldwide. |

| Website  | Description   |
|--|---|
| eeWeibo  | <ul style="list-style-type: none"> <li>· The first social networking app tailored for China’s electronics industry professionals; uses real-time algorithm to filter Sina Weibo posts and deliver only relevant electronics-related posts to users.</li> </ul>  |
| Trade Shows  |   |
| Trade Shows  | Description   |
| International IC-China Conference & Exhibition (IIC-China) | <ul style="list-style-type: none"> <li>· China’s largest system design event showcasing new IC technologies and the latest application methodology.</li> <li>· 2012 event was held on February 23-25 in Shenzhen, China’s key technology hub, featuring leading semiconductor companies such as Analog Devices, Fairchild, Freescale and Silicon Labs.</li> <li>· 2013 event was held on February 28-March 1 in Shenzhen, with conferences on Smartphone &amp; Tablet Design, Power, Connectivity, Test &amp; Measurement, IC Supply Chain, and Smart Home &amp; Surveillance.</li> </ul> |
| China International Optoelectronic Exposition (“CIOE”)     | <ul style="list-style-type: none"> <li>· China's largest optoelectronics event established in 1999 and held annually in Shenzhen</li> <li>· Covers all optoelectronics segments including laser and infrared applications, precision optics, optical communications and LEDs.</li> <li>· 2012 event hosted 3,100 exhibitors and 73,200 visitors, breaking records in both aspects.</li> <li>· CIOE 2013 will be held at Shenzhen Convention and Exhibition Center, September 4 to 7, 2013. To mark</li> </ul>   |

the show's 15th anniversary, a series of gala events focusing on celebration of the industry's achievement are planned.

EDN-Asia seminars

· A series of one-day seminars held in Singapore, Malaysia, Taiwan and China.

· Topics covered include Embedded Systems Design, Power, Test & Measurement, Connectivity, MCU, Smart Grid, Industrial Control and Automotive Electronics.

## Magazines

| Magazine                                   | Description   |
|--|---|
| EE Times - Asia                            | · Editions published monthly in simplified and traditional Chinese; provides engineering managers and design engineers in China and with innovative design ideas and in-depth technology analysis.          |
| EDN - Asia                                 | · Editions published monthly in simplified and traditional Chinese; provides engineers in China and Taiwan with in-depth technical content including technology articles, product news and special reports. |
| Electronics Supply & Manufacturing - China | · Published monthly in simplified Chinese; provides corporate, engineering and procurement management in China with strategic business and technology information.  |

## Customers

We provide services to a broad range of international buyers and suppliers in various industry sectors.

## Suppliers

During 2012, 29,606 suppliers paid us for marketing or advertising services compared to 25,541 during 2011. Approximately 89% of these suppliers were located in mainland China. No individual supplier customer represented more than 1% of our revenue during 2012.

## Buyers

For our primary group of media, which connect export suppliers in Asia with buyers worldwide, we serve a community of more than 1,000,000 active members in more than 200 countries and territories. This figure is based on procedures to ensure that only buyers who have received a Global Sources digital magazine or print magazine; or attended a China or Global Sourcing Fair tradeshow organized by Global Sources; or who have made an inquiry through the Global Sources Online website ([www.globalsources.com](http://www.globalsources.com)) within the 12-month period ended December 31, 2012; or subscribed and double opted-in to receive product alert e-mail updates from Global Sources Online as of December 31, 2012 are extracted from the databases.

We have developed our services primarily for retailers, distributors and manufacturers who import in volume for resale. Although we serve a wide range of small, medium and large-sized buyers, we put extra emphasis on serving senior executives with large import buying power. Also, we believe a significant portion of our buyer community are owners, partners, presidents, vice presidents, general managers or directors of their respective companies.

## Sales and Marketing

Our team member sales organization consists of approximately 2,300 independent representatives in approximately 60 cities worldwide, with more than 40 of these locations in Greater China. We have a staff of 143 full-time employees that oversee and monitor the independent sales representative organizations that employ these representatives. These organizations operate pursuant to service agreements with us that generally are terminable by either party on short notice. These representatives focus on developing and maintaining relationships with suppliers that are current customers and they seek to increase the number of new suppliers using our services. Substantially all of our contracts with suppliers are entered into directly between the supplier and us. Revenue for trade shows is quite seasonal as it is recognized in the month in which each show is held. Currently, most of our largest trade shows are expected to be held in the second quarter and fourth quarter of each year. The net result of the above seasonality is that second and fourth quarter revenues are likely to be substantially higher than the first and third quarter revenues. The largest representative sales offices are located in Beijing, Guangzhou, Shanghai, Shenzhen, Hong Kong and Taipei. Our seven sales representative organizations in China accounted for approximately 75% of our total revenue in 2012.



Our marketing strategy leverages our database of approximately 250,000 suppliers currently listed on Global Sources Online. Sophisticated analyses of buyer and supplier profile data enable us to target our sales and marketing programs to new geographic areas and to specific product categories within industry sectors.

Our sales representative organizations are generally structured to offer an integrated marketing solution of our media to customers. Our community development group is responsible for marketing our services to the global buyer community through online advertisements and promotions, search engine marketing, trade shows and direct mail campaigns.

#### Content Development

Our content development group is responsible for compiling, editing, integrating and processing the content that appears in our online services and print media. Within content development, the advertisement operations and editorial groups compile materials from suppliers and freelance writers, respectively, and transform these materials into the advertising and editorial content. Research teams analyze customer content usage to direct content development and they work with sales representatives and marketing staff to develop appropriate content for new industry sectors. Our site team is responsible for evaluating and integrating content into our online services, as well as maintaining the overall integrity of such services. In addition, members of the content development group manage the pre-press production work and print production processes associated with the creation of our printed and digital trade magazines. They also maintain the back-end supplier database, which is the foundation for our online supplier and product information.

#### Strategic Relationships

eMedia Asia Limited (“eMedia”) is a subsidiary of which we own 60.1% and control, and CMP Media (now known as TechInsights), through UBM Asia B.V., a member of the United Business Media group, owns 39.9%. We entered into the joint venture in September 2000, to provide new technology content, media and online services for the Asian electronics market, focusing on new opportunities in the Greater China market.

In August 2005, eMedia formed a strategic alliance with Penton Media Inc. (“Penton”) to launch Electronic Design - China, a simplified Chinese edition of Penton’s electronics magazine, Electronic Design. The Electronic Design – China publication aims to provide the latest technology and application methodologies to design engineers and engineering managers in China. The online website was launched in January 2006, and the first print monthly issue was launched in March 2006. The parties mutually terminated this co-operation as of December 31, 2012.

In December 2009, eMedia acquired from the United Business Media group, for a net cash consideration of approximately US\$5 million, the entire issued share capital of eMedia South China Limited (previously known as “UBM South China Limited”), a company incorporated in the Hong Kong Special Administrative Region, which holds a 70% equity interest in Shenzhen Herong GS Exhibition Co., Ltd. (previously known as “Shenzhen Herong UBM Exhibition Co., Ltd.”), a company incorporated in mainland China. Shenzhen Herong GS Exhibition Co., Ltd. organizes and operates the China International Optoelectronic Expo (“CIOE”) in mainland China. With this acquisition, eMedia’s portfolio of media products for the Chinese electronic engineering community further complements our own multi-channel media network for professionals in China’s electronic industry.

In April 2011, eMedia acquired EDN Asia Advertising Pte. Ltd. (previously known as “Canon Communications Asia Pte. Ltd.”) and Beijing EDN Advertising Production Co., Ltd. (previously known as “Beijing Reed Advertising Services Co., Ltd.”) – which published EDN-Asia and EDN-China, respectively – from Canon Communications LLC, a subsidiary of United Business Media Limited (LSE: UBM.L), for a cash consideration of approximately US\$4 million. Subsequently, these titles were transferred to eMedia and are now published directly by eMedia, with effect from January 1, 2013.

Haoji Group Limited (“Haoji”) is a company incorporated in the British Virgin Islands, which holds the entire issued share capital of Space Exhibition Consultants Limited, a company incorporated in the Hong Kong Special Administrative Region, which in turn holds all of the equity interests in Huanyu Shishang Exhibition (Shenzhen) Co., Ltd. (“Huanyu”). Huanyu operates the China (Shenzhen) International Brand Clothing & Accessories Fair (now known as Fashion SZ show) in mainland China, and owns the businesses and assets associated therewith. In March 2012, we acquired 80% of the entire issued share capital of Haoji, from an individual who was the sole shareholder of Haoji, for a total cash consideration of approximately US\$17.0 million, comprising an initial cash amount of approximately US\$12.7 million that was paid by us on completion of the transaction, and another additional cash amount of approximately US\$4.3 million was paid in February 2013.

The Shenzhen International Machinery Manufacturing Industry Exhibition and its related shows (the “SIMM Events”) currently consist of two groups of co-located trade shows: (a) the Shenzhen International Machinery Automation Exhibition and the Shenzhen International Mould Making Technology & Product Exhibition (collectively, the “Group A SIMM Events”); and (b) the Shenzhen International Cutlery & Tools Exhibition and the Shenzhen International Metal Processing Industry Exhibition (collectively, the “Group B SIMM Events”). We have entered into an agreement in April 2013 to acquire a 70% interest in the Group A SIMM Events and a 56% interest in the Group B SIMM Events, for a total consideration ranging between approximately US\$11 million to approximately US\$16 million, depending upon certain performance-related conditions. The transaction is subject to closing conditions.

#### Technology and Systems

We use a combination of commercial software and internally developed systems to operate our websites and services.

We have invested a total of \$25.8 million for years 2012 and 2011 combined in information and technology costs.

As of December 31, 2012, we had 159 team members engaged in technology development, maintenance, software customization and data center operations.

As of December 31, 2012, our online marketplace services are run on the Oracle DBMS release 11g. The catalog application that supports Global Sources Online’s core functions uses a Java platform.

Our servers are hosted by AT&T iDC in Hong Kong. We have dual redundant 200Mbps Internet link connection directly to AT&T’s IX backbone, while AT&T’s IX maintains in excess of 20 Gbps link to the United States and direct links to most countries in Asia. We use Overland Enterprise tape back-up systems as well as servers located at our Singapore facility for back-up and disaster recovery purpose. We deployed server virtualization technologies for cost effectiveness and meeting our dynamic business growth and demand. We have deployed EMC SAN Enterprise disk storage systems for mission critical data and load balancers and application accelerators for traffic workload balancing, redundancy and response time management, respectively.

For the year ended December 31, 2012 our external network had 100% uptime availability.

Our platform applications deploy standard industry database protocols. We can, therefore, integrate our systems with products from third-party vendors. Our offerings are also based on industry standard Web technologies and we are able to deploy with the aid of most common industry browser solutions.



Where appropriate, our systems use secure socket layer (SSL) to encrypt sensitive communications between browsers and Web servers. We also use Extensible Markup Language (XML) as an open communication protocol for information delivery to various applications and/or partners.

### Competition

For our online marketplaces, trade magazines and trade show services, the market is highly fragmented and potential competition and competitors vary by the range of services provided, geographic focus and the industry sector served. Some competitors only offer trade shows and other competitors only offer online services.

We may compete to some extent with a variety of organizations that have announced their intention to launch, or have already launched, products and services that compete to a certain degree with ours. These businesses include business media companies, trade show organizers, government trade promotion bodies, domestic retail marketplaces, international trade marketplaces, transaction software and services providers, and electronic sourcing application and/or service providers. We may be at a competitive disadvantage to companies that have greater financial resources, that have more advanced technology, that have greater experience or that offer lower cost solutions than ours. In addition, some buyers and suppliers may have developed in-house solutions for the online sourcing and marketing of goods and may be unwilling to use ours.

### Intellectual Property

Our primary product and supplier content, in addition to our in-house produced editorial content, is held under common law copyright. We actively protect this intellectual property by several means, including the use of digital watermark technology on the images on our website, which enables us to identify unauthorized use on other websites.

We have also developed several proprietary technology applications. In the future, we may apply for patents for these technology applications, where appropriate. However, we may not be successful in obtaining the patents for which we applied. Even if we are issued a patent, it is possible that others may be able to challenge such a patent or that no competitive advantage will be gained from such patent.

Our intellectual property is very important to our business. We rely on a combination of contractual provisions, employee and third-party nondisclosure agreements, and copyright, trademark, service mark, trade secret and patent laws, to establish and protect the proprietary rights of our brands, software, content and services.

We have registrations and/or pending applications for either or both of our “Global Sources” and “China Sourcing Fairs” trademarks in various countries or regions, including Australia, Brazil, the European Union, Hong Kong, India, Indonesia, Israel, Mexico, mainland China, the Philippines, Singapore, South Africa, South Korea, Switzerland, Taiwan, Thailand, Turkey, the United Arab Emirates and the United States.

We have in the past, and may in the future, co-develop some of our intellectual property with independent third parties. In these instances, we take all action that we believe is necessary or advisable to protect and to gain ownership of all co-developed intellectual property. However, if such third parties were to introduce similar or competing online services that achieve market acceptance, the success of our online services and our business, operating results, financial condition and prospects may be harmed.

### Government Regulation

Our services are or may be subject to government regulations in various jurisdictions where we or our operations, businesses or activities are located or conducted, where our clients or users are located, or where our services are provided, supplied, transmitted, accessed, used or received. Some of these regulations are described below.

## Internet Regulation

There are an increasing number of laws and regulations pertaining to the Internet. In addition, various legislative and regulatory proposals are frequently under consideration by federal, state and local and foreign governments and agencies. Laws or regulations have been or may be adopted with respect to the Internet relating to the liability for information retrieved from or transmitted over the Internet, regulation of online content (or the provision of internet content), the transmission of unsolicited commercial e-mails, user privacy, the use of “cookies”, online behavioral advertising practices, taxation and the quality of products and services. Moreover, it may take years to determine whether and how existing laws, such as those governing issues relating to intellectual property ownership and infringement, privacy, libel, copyright, trademark, trade secret, design rights, taxation, and the regulation of, or any unanticipated application or interpretation of existing laws, may decrease the use of the Internet, which could in turn decrease the demand for our services, increase our cost of doing business or otherwise have a material adverse effect on our business, operating results, financial condition and prospects.

## Regulation of Communications Facilities

To some extent, the rapid growth of the Internet has been due to the relative lack of government intervention in the marketplace in respect of, or due to the relative inadequate development or uncertainty of laws and regulations governing, Internet access. For example, several telecommunications carriers are seeking to have telecommunications over the Internet regulated in the same manner as are certain other telecommunications services. Additionally, local telephone carriers have petitioned or may petition the relevant authorities to regulate ISPs in a manner similar to long distance telephone carriers and to impose access fees on such providers. Some ISPs are seeking to have broadband Internet access over cable systems regulated in much the same manner as telephone services, which could slow the deployment of broadband Internet access services. Because of these proceedings or others, new laws or regulations could be enacted, which could burden the companies that provide the infrastructure on which the Internet is based, thereby slowing the rapid expansion of the medium and its availability to new users.

## Properties

During 2004, we entered into a contract for the purchase of approximately 9,000 square meters of office space in the Shenzhen International Chamber of Commerce Tower in Shenzhen, Guangdong province, China, at a purchase price of approximately \$19.0 million. Full payment of the purchase price was made during 2004, the physical handover of the premises occurred on or around March 30, 2005 and we received the title certificates. Our usage right in respect of this property is for a period of 50 years, expiring on January 7, 2052, after which the land could revert to the Chinese government.

In 2007, we purchased approximately 1,939.38 square meters of office space in a commercial building known as “Excellence Times Square” in Shenzhen, China, at a purchase price of approximately \$7.0 million.

In 2008, we purchased approximately 6,364.50 square meters (gross) of office space in a commercial building known as Shenzhen International Chamber of Commerce Tower in Shenzhen at a price of approximately \$34.4 million.

In 2008, we purchased approximately 22,874 square feet (gross) of office space, together with 6 car parking spaces, in a commercial building known as Southmark in Hong Kong, for a total purchase price of approximately \$12.3 million.

In August 2011, we purchased approximately 6,668 square meters of office space in a commercial building known as “City Point” in Shanghai, China, for a total purchase price of approximately \$52.0 million, in order to support our

continued business expansion in China.

In addition, we generally lease our office space under cancellable and non-cancellable arrangements with terms of two to five years, generally with an option to renew upon expiry of the lease term. We leased in aggregate approximately 124,084 square feet of executive and administrative offices in China, Hong Kong, the Philippines, Singapore, India and Taiwan during the year ended December 31, 2012. Our aggregate base rental and building management fee expenses for the year ended December 31, 2012 were approximately \$1.97 million.

We lease part of our properties to third parties to generate rental income. During the year ended December 31, 2012, we recorded such rental income of \$5.8 million.



In February 2013, we signed a letter of intent for the sale of our property in Excellence Times Square in Shenzhen, China, comprising approximately 1,939.38 square meters of office space, for a total cash consideration of approximately \$19.3 million. The transaction is subject to the formal sale and purchase agreement being signed on or before April 30, 2013 and the buyer's full payment of the purchase price being made on or before May 7, 2013.

In March 2013, we completed the sale of a portion of office space on the 26th floor of Southmark building in Hong Kong, China, comprising a total area of 9,431 square feet, and three car parking spaces on the 1st floor of the building, for a total cash consideration of approximately \$9.0 million.

In March 2013, we completed the purchase of commercial property on the 21st, 22nd and 23rd floors of the Vita Tower in Hong Kong, China, which we used to lease and are currently continuing to occupy for operational use. This comprises a total of 36,822 square feet of office space, for a total purchase consideration of approximately \$23.6 million.

#### Legal Proceedings

We are a party to litigation from time to time in the ordinary course of our business. We do not expect the outcome of any pending litigation to have a material adverse effect on our business.

#### ITEM 4A.

#### UNRESOLVED STAFF COMMENTS

None.

#### ITEM 5.

#### OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and results of operations should be read in conjunction with the "Selected Financial Data" and the accompanying financial statements and the notes to those statements appearing elsewhere in this Annual Report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to those discussed below and elsewhere in this Annual Report, particularly under the caption "Risk Factors."

#### Overview

We are a leading B2B media company and a primary facilitator of two-way trade with Greater China. Our core business is facilitating trade from Greater China to the world, using a wide range of English-language media. Our other key business segment facilitates trade from the world to Greater China using Chinese-language media. We provide sourcing information to volume buyers and integrated marketing services to suppliers. Our mission is to facilitate global trade between buyers and suppliers by providing the right information, at the right time, in the right format. Although our range of media has grown, for more than 40 years we have been in the same basic business of helping buyers worldwide find products and suppliers in Asia.

We believe we offer the most extensive range of media and export marketing services in the industries we serve through our three primary channels – online marketplaces, magazines and trade shows.

We were originally incorporated under the laws of Hong Kong in 1970. In 1971, we launched Asian Sources, a trade magazine to serve global buyers importing products in volume from Asia. Realizing the importance of the Internet, we became one of the first providers of business to business online services by launching Asian Sources Online in 1995. In 1999, we changed the name of Asian Sources Online to Global Sources Online.

In April 2000, we completed a share exchange with a publicly traded company based in Bermuda, and our shareholders became the majority shareholders of the Bermuda corporation. As a result of the share exchange, we became incorporated under the laws of Bermuda and changed our name to Global Sources Ltd.

## Revenue

We derive revenue from two principal sources, Online and other media services and Exhibitions-trade shows and seminars.

Online and other media services consists of the following two primary revenue streams:

**Online Services** — Our primary service is creating and hosting marketing websites that present suppliers' product and company information in a consistent and easily searchable manner on Global Sources Online. We also derive revenue from banner advertising fees and the digital magazines we launched in July 2010. In April 2011, we launched online sourcing fairs in conjunction with our China Sourcing Fairs exhibitions.

**Other Media Services** — We publish trade magazines, which consist primarily of product advertisements from suppliers and our independent editorial reports and product surveys. Suppliers pay for advertising in our trade magazines to promote their products and companies. We also derive revenue from buyers that subscribe to our trade publications and sourcing research reports.

We recognize revenue from our online and other media services ratably over the period in which the advertisement is displayed.

**Exhibitions – trade shows and seminars** - Our China Sourcing Fairs offer international buyers direct access to manufacturers in China and elsewhere in Asia. The first China Sourcing Fair was held in 2003. Subsequently, we launched China Sourcing Fairs events in Hong Kong, Dubai, Mumbai, India, Johannesburg, South Africa, Miami, USA and held several China Sourcing Fairs events from 2004 to 2012. In August 2012, we launched new China Sourcing Fairs events in Sao Paulo, Brazil. We host domestic trade shows in China under our Global Sourcing Fairs brand. We also host our International IC China Conferences and Exhibitions in Shenzhen, China in the first quarter of each year and host the China International Optoelectronic Expo in Shenzhen, China in the third quarter of each year. In March 2012, we acquired an 80% interest in the China (Shenzhen) International Brand Clothing & Accessories Fair which is held in the third quarter of each year.

We derive revenue primarily from rental of exhibit space and also from advertising and sponsorship fees in show guides and other locations in and around our event venues. We recognize exhibitor services revenue at the completion of the related events. Our major China Sourcing Fairs in Hong Kong are scheduled to be held in the second quarter and fourth quarter of each financial year. As a result, second and fourth quarter revenues are expected to be higher than the first and third quarter revenue.

## Critical Accounting Policies

Our significant accounting policies are described in Note 2 to the consolidated financial statements included in Item 8 of this document. The following is a discussion of our critical accounting policies:

### (a) Income Taxes

We have exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the Group wide provision for income taxes and recognition of deferred tax assets. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. We recognize liabilities for expected tax issues (Note 9 to the consolidated financial statements included in Item 8) based

on reasonable estimates of whether additional taxes will be due and recognize deferred tax assets (Note 15 to the consolidated financial statements included in Item 8) on carried forward tax losses to the extent there are sufficient estimated future taxable profits and/or taxable temporary differences against which the tax loss can be utilized. Where the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax provisions recognized in the period in which such determination is made.

## (b) Goodwill

Upon acquisition, the purchase consideration is allocated between the net tangible and intangible assets other than goodwill on a fair value basis with any excess purchase consideration representing goodwill. The valuation of the acquired intangible assets represents the estimated economic value in use, using the discounted cash flow method. Acquired intangible assets are capitalized and amortized systematically over their estimated useful lives (refer to note 2.7 to our consolidated financial statements included under Item 8 of this document), subject to impairment review.

Amortization periods are selected based on assessment of the longevity of the brands, the strength and stability of customer relationships, the market positions of the acquired assets and the technological and competitive risks they face. The longevity of these assets is evidenced by their long established and well regarded brands, and their characteristically stable market condition.

The carrying amounts of goodwill in each business are reviewed for impairment at least annually or more frequently if events or changes in circumstances indicate a potential impairment in accordance to the accounting policy stated in note 2.8 to our consolidated financial statements included under Item 8 of this document. The carrying amounts of all other intangible assets are reviewed where there are indications of possible impairment.

At December 31, 2012 and 2011, we had goodwill balances of \$7.5 million and \$3.9 million, respectively. This goodwill relates the business acquisitions we did in 2009 and 2011 and 2012. Upon acquisition, the purchase consideration is allocated between the net tangible and intangible assets other than goodwill on a fair value basis with any excess purchase consideration representing goodwill.

Goodwill is allocated to cash-generating units (CGU) for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

Goodwill is allocated to our cash-generating units (“CGUs”) identified according to operating segments. An operating segment-level summary of the goodwill allocation as of December 31, 2012 and 2011 was as follows:

|   | December<br>31,<br>2012 | December<br>31,<br>2011 |
|---|-------------------------|-------------------------|
| Exhibitions, Haoji Group Limited              | \$5.0                   | \$-                     |
| Exhibitions, eMedia South China Limited       | 2.5                     | 2.5                     |
| Online and other media services business, EDN | -                       | 1.4                     |
|   | \$7.5                   | \$3.9                   |

The carrying amounts of goodwill in each business are reviewed for impairment at least annually or more frequently if events or changes in circumstances indicate a potential impairment. Goodwill is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

An impairment review involves a comparison of the carrying value of the asset with the value in use based on our cash flow projections or fair value less cost to sell based on market comparable transactions or income approach. Key areas of judgment in estimating the recoverable amount of a CGU are the growth in cash flows over a five-year forecast

period, the long term growth rate assumed thereafter and the discount rate applied to the forecast cash flows.

We performed an impairment review of goodwill balances at December 31, 2012. The recoverable amounts of CGUs were determined based on value-in-use calculations. For these calculations we used cash flow projections covering five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. The growth rate did not exceed the long-term average growth rate for the business in which the CGU operates.

Exhibitions, Haoji Group Limited:

During the year ended 31 December 2012, we acquired 80% equity interests in Haoji Group Limited and recorded goodwill of \$5.0 million in connection with this acquisition. For testing the goodwill for impairment at year end, we used the following key assumptions for value-in-use calculations:

- Revenue growth rate of average 12%
- Discount rate of 18% applied to the post-tax cash flow projections
- Growth rate beyond five years of 1.5%

We determined revenue growth rate based on past performance and its expectations of market developments. The discount rates used reflect specific risks relating to the relevant operating segment. Based on our testing, there was no impairment to goodwill for Haoji Group Limited at December 31, 2012.

We have also performed a sensitivity analysis for the above exhibition business based on changes in key assumptions considered to be reasonably possible. Our profit after tax will reduce by \$0.5 million if the post-tax discount rate applied to the discounted cash flows for this exhibition business at December 31, 2012 is raised by 1%, with all other variables including tax rate being held constant.

Exhibitions, eMedia South China Limited:

For testing the goodwill for impairment at year end, we used the following key assumptions for value-in-use calculations:

- Revenue growth rate of average 12%
- Discount rate of 18% applied to the post-tax cash flow projections
- Growth rate beyond five years of 1.5%

We determined revenue growth rate based on past performance and its expectations of market developments. The discount rates used reflect specific risks relating to the relevant operating segment. Based on our testing, there was no impairment to goodwill for eMedia South China Limited as at December 31, 2012.

We have also performed a sensitivity analysis for the above exhibition business based on changes in key assumptions considered to be reasonably possible. There will be no impact to our results after tax if the post-tax discount rate and the revenue growth applied to the discounted cash flows for this exhibition business at December 31, 2012 is raised by 1% and decreased by 1% respectively, with all other variables including tax rate being held constant.

Online and other media services business, EDN:

For testing the goodwill for impairment at year end, we used the following key assumptions for value-in-use calculations:

- Revenue decline of average 5%.
- Discount rate of average 14% applied to the post-tax cash flow projections
  - Growth rate beyond five years of nil.



We determined revenue growth rates based on past performance and its expectations of market developments, taking into consideration the restructuring that was carried out. The discount rates used reflect specific risks relating to the relevant operating segment.

The impairment review as at December 31, 2012 revealed a shortfall in the future cash flows to support the recoverability of the EDN business. The cash flow projections we used were based on the detailed financial and operating plans of the business and the more than anticipated softening of the print advertising market since the end of last financial year. Accordingly, an impairment of \$1.4 to goodwill was recorded in the income statement for year ended December 31, 2012. After recording the goodwill charge, the balance of goodwill relating to this business as at December 31, 2012 is nil.

For both our exhibitions businesses as well as online and other media services business the estimated future cash flows are based on our internal business plans, adjusted as appropriate for our views of the overall demand for our business-to-business media services. Our internal business plans for exhibitions businesses reflect management's assumptions related to customer participation in our events, booth yields and visitor traffic. The business plans assume the occurrence of certain events in the future, such as the future booth yields, continued participation by our existing customers and renewal of certain contracts, continued services from key personnel, availability of suitable venues and future visitor traffic volumes. We also make assumptions regarding the sales costs and event organizing costs based on the expected outcome of the aforementioned events. Should the actual outcome of some or all of these assumptions differ significantly from the current assumptions, revisions to current cash flow assumptions could cause the fair value of our reporting units to be significantly different in future periods.

Another significant factor is our dependence on revenue from the mainland China market. Adverse political, legal or economic changes in mainland China or increased competition in China market may harm our business and cause our revenues to decline or the overall level of global demand for mainland China's and Asia's exports may not be sustainable in the future which may also cause the fair value of our reporting units to be significantly different in future periods.

We perform an annual impairment tests at each year-end. In between annual tests, we monitor our estimates and assumptions regarding estimated future cash flows and will update our impairment analyses if a triggering event occurs. While we believe our assumptions are reasonable, actual results may differ from our projections. To the extent projected results or cash flows are revised downward, the CGU may be required to write down all or a portion of its goodwill, which would adversely impact our earnings.

## Results of Operations

The following table sets forth our results of operations as a percentage of total revenue:

|   | Year ended December 31, |   |            |   |            |   |
|---|-------------------------|---|------------|---|------------|---|
|   | 2012                    |   | 2011       |   | 2010       |   |
| Revenue   |                         |   |            |   |            |   |
| Online and other media services   | 59                      | % | 63         | % | 62         | % |
| Exhibitions   | 38                      |   | 35         |   | 35         |   |
| Miscellaneous   | 3                       |   | 2          |   | 3          |   |
|   | 100                     |   | 100        |   | 100        |   |
| Operating Expenses:   |                         |   |            |   |            |   |
| Sales   | 35                      |   | 36         |   | 37         |   |
| Event production  | 11                      |   | 11         |   | 11         |   |
| Community and content   | 14                      |   | 15         |   | 16         |   |
| General and administrative  | 19                      |   | 18         |   | 17         |   |
| Information and technology  | 6                       |   | 6          |   | 6          |   |
| Total Operating Expenses  | 85                      | % | 86         | % | 87         | % |
| Profit from Operations  | 15                      | % | 14         | % | 13         | % |
| Net profit attributable to the Company's shareholders                   | 14                      | % | 13         | % | 13         | % |
| Diluted net profit per share attributable to the Company's shareholders | \$0.90                  |   | \$0.83     |   | \$0.61     |   |
| Shares used in diluted net profit per share calculations                | 35,742,495              |   | 35,385,218 |   | 41,693,616 |   |

The following table represents our revenue by geographical areas as a percentage of total revenue:

|              | Year ended December 31, |   |      |   |      |   |
|--------------|-------------------------|---|------|---|------|---|
|              | 2012                    |   | 2011 |   | 2010 |   |
| China        | 82                      | % | 79   | % | 75   | % |
| Rest of Asia | 15                      |   | 18   |   | 21   |   |
| USA          | 3                       |   | 3    |   | 3    |   |
| Europe       | 0                       |   | 0    |   | 0    |   |
| Other        | 0                       |   | 0    |   | 1    |   |
|              | 100                     | % | 100  | % | 100  | % |

## Fiscal Year 2012 Compared to Fiscal Year 2011

## Revenue

Total revenue grew by 3% to \$231.7 million during the year ended December 31, 2012 from \$225.1 million during the year ended December 31, 2011. Following the introduction of Value Added Tax ("VAT") in China in 2012 in a phased manner, we absorbed the VAT and presented our revenue net of VAT, which reduced our revenue growth in 2012. Moreover, a weakened China export market coupled with the increased competition contributed to a reduced revenue yield from our customers, affecting our revenue growth negatively. Our online and other media services revenue declined by \$5.4 million or 4% to \$136.1 million for the year ended December 31, 2012, as compared with \$141.5 million for the year ended December 31, 2011, primarily due to declines in some of our Asian and US markets. The decline in our online and other media services revenue resulted mainly from a 27% decline in our print advertising

offset by a growth of 1% in our revenue from hosting online websites and digital magazines for our customers. China represented 79% of online and other media services revenue for the year ended December 31, 2012 compared to 77% for the year ended December 31, 2011. Our Exhibitions revenue grew from \$78.0 million for the year ended December 31, 2011 to \$88.8 million for the year ended December 31, 2012, an increase of 14%, due mainly to the revenue contributed by the newly acquired China (Shenzhen) International Brand Clothing & Accessories Fair events in July 2012, the launching of our China Sourcing Fairs events in Brazil and increases in our booth sales in our China Sourcing Fairs events in Miami, USA and the China International Optoelectronic Expo in Shenzhen, China. The above increase was partially offset by decreases in booth sales for our China Sourcing events in Dubai and Mumbai, India and International IC China Conferences and Exhibitions in Shenzhen, China.

We continue to focus on the China market. We expanded our market share in China in both the online and other media services and the exhibition services through a series of marketing efforts including the launching of new exhibition events and achieving higher booth yields in year 2012 for our exhibition events and through merger and acquisition activities. Total revenue from China grew by 7% during the year ended December 31, 2012 compared to the year ended December 31, 2011, although our total company revenue grew only by 3% during the year. This indicates our revenue growth from China market was more robust compared to our revenue growth from other markets.

#### Operating expenses

##### Sales

We utilize independent sales representatives employed by independent sales representative organizations in various countries and territories to promote our products and services. Under these arrangements, the sales representative organizations are entitled to commissions as well as marketing fees. These representative organizations sell online services, advertisements in our trade magazines and exhibitor services and earn a commission as a percentage of revenue generated. For online and other media services, the commission expense is recognized when the associated revenue is recognized or when the associated accounts receivable are paid, whichever is earlier. For exhibitions, the commission expense is recognized when the associated revenue is recognized upon conclusion of the event. Sales costs consist of operating costs for our sales departments and the commissions, marketing fees and incentives provided to our independent sales representative organizations, as well as sales support fees for processing sales contracts.

Sales costs declined by 1% from \$81.4 million during the year ended December 31, 2011 to \$80.4 million during the year ended December 31, 2012. The decline in sales costs was mainly due to a lower rate of sales cost for certain exhibition events. In addition, during 2012, Value Added Tax (VAT) has been introduced to replace the business tax on advertising and exhibitions businesses in China. The implementation is being carried out in a phased manner starting with Shanghai region in the first quarter and gradually implemented in all regions across the country. The introduction of VAT resulted in a lower China business tax expense for the year. The reduction in sales costs was off-set partially by growth in sales commission expense arising from the growth in revenue.

##### Event Production

Event production costs consist of the costs incurred for hosting the exhibition or trade show and seminar events. The event production costs include venue rental charges, booth construction costs, travel costs incurred for the event hosting and other event organizing costs. The event production costs are deferred and recognized as an expense when the related event occurs.

Event production costs increased from \$24.6 million during the year ended December 31, 2011 to \$26.3 million during the year ended December 31, 2012, an increase of 7%. The increase was due to a higher number of events in 2012, including the newly acquired FashionSZ Show (formerly known as China (Shenzhen) International Brand Clothing & Accessories Fair) and the launch of our China Sourcing Fairs events in Brazil, off-set partially by a reduction in event production costs resulting from a lower number of booths sold, especially in the China Sourcing Fairs events in Dubai and Mumbai, India and International IC China Conferences and Exhibitions in Shenzhen, China.

##### Community and Content

Community and content costs consist of the costs incurred for servicing our buyer community, for marketing our products and services to the global buyer community and our content management services costs for our print publications business and online services business. Community and content costs also include costs relating to our trade magazine publishing business and marketing inserts business, specifically printing, paper, bulk circulation and magazine subscription promotions, promotions for our on-line services, customer services costs and the event specific promotions costs incurred for promoting the China Sourcing Fairs events and the technical conferences, exhibitions and seminars to the buyer community. The event specific promotion costs incurred for events are expensed as incurred.

Community and content costs decreased by 4% from \$34.1 million during the year ended December 31, 2011 to \$32.7 million during the year ended December 31, 2012 due mainly to a 16% decline in our bulk circulation costs, a 17% decline in printing charges and an 18% decline in paper consumption and a reduction in our content management services costs.

#### General and Administrative

General and administrative costs consist mainly of corporate staff compensation, marketing costs, office rental, depreciation, communications and travel costs, foreign exchange gains/losses arising from the revaluation of monetary assets and monetary liabilities, amortization of software and intangible assets.

We have issued share awards under two equity compensation plans (“ECP”) to former employees, consultants and employees of third party service providers after they resigned or retired from their respective employment or consultancy service. Under these two plans, the share grants vest over a five-year period on a graded vesting basis, with a percentage of shares vesting each year. The grantee is subject to the non-compete terms stipulated in the plan. There is no vesting condition other than the non-compete terms. In the second quarter of 2012, we established The Global Sources Retention Share Grant Plan II (amended effective as of May 1, 2012) to issue share awards to former employees, consultants and employees of third party service providers when they resign or retire from their respective employment or consultancy service. Under this plan, the share grants vest over a five-year period on a graded vesting basis, with a percentage of shares vesting each year. The grantee is subject to the non-compete terms stipulated in the plan. There is no vesting condition other than the non-compete terms. Under the above plans, the Company has the ability to enforce the non-compete agreement by forfeiting the unvested shares if the grantee fails to comply with the non-compete terms. Where the Company has the ability to enforce the non-compete agreement and the grantees are entitled to the shares, we recognize the intangible asset relating to the non-compete provisions of these awards at the fair value of the respective award. The intangible asset is amortized over the non-compete period on a straight line basis. The amortization expense relating to these intangible assets is included in the general and administrative costs.

In December 2009, our subsidiary, eMedia Asia Limited, acquired a 70% interest in China International Optoelectronic Expo exhibition business. We recorded the acquired intangible assets at fair value of \$5.8 million and goodwill of \$2.5 million in connection with this acquisition. The amortization expense relating to these acquired intangible assets is included in the general and administrative costs. There was no impairment to goodwill for the year ended December 31, 2012.

On April 2, 2011, our subsidiary, eMedia Asia Limited acquired a 100% interest in EDN China and EDN Asia publications business and recorded the acquired intangible assets at fair value of \$1.6 million and goodwill of \$2.0 million in connection with this acquisition. The amortization expense relating to these acquired intangible assets is included in the general and administrative costs. Management performed an impairment review in the fourth quarter of 2012 which revealed a shortfall in the future cash flows to support the recoverability of the EDN business. The cash flow projections used by management were based on the detailed financial and operating plans of the business and the larger than anticipated softening of the print advertising market since the end of 2011. Based on the review, management determined that the goodwill balance relating to the EDN business was fully impaired and recorded a \$1.4 million goodwill impairment charge in the general and administrative costs in the fourth quarter of 2012. The net book values of goodwill relating to the EDN business as at December 31, 2012 was \$nil.

On March 9, 2012, we acquired an 80% interest in China (Shenzhen) International Brand Clothing & Accessories Fair in mainland China. We recorded the acquired intangible assets at a fair value of \$20.4 million, goodwill of \$5.0 million and related deferred tax liabilities of \$5.1 million in connection with this acquisition. The amortization

expense relating to these acquired intangible assets is included in the general and administrative costs.

General and administrative costs increased by 9% from \$40.1 million during the year ended December 31, 2011 to \$44.3 million during the year ended December 31, 2012, due mainly to increases in marketing expenses and payroll costs, the depreciation cost attached to the acquisition of the Shanghai property in the third quarter of 2011 and amortization expenses for acquired intangible assets relating to the China (Shenzhen) International Brand Clothing & Accessories Fair business and an increase in the goodwill impairment charge relating to our acquired EDN business.

#### Information and Technology

Information and technology costs consist mainly of payroll, office rental and depreciation costs and fees paid to third parties relating to our information and technology support services and the updating and maintenance of Global Sources Online.

Information and technology costs increased by 5% from \$12.6 million during the year ended December 31, 2011 to \$13.2 million during the year ended December 31, 2012 due mainly to increases in payroll costs and fees paid for software updating and maintenance to third party consultants off-set partially by a decline in internet and website hosting costs.

#### Non-Cash Compensation Expense

We have issued share awards under several equity compensation plans (“ECP”) to both employees and non-employees. The Company’s share awards to non-employees are share grants to consultants and to employees of third party service providers. We also recognize non-cash compensation expenses relating to the share awards granted to our directors under The Global Sources Directors Share Grant Award Plan.

The share grants to employees and non-employees vest over a six-year period on a graded vesting basis, with a percentage of shares vesting each year. The share grants have a service condition that the awardees who received the share grants must continue to provide the services during the vesting period. The awardees will receive the shares on the respective vesting dates if they continue to render services to the Company. If an awardee ceases to provide services, any shares that have not vested are forfeited.

Persons eligible to receive grants under the Global Sources Directors Share Grant Award Plan are the directors of the Company. Share grants to directors will be vested at the end of four years or in accordance with such other vesting schedule as may be determined by the Plan Committee.

The Company accelerates the vesting of share grants in the event of death of an awardee or if the Company is in liquidation or in certain cases, if there is a takeover or a change of control of the Company.

The total non-cash compensation expenses, resulting from ECP and The Global Sources Directors Share Grant Award Plan recorded by us and included under the respective categories of expenses for the year ended December 31, 2012 and December 31, 2011 were \$2.4 million and \$2.8 million respectively.

The corresponding amounts for the non-cash compensation expenses were credited to shareholders’ equity.

#### Profit from Operations

The total profit from operations during the year ended December 31, 2012 was \$35.0 million as compared to \$31.7 million during the year ended December 31, 2011. The increase in total profit from operations resulted mainly from an



increase in revenue and reductions in sales costs and community and content costs partially offset by increases in event production costs, general and administrative costs and information and technology costs.

Profit from operations for online and other media services increased from \$21.1 million during the year ended December 31, 2011 to \$24.9 million during the year ended December 31, 2012, an increase of 18%. The growth resulted mainly from reductions in sales costs, community and content costs and general and administration costs partially off-set by a reduction in online and other media services revenue and increases in information and technology costs. Profit from operations for exhibition services remained at the same level of \$7.3 million during the years ended December 31, 2011 and December 31, 2012, mainly due to the growth in exhibitions revenue was off-set by increases in sales costs, event production costs, community and content costs and general and administrative costs. Profit from operations for all other segments declined from \$3.4 million during the year ended December 30, 2011 to \$2.8 million during the year ended December 31, 2012 as a result of increase in depreciation costs and general and administration costs off-set partially by the increase in revenue.

#### Interest income

We recorded interest income of \$1.0 million arising mainly from U.S. Treasury securities and term deposits placed with banks during the year ended December 31, 2012 compared to an interest income of \$0.4 million during the year ended December 31, 2011. The increase in interest income was mainly due to the higher yield on the term deposits with the banks for the year ended December 31, 2012.

#### Income Taxes

Certain subsidiaries of the group operate in the Cayman Islands and other jurisdictions where there are no taxes imposed on companies. Some of our subsidiaries operate in Hong Kong SAR, Singapore, China and certain other jurisdictions and are subject to income taxes in their respective jurisdictions.

We reported a tax provision of \$2.7 million during the year ended December 31, 2012 and of \$1.6 million for the year ended December 31, 2011. The effective tax rate for year ended December 31, 2012 was 8% compared to the effective tax rate of 5% for the year ended December 31, 2011. The increase in the effective tax rate is mainly due to the tax provision on the growth in profit from our China domestic exhibition business and tax provisions on the dividends declared by subsidiaries in China.

#### Net profit attributable to the Company

Net profit attributable to the Company increased from \$29.5 million during the year ended December 31, 2011 to \$32.2 million during the year ended December 31, 2012. The increase in net profit attributable to the Company resulted mainly from a growth in revenue, higher interest income and reductions in sales costs and community and content costs, partially offset by increases in event production costs, general and administrative costs and information and technology costs and an impairment loss on an investment in an associate in 2012 and an increase in tax provision.

#### Diluted Net profit Per Share

The diluted net profit per share attributable to the Company's shareholders increased from \$0.83 for the year ended December 31, 2011 to \$0.90 for the year ended December 31, 2012. The number of shares used for the computation of net profit per share increased from 35.4 million to 35.7 million.

#### Fiscal Year 2011 Compared to Fiscal Year 2010

##### Revenue

Our total revenue grew by 14% to \$225.1 million during the year ended December 31, 2011 from \$196.6 million during the year ended December 31, 2010. Our online and other media services revenue grew by \$19.3 million or 16% to \$141.5 million for the year ended December 31, 2011, as compared with \$122.2 million for the year ended December 31, 2010 primarily due to a 22% growth in our China market and a 11% growth in our US market, off-set by declines in our other markets. The growth in our online and other media services revenue resulted mainly from a 23% growth in our revenue from hosting online websites and digital magazines for our customers off-set partially by a 10% decline in print advertising. China represented 77% of online and other media services revenue for the year ended December 31, 2011 compared to 73% for the year ended December 31, 2010. Our Exhibitions revenue grew from \$69.5 million for the year ended December 31, 2010 to \$78.0 million for the year ended December 31, 2011, a

growth of 12%, due mainly to increase in our booth yield for our China Sourcing Fairs events in Hong Kong and Johannesburg, South Africa, growth in our China International Optoelectronic Expo, our new China Sourcing Fairs events in Miami, USA that we launched in July 2011 and re-scheduling of our December 2010 Global Sourcing Fairs events in Shanghai to first quarter of 2011, off-set partially by declines in revenue from our International IC China Conferences and Exhibitions in China held in the first quarter of 2011 and our Dubai events in June 2011 and cancellation of our International IC China Conferences and Exhibitions fall 2011 events. China represented 83% of Exhibitions revenue for the year ended December 31, 2011 compared to 80% for the year ended December 31, 2010. We continue to look for opportunities to expand the number of our exhibition events and locations for our events.

We continue to focus on the China market. We expanded our market share in China in both the online and other media services and the exhibition services through a series of marketing efforts including the launch of our 40th anniversary special package in November 2010, launching new exhibition events and achieving higher booth yields in year 2011 for our exhibition events. China's high GDP growth rate in 2011 also helped our marketing efforts. Our total revenue from China grew by 20% during the year ended December 31, 2011 relative to the year ended December 31, 2010. Our total company revenue grew by 14% during the same period. This indicates our revenue growth from China market was more robust compared to our revenue growth from other markets.

#### Operating expenses

##### Sales

We utilize independent sales representatives employed by independent sales representative organizations in various countries and territories to promote our products and services. Under these arrangements, the sales representative organizations are entitled to commissions as well as marketing fees. These representative organizations sell online services, advertisements in our trade magazines and exhibitor services and earn a commission as a percentage of revenue generated. For online and other media services, the commission expense is recognized when the associated revenue is recognized or when the associated accounts receivable are paid, whichever is earlier. For exhibitions, the commission expense is recognized when the associated revenue is recognized upon conclusion of the event. Sales costs consist of operating costs for our sales departments and the commissions, marketing fees and incentives provided to our independent sales representative organizations, as well as sales support fees for processing sales contracts.

Sales costs increased from \$71.9 million during the year ended December 31, 2010 to \$81.4 million during the year ended December 31, 2011, an increase of 13%. This was mainly due to an increase in sales commissions in turn due to increases in revenue, sales marketing expenses and business tax expenses as a result of change in applicable business tax rates in China.

##### Event Production

Event production costs consist of the costs incurred for hosting the exhibition or trade show and seminar events. The event production costs include venue rental charges, booth construction costs, travel costs incurred for the event hosting and other event organizing costs. The event production costs are deferred and recognized as an expense when the related event occurs.

Event production costs increased from \$21.9 million during the year ended December 31, 2010 to \$24.6 million during the year ended December 31, 2011. This was mainly due to more exhibition events being held in 2011 compared to 2010 as well as an increase in number of booths sold for our China International Optoelectronic Expo, China Sourcing Fairs in Hong Kong and South Africa, offset by a reduction from the cancellation of our International IC China Conferences and Exhibitions Fall 2011 events and China Sourcing Fairs events in Singapore.

##### Community and Content

Community and content costs consist of the costs incurred for servicing our buyer community, marketing our products and services to the global buyer community and our content management services costs for our print publications business and online services business. Community and content costs also include costs relating to our trade magazine publishing business and marketing inserts business, specifically printing, paper, bulk circulation and magazine

subscription promotions, promotions for our on-line services, customer services costs and the event specific promotions costs incurred for promoting the China Sourcing Fairs events and the technical conferences, exhibitions and seminars to the buyer community. The event specific promotion costs incurred for events are expensed as incurred.

Community and content costs increased from \$31.9 million during the year ended December 31, 2010 to \$34.1 million during the year ended December 31, 2011, an increase of 7%. This increase was due mainly to community and content costs of our newly acquired EDN Asia and EDN China businesses and increases in our content management services costs, promotion costs of our exhibition events, fees paid to third party service providers, off-set partially by a 12% decline in bulk circulation costs and other declines in paper cost. We also reduced our participation in third party trade shows in efforts to reduce our costs.

#### General and Administrative

General and administrative costs consist mainly of corporate staff compensation, marketing costs, office rental, depreciation, communications and travel costs, foreign exchange gains/losses, amortization of software and intangible assets and goodwill impairment loss (described in the following paragraphs).

We have issued share awards under two equity compensation plans (“ECP”) to former employees, consultants and employees of third party service providers after they resigned or retired from their respective employment or consultancy service. Under these two plans, the share grants vest over a five-year period on a graded vesting basis, with a percentage of shares vesting each year. The grantee is subject to the non-compete terms stipulated in the plan. The Company has the ability to enforce the non-compete agreement by forfeiting the unvested shares if the grantee fails to comply with the non-compete terms. There is no vesting condition other than the non-compete terms. We recognize the intangible asset relating to the non-compete provisions of each of the above awards at the fair value of the respective award. The intangible asset is amortized over the non-compete period specified in the award on a straight-line basis. The amortization expense relating to these intangible assets is included in the general and administrative costs.

In December 2009, our subsidiary, eMedia Asia Limited (“eMedia Asia”), acquired the entire issued share capital of eMedia South China Limited which holds a 70% equity interest in Shenzhen Herong GS Exhibition Co., Ltd. for a total purchase consideration of \$6.8 million. We accounted for this acquisition as a business combination. We recorded the acquired intangible assets at fair value of \$5.8 million and goodwill of \$2.5 million in connection with this acquisition. A majority of amortizable intangible assets have useful lives of 14 years and the others less than one year. The amortization expense relating to these acquired intangible assets is included in the general and administrative costs. There was no impairment to goodwill during the years ended December 31, 2011 and 2010 based on our assessment.

On April 2, 2011, eMedia Asia acquired 100% interest in EDN Asia Advertising Pte Ltd (formerly known as “Canon Communications Asia Pte Ltd”) and Beijing EDN Advertising Production Co., Ltd (formerly known as “Beijing Reed Advertising Services Co., Ltd.”) which together own EDN China, EDN Asia and certain other associated publication titles and websites from Canon Communications LLC, a subsidiary of United Business Media Limited, for a purchase consideration of approximately \$4.1 million. During the three months ended December 31, 2011, we completed the purchase price allocation and recorded cash and other assets acquired at a fair value of \$1.5 million, the acquired intangible assets at fair value of \$1.6 million and the related deferred tax liabilities of \$0.4 million, liabilities assumed at a fair value of \$0.6 million, and goodwill of \$2.0 million in connection with this acquisition. A majority of amortizable intangible assets have useful lives of 6 years and the others one year. The amortization expense relating to these acquired intangible assets is included in the general and administrative costs. Subsequent to the acquisition, during the year 2011 management had restructured the operations of the acquired business and discontinued some of the print editions of EDN Asia Publication. We performed an impairment review as at December 31, 2011 which revealed a shortfall in the future cash flows to support the recoverability of the EDN business. The cashflow projections used by us was based on the detailed financial and operating plans of the acquired business, which took

into consideration the results of the post-acquisition review and the more than anticipated softening of the print advertising market since the acquisition date. Accordingly, an impairment of \$0.7 million to goodwill was recorded under general and administration costs in the consolidated income statement during the three months ended December 31, 2011.

General and administrative costs increased by 21% from \$33.5 million during the year ended December 31, 2010 to \$40.7 million during the year ended December 31, 2011, due mainly to increases in marketing costs, payroll costs, fees paid to third party consultants, an impairment loss to goodwill, depreciation cost and exchange loss attached with the acquisition of the new Shanghai property in the fourth quarter of 2011, non-cash share based compensation expenses, amortization expenses and a one-time impairment loss to goodwill for newly acquired intangible assets relating to EDN Asia and EDN China business discussed in the preceding paragraph.

#### Information and Technology

Information and technology costs consist mainly of payroll, office rental, depreciation costs and fees paid to third parties relating to our information and technology support services and the updating and maintenance of Global Sources Online.

Information and technology costs increased by 7% from \$11.8 million during the year ended December 31, 2010 to \$12.6 million during the year ended December 31, 2011 due mainly to increases in payroll costs, depreciation costs and fees paid to third party consultants off-set partially by a decline in internet and website hosting costs.

#### Non-Cash Compensation Expense

We have issued share awards under several equity compensation plans (“ECP”) to both employees and non-employees. The Company’s share awards to non-employees are share grants to consultants and to employees of third party service providers. We also recognize non-cash compensation expenses relating to the share awards granted to our directors under The Global Sources Directors Share Grant Award Plan.

The share grants to employees and non-employees vest over a six-year period on a graded vesting basis, with a percentage of shares vesting each year. The share grants have a service condition that the awardees who received the share grants must continue to provide the services during the vesting period. The awardees will receive the shares on the respective vesting dates if they continue to render services to the Company. If an awardee ceases to provide services, any shares that have not vested are forfeited.

Persons eligible to receive grants under the Global Sources Directors Share Grant Award Plan are the directors of the Company. Share grants to directors will be vested at the end of four years or in accordance with such other vesting schedule as may be determined by the Plan Committee.

The Company accelerates the vesting of share grants in the event of death of an awardee or if the Company is in liquidation or in certain cases, if there is a takeover or a change of control of the Company.

The total non-cash compensation expenses, resulting from ECP and The Global Sources Directors Share Grant Award Plan recorded by us and included under the respective categories of expenses during the year ended December 31, 2011 and during the year ended December 31, 2010 were \$2.8 million and \$2.2 million, respectively.

The corresponding amounts for the non-cash compensation expenses were credited to shareholders’ equity.

#### Profit from Operations

The total profit from operations during the year ended December 31, 2011 was \$31.7 million as compared to \$25.6 million during the year ended December 31, 2010. The growth in total profit from operations resulted mainly from



increased revenue, off-set partially by increases in sales costs, event production costs, community and content costs, general and administrative costs and information and technology costs.

Profit from operations for online and other media services increased from \$17.4 million during the year ended December 31, 2010 to \$21.1 million during the year ended December 31, 2011, an increase of 21%. The growth resulted mainly from a growth in online and other media services revenue, off-set partially by increases in sales costs, community & content costs, general and administrative costs and information and technology costs. Profit from operations for exhibition services grew from \$5.1 million during the year ended December 31, 2010 to \$7.3 million during the year ended December 31, 2011. The increase resulted mainly from a growth in exhibitions revenue, off-set partially by increases in sales costs, event production costs, community and content costs and general and administrative costs. Profit from operations for all other segments grew from \$3.1 million during the year ended December 30, 2010 to \$3.4 million during the year ended December 31, 2011 as a result of increase in rental income.

### Interest Income

We recorded interest income of \$0.4 million arising mainly from U.S. Treasury securities and term deposits placed with banks during the year ended December 31, 2011 compared to interest income of \$0.5 million during the year ended December 31, 2010. The decline in interest income was mainly due to lower yield on the term deposits with the banks during the first half of 2011 as well as a decline in our cash and bank balances as a result of our property purchase in Shanghai, China in the third quarter of 2011 and our share repurchase through tender offer that we completed in the third quarter of 2010.

### Income Taxes

Certain of our subsidiaries operate in the Cayman Islands and other jurisdictions where there are no taxes imposed on companies. Some of our subsidiaries operate in Hong Kong SAR, Singapore, China and certain other jurisdictions and are subject to income taxes in their respective jurisdictions.

We reported a tax provision of \$1.6 million during the year ended December 31, 2011 and \$1.1 million during the year ended December 31, 2010.

### Net Profit Attributable to the Company

Net profit attributable to the company grew from \$25.3 million during the year ended December 31, 2010 to \$29.5 million during the year ended December 31, 2011. The growth in net profit attributable to the Company resulted mainly from growth in revenue, off-set partially by increases in sales costs, event production costs, community and content costs, general and administrative costs, information and technology costs, and decline in interest income and in addition, there was a gain on sale of available-for-sale securities of \$1.2 million recorded during the year ended December 31, 2010 while there was no similar gain recorded in the year 2011.

### Diluted Net Profit per Share

The diluted net profit per share attributable to the Company's shareholders increased from \$0.61 for the year ended December 31, 2010 to \$0.83 for the year ended December 31, 2011. The number of shares used for the computation of net profit per share decreased from 41.7 million to 35.4 million as we repurchased our shares through tender offer in the third quarter of 2010.

### Liquidity and Capital Resources

We financed our activities for the year ended December 31, 2012 using cash generated from our operations and we had no bank debt as of December 31, 2012.

Net cash generated from operating activities was \$31.3 million for the year ended December 31, 2012, compared to \$55.2 million for the year ended December 31, 2011. The primary source of cash from operating activities was collections from our customers received through our independent sales representative organizations.

Receivables from sales representative organizations increased from \$6.5 million as of December 31, 2011 to \$7.8 million as of December 31, 2012. The receivables from sales representative represent cash receipts from our customers, net of commissions and fees payable, and which are collected by the independent sales representatives on our behalf. These cash receipts are banked into designated bank accounts owned by the independent sales

representatives in China. For credit risk management purposes, our employees are the only authorized signatories for the withdrawal of cash from these bank accounts. We have long standing relationships with a majority of these independent sales representatives, for whom there is no recent history of default in transferring the funds to us. In the long term, if our China business and our exhibition business grow as the economic climate improves, the receivables from sales representative organizations may increase.

Advance payments received from customers were \$93.6 million as of December 31, 2012, compared to \$110.1 million as of, December 31, 2011, due to the current global economic downturn. The majority of our customers in China pay us in advance for our Online and Other Media Services business. The majority of our Exhibitions business collections are advance payments.

We continuously monitor collections from our customers and maintain an adequate provision for impairment of receivables. While credit losses have historically been within our expectations and the allowances established, if bad debts significantly exceed our provisions, additional provisions may be required in future.

We did not recognize deferred income tax assets of \$10.2 million in respect of losses as at December 31, 2012 that can be carried forward against future taxable income as the losses arose from dormant and/or loss-making subsidiaries whereby the realization of the related tax benefit through future taxable profits is not probable.

Net cash used in investing activities was \$7.6 million during the year ended December 31, 2012, resulting mainly from the \$11.4 million payment for the acquisition of a controlling interest in a subsidiary, \$1.4 million cash used for purchase of computers, software, office equipment and leasehold improvements, \$5.0 million placement of term deposits with banks, \$12.6 million purchase of available for sale securities off-set partially by \$18.4 million proceeds from sale of available-for-sale securities, \$3.6 million proceeds from matured terms deposits with the banks and \$1.0 million interest received. Net cash used in investing activities was \$74.3 million during the year ended December 31, 2011, resulting from the \$52.0 million cash used for purchase of office premises in and investment property in Shanghai, China, \$4.7 million cash used for the purchase of computers, software, leasehold improvements and office furniture, \$3.5 million placement of term deposits with banks, \$18.2 million purchase of available-for sale securities and \$3.4 net consideration paid for acquisition of controlling interest in a business, off-set partially by \$2.2 million proceeds from matured time deposits with banks, \$5.0 million proceeds from sale of available-for-sale securities and \$0.3 million in interest received.

Capital expenditures during the three months period ended March 31, 2013 amounted to \$24.7 million and were incurred mainly for purchase of office premises in Hong Kong, computers and office equipment. Our capital expenditures were financed using cash generated from our operations.

In 2004, 2007 and 2008 we purchased office space of 9,000 square meters, 1,939.38 square meters and 6,364.50 square meters respectively, in commercial buildings in Shenzhen China. In 2008 we also purchased office space of 22,874 square feet together with six car parking spaces in a commercial building in Hong Kong SAR. In the third quarter of 2011, we purchased office space of approximately 6,668 square meters in a commercial building in Shanghai, China at a purchase price of approximately \$52.0 million, to support our continued business expansion in China. The payments for this acquisition were funded from our internal cash resources. These buildings are situated on leasehold lands with lease periods ranging between 50 and 55 years. We record the depreciation on these assets on a straight-line basis over the remaining lease terms. As at December 31, 2011, the usage of the office space was reviewed and, based on the Company's intention, the portion of the properties with net book value amounting to \$75.4 million that is designated to generate rental income in the short to medium term has been re-classified as Investment Properties. In 2012, management restructured the operations based on a change in strategy. In view of the restructuring that was carried out in 2012, management reviewed the usage of the office space once again as at December 31, 2012 and, based on the Company's intention, the portion of the properties with net book value amounting to \$23.0 million that is designated to generate rental income in the short to medium term has been re-classified as Investment Properties. The total net book value of these four office properties including the portion classified as Investment Properties and the portion classified under Property and Equipment as of December 31, 2012 and as of December 31, 2011 was \$122.8 million and \$124.5 million, respectively. The total market value of these

office properties as of December 31, 2012 was \$219.7 million based on independent valuation reports prepared by Savills Valuation and Professional Services Limited, Hong Kong. We did not record the market valuation gains as we record our Property and Equipment and Investment Properties at cost less the accumulated depreciation.

We invest our excess cash in term deposits with commercial banks, U.S. Treasury securities and available-for-sale securities to generate income from interest received as well as capital gains, while the funds are held to support our business.

Generally, we hold securities with specified maturity dates such as Treasury Bills until their maturity. We invest excess cash on hand in U.S. Treasury Bills, in term deposits with major banks and available-for-sale securities to generate interest income. The market values of U.S. Treasury Bills, term deposits with banks and other available-for-sale securities as at December 31, 2012 were \$13.3 million, \$76.3 million and \$7.5 million, respectively, compared to the market values of U.S. Treasury Bills and term deposits with banks as at December 31, 2011 of \$13.3 million and \$59.1 million, respectively. We do not engage in buying and selling of securities with the objective of generating profits on short-term differences in price or for other speculative purposes. Our objective is to invest to support our capital preservation strategy.

We hold a Documentary Credit facility with the Hongkong and Shanghai Banking Corporation Limited, for providing documentary credits to our suppliers. This facility has a maximum limit of approximately \$0.6 million. As at December 31, 2012, the unutilized amount under this facility was approximately \$0.5 million. Hongkong and Shanghai Banking Corporation Limited has also provided a guarantee on our behalf to our suppliers. At December 31, 2012, such guarantee amounted to \$0.003 million.

During the first quarter of 2007, we entered into a number of venue license agreements for our exhibition events amounting to \$44.4 million in payments over five and a half years, and in January 2011, we signed supplemental agreements for additional space, increasing the total amount to \$44.5 million. In 2010, we entered into a number of venue license agreements for our exhibition events amounting to a gross value of approximately \$20.0 million in payments over four to five years. In 2012 we signed additional agreements for a total amount of \$21.7 million. The above agreements are cancelable under force majeure or other specified conditions, or upon notice and payment of cancellation charges to the other party. The amounts paid will be expensed when the related events are held. As of December 31, 2012, we have paid approximately \$46.4 million in aggregate under these agreements.

Net cash used in financing activities was \$1.3 million during the year ended December 31, 2012, resulting from \$1.3 million payment of dividends to non-controlling shareholders by subsidiaries. Net cash used in financing activities was \$0.4 million during the year ended December 31, 2011, resulting from \$0.4 million payment of dividend to non-controlling shareholder by a subsidiary.

On February 4, 2008, our board of directors authorized a program to buy back up to \$50.0 million of common shares. We may, from time to time, as business conditions warrant, purchase shares in the open market or through private transactions. The buyback program does not obligate us to buy back any specific number of shares and may be suspended or terminated at any time at management's discretion. The timing and amount of any buyback of shares will be determined by management based on its evaluation of market conditions and other factors. As of December 31, 2012, we have not bought back any of our shares under this program.

In March 2012, we acquired an 80% interest in Haoji Group Limited which, through a subsidiary incorporated in Hong Kong, owns 100% of Huanyu Shishang Exhibition (Shenzhen) Co., Ltd, a company incorporated in China, that organizes and hosts the China (Shenzhen) International Brand Clothing & Accessories Fair (SZIC), one of the largest fashion shows in Asia, for a total consideration of up to approximately \$17.0 million, comprising an initial cash consideration of approximately \$12.7 million that was paid upon completion of the transaction, and an additional cash consideration of approximately \$4.3 million that has been paid in February 2013 upon certain performance related conditions having been fulfilled. SZIC is held annually in Shenzhen, one of the major cities in garment designing and manufacturing in China. Started in 2001, the show has continually grown and developed each year. The 2012 show was held in July 2012. The apparel industry in China is moving from pure manufacturing to design and innovation, driving Chinese brands to become more well-known and prestigious, ultimately accelerating China's domestic demand. With SZIC's dominant presence in the expanding fashion industry combined with Global Sources' established global

presence and strong network in China, this investment positions us to take advantage of this emerging opportunity. The acquisition costs relating to this acquisition were \$0.4 million, of which \$0.05 million was expensed in 2011 and the remaining amount was expensed in the year ended December 31, 2012 under the general and administrative expenses in the consolidated income statement. We recorded this acquisition as a business combination. The purchase price allocation was completed in the fourth quarter of 2012 and we recorded the acquired intangible assets of \$20.4 million and the related deferred tax liabilities of \$5.1 million and goodwill of \$5.0 million in connection with this acquisition. A majority of the intangible assets have useful lives of 17 years and the others of five months. The amortization expense relating to these acquired intangible assets of \$1.6 million was included in the general and administrative costs in the consolidated income statement for the year ended December 31, 2012. Correspondingly, we recorded \$0.4 million credit to income tax expense, in relation to the deferred tax liabilities arising from these intangible assets in the consolidated income statement for the year ended December 31, 2012. We recorded a non-controlling interest of \$3.0 million for this acquisition based on their proportionate share of the identifiable net assets of the acquiree. The acquired entities are being consolidated with effect from the date of acquisition.

In March 2012, we subscribed to an approximate 10% equity interest in Shooii Limited, an Australian start-up company, which operates an online retail platform for footwear, for approximately \$0.3 million. This was recorded as an investment in associates and was included in the long term investments in our balance sheet. During 2012, management carried out an impairment assessment and determined that this investment has been fully impaired as Shooii Limited suffered severe cash flow problems and all their attempts to find new sources of financing failed, resulting in Shooii Limited going under official administration and facing a prospect of being liquidated. We recorded an impairment loss relating to this investment of \$0.3 million under “Impairment loss on investment in associate” in our income statement for the year ended December 31, 2012.

With an intent to realign our real estate property holding position, we decided to dispose of one of the commercial properties that is currently vacant. In February 2013, we signed a letter of intent for the sale of our property in Excellence Times Square, Shenzhen, China comprising approximately 1,939.38 square meters of office space for a total cash consideration of approximately US\$19.3 million. The transaction is subject to the formal sale and purchase agreement being signed on or before April 30, 2013 and the buyer’s full payment of the purchase price being made on or before May 7, 2013. The impact resulting from this transaction on our net profit for 2013 is expected to be a gain of approximately \$8.5 million.

On March 18, 2013, we signed a sale and purchase agreement for the sale of office space on the 26th floor of Southmark building in Hong Kong, China, comprising a total area of 9,431 square feet, and three car parking spaces, for a total cash consideration of approximately \$9.0 million. The transaction has been conducted on an arm’s length basis based on due diligence procedures performed by the management to ensure that it is transacted at fair value. The transaction has been completed on March 28, 2013 and full payment of the purchase price has been received from the buyer. The impact resulting from this transaction on the Group’s net profit for 2013 is expected to be a gain of approximately \$4.4 million.

In order to reduce our exposure to potential rental cost increases, we have signed a sale and purchase agreement on March 28, 2013 for the purchase of commercial property on the 21st, 22nd and 23rd floors of the Vita Tower in Hong Kong, China, which we currently lease for operational use. This comprises a total of 36,822 square feet of office space, for a total purchase consideration of approximately \$23.6 million. The transaction has been conducted on an arm’s length basis based on due diligence procedures performed by the management to ensure that it is transacted at fair value. The transaction has been completed on March 28, 2013 and the total purchase consideration has been paid by us.

The Shenzhen International Machinery Manufacturing Industry Exhibition and its related shows (the “SIMM Events”) currently consist of two groups of co-located trade shows: (a) the Shenzhen International Machinery Automation Exhibition and the Shenzhen International Mould Making Technology & Product Exhibition (collectively, the “Group A SIMM Events”); and (b) the Shenzhen International Cutlery & Tools Exhibition and the Shenzhen International Metal Processing Industry Exhibition (collectively, the “Group B SIMM Events”). We have entered into an agreement in April 2013 to acquire a 70% interest in the Group A SIMM Events and a 56% interest in the Group B SIMM Events, for a total consideration ranging between approximately US\$11 million to approximately US\$16 million, depending upon certain performance-related conditions. The transaction is subject to closing conditions.



The following table summarizes our contractual obligations as of December 31, 2012:

|   | Payments due by period (in U.S. Dollars Thousands) |                     |                  |                |                         |
|---|--|---------------------|------------------|----------------|-------------------------|
|   | Total  | Less than<br>1 year | 1 - 3<br>years   | 3 - 5<br>years | More<br>than<br>5 years |
| <b>Contractual Obligations</b>                          |  |                     |                  |                |                         |
| Operating leases  | \$ 1,580   | \$ 831              | \$ 749           | -              | -                       |
| Purchase obligations                                    | 2,515  | 1,995               | 520              | -              | -                       |
| Deferred income and customer prepayments -<br>long term | 9,062  | -                   | 9,062            | -              | -                       |
| <b>Total</b>  | <b>\$ 13,157</b>                                   | <b>\$ 2,826</b>     | <b>\$ 10,331</b> | <b>\$ -</b>    | <b>\$ -</b>             |

Provision for taxes have not been included in the above table because the periods of cash settlement with the respective tax authority cannot be reasonably estimated.

Deferred income and customer prepayments – long term have been included as the Company can be obliged to refund certain customer prepayments under certain circumstances.

We anticipate that our cash and securities on hand and expected positive cash-flows from our operations will be adequate to satisfy our working capital needs, capital expenditure requirements and cash commitments for the next 12 months. However, looking to the long term, we may raise additional share capital, sell debt securities, or obtain credit facilities as and when required to further enhance our liquidity position, and an issue of additional shares could result in dilution to our shareholders.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have a material effect or are reasonably likely to have a material future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

#### Recent Accounting Pronouncements

New standards, amendments and interpretations issued that are effective for the financial year beginning January 1, 2013;

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and U.S. GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or U.S. GAAP. We adopted IFRS 13 prospectively for the accounting period beginning on 1 January 2013 and this standard does not have a significant impact on our Group's financial statements.

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial

instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. We adopted IFRS 9 for the accounting period beginning on 1 January 2013 and it is unlikely that this standard will have a significant impact on our Group's financial statements.

IFRS 10, Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. We adopted IFRS 10 for the accounting period beginning on 1 January 2013 and the adoption of this standard is not expected to have a significant impact on our Group's financial statements.

IFRS 11 replaces the guidance on 'Joint ventures' in IAS 31 - Interests in Joint Ventures and SIC 13 - Jointly Controlled Entities - Non-Monetary Contributions by Venturers. The new standard introduces a principles-based approach to accounting for joint arrangements that requires a party to a joint arrangement to recognize its rights and obligations arising from the arrangement. The new standard requires that joint ventures be accounted for under the equity method thus eliminating the option to proportionally consolidate such ventures.. We adopted IFRS 11 for the accounting period beginning on 1 January 2013 and there was no impact on our Group's financial statements upon adoption, and its effects on future periods will depend on the nature of and significance of joint arrangements subject to this standard.

IFRS 12, 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. We adopted IFRS 12 for the accounting period beginning on 1 January 2013 and the adoption of this standard is not expected to have a significant impact on our Group's financial statements as it affects only the disclosures.

IAS 19, 'Employee benefits' was amended in June 2011. The requirements of the standard are as follows: to eliminate the corridor approach and recognize all actuarial gains and losses in other comprehensive income as they occur; to immediately recognize all past service costs; and to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset). We adopted IAS 19 for the accounting period beginning on 1 January 2013 and the adoption of this standard is not expected to have significant impact on our Group's financial statements.

#### Non-IFRS Measures

In our press releases on our quarterly financials, we provide non-IFRS financial measures and IFRS to non-IFRS reconciliation tables to supplement our financial information presented in accordance with IFRS.

The non-IFRS financial measures that we use in our press releases on our quarterly financial information are the following:

"Non-IFRS Net Profit" is defined as IFRS net profit excluding non-cash stock based compensation expense or credit, amortization of intangible assets relating to certain non-compete agreements, gains or losses on acquisitions and investments, and/or impairment charges.

"Non-IFRS diluted net profit per share" is defined as Non-IFRS Net Profit divided by the weighted average of diluted common shares outstanding.

We believe that non-IFRS metrics are useful measures of operations because these help investors to understand and compare business trends among different reporting periods on a consistent basis, independently of share-based compensation and items non- indicative of recurring operating activities. Thus non-IFRS financial metrics enable investors to assess our operating results in a manner that is focused on the performance of our ongoing operations.

Readers should not place undue reliance on non-IFRS financial measures or regard them as a substitute for the nearest IFRS measures. Further, these non-IFRS financial measures may not be comparable to similarly titled measures used by other companies.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

The following table sets forth information regarding the persons who are our executive officers and directors as of the date of this Annual Report.

| Name                 | Age | Position                        |
|----------------------|-----|---------------------------------|
| Merle Allan Hinrich  | 71  | Director and Executive Chairman |
| Spenser Au           | 58  | Chief Executive Officer         |
| Connie Lai           | 39  | Chief Financial Officer         |
| Brent Barnes         | 40  | Chief Operating Officer         |
| Peter Zapf           | 44  | Chief Information Officer       |
| Sarah Benecke        | 56  | Director                        |
| Eddie Heng Teng Hua  | 62  | Director                        |
| Roderick E. Chalmers | 65  | Director                        |
| David F. Jones       | 48  | Director                        |
| James A. Watkins     | 67  | Director                        |
| Yam Kam Hon Peter    | 66  | Director                        |

Mr. Hinrich has been a director since April 2000 and is currently our Executive Chairman. He was our Chief Executive Officer from April 2000 to August 2011. A co-founder of the business, he was the principal executive officer of our predecessor company, Trade Media Holdings Limited, a Cayman Islands corporation wholly owned by us (“Trade Media”), from 1971 through 1993 and resumed that position in September 1999. From 1994 to August 1999, Mr. Hinrich was chairman of the ASM Group, which included Trade Media. Mr. Hinrich is a director of Trade Media and has also been the Chairman of the Board of Trade Media. Mr. Hinrich graduated from the University of Nebraska and the Thunderbird School of Global Management (“Thunderbird”). Mr. Hinrich is a founder and former chairman of the Society of Hong Kong Publishers. He is a member of the board of trustees of Thunderbird and is a board member of the Economic Strategy Institute. He is also an investment Promotion Ambassador with Invest Hong Kong. His term as director expires in 2015.

Mr. Au was appointed as our Chief Executive Officer in August, 2011. Mr. Au first became a team member in 1978 as an account executive for Asian Sources Electronics magazine. The positions through which he advanced to senior management included regional sales manager in 1988, associate publisher in 1991, publisher in 1992 and president of Asian Sales in 1999. Mr. Au has a deep knowledge of Greater China and other markets where the company operates. Mr. Au received a Diploma in Business Management in 1977 from the Hong Kong Baptist University.

Ms. Lai was appointed as our Chief Financial Officer effective August 2010. Ms. Lai joined Global Sources in June 2007 as financial controller, Hong Kong & China. Prior to joining Global Sources, she was chief financial officer and an executive director of HC International, Inc., a Hong Kong listed company. Earlier in her career, she spent over four years with PricewaterhouseCoopers (“PwC”) Hong Kong. Ms. Lai graduated from the Chinese University of Hong Kong with a bachelor's degree in professional accountancy. She is also a Member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of the Association of Chartered Certified Accountants in the United Kingdom.

Mr. Barnes was appointed as our chief operating officer in January 2012. Mr. Barnes is responsible for the company's worldwide operations, including community development, content development, human resources and administration. Mr. Barnes began his career handling operations for a group of lobbyists in Austin, Texas. Later, he moved to Mexico

City, where he designed and delivered training programs for executives at Ford Motor Co. and Mercedes-Benz. Upon completion of his MBA, Mr. Barnes spent a year working as a Market Analyst for Global Sources in Phoenix, Arizona before moving to Hong Kong to become Executive Assistant to the Chairman & CEO in June of 2000. Since 2003 he has spent time managing each of the core operational departments and assumed the role of General Manager of Content & Community Development in December 2009. Mr. Barnes holds a Bachelor of Arts degree from the University of Texas at Austin and an MBA from the Thunderbird School of Global Management.

Mr. Zapf was appointed as our chief information officer in January 2012. Mr. Zapf began his career in software project management with the United States Air Force. He then joined Global Sources in Phoenix, Arizona, working on the development, sales and marketing of the company's early software and e-commerce products. Later, he worked as a research analyst at Bear Stearns in New York, focusing on the business-to-business market, after which he joined Hong Kong-based AsiaCommerce, a startup incubator, as Chief Executive Officer. He rejoined Global Sources in 2001, and was chief operating officer from January 2011 to December 2011. Mr. Zapf holds a BS in Electrical Engineering and Engineering and Public Policy from Carnegie Mellon University, an MS in Computer Science from Troy State University, and an MBA from Thunderbird, the American Graduate School of International Management.

Ms. Benecke has been a director since April 2000 and, since 1993, has been a director of Trade Media. Ms. Benecke was our principal executive officer from January 1994 through August 1999. She joined us in May 1980 and served in numerous positions, including publisher from 1988 to December 1992 and chief operating officer in 1993. From September 1999 to July 2010, Ms. Benecke served as a consultant to Publishers Representatives Ltd. (Hong Kong), a subsidiary of our company. Her consulting work focused largely on the launch, development and expansion of the "China Sourcing Fairs" in Shanghai, Hong Kong, Mumbai, Dubai, Singapore and Johannesburg. Ms. Benecke is also on the boards of Australian media company, McPherson Media, and Hong Kong art show organiser, Asia Contemporary Art Ltd. She graduated with a B.A. from the University of New South Wales, Australia. Her term as director expires in 2013.

Mr. Heng has been a director since April 2000. He joined us in August 1993 as deputy to the vice president of finance and was the Chief Financial Officer (previously titled vice president of finance) from 1994 until June 30, 2009. Mr. Heng returned to serve as Interim Chief Financial Officer from June 30, 2010 until August 1, 2010. He received an MBA from Schiller International University in London in 1993, is a Singapore Certified Public Accountant, a member of the Institute of Certified Public Accountants, Singapore, and a Fellow Member of The Association of Chartered Certified Accountants in the United Kingdom. Mr. Heng is currently a director and audit committee chairman of Prison Fellowship Singapore, a Christian non-profit organization that provides counseling and skills training to prisoners and financial support to their families. Prior to joining us, he was the regional financial controller of Hitachi Data Systems, a joint venture between Hitachi and General Motors. His term as director expires in 2013.

Mr. Chalmers has been a director since October 2000. He was chairman, Asia-Pacific, of PricewaterhouseCoopers LLP and a member of PwC's Global Management Board from 1998 until his retirement in July 2000. He is a 30-year veteran with PwC's merger partner Coopers & Lybrand with specialist experience in the securities industry. He has at various times been a non-executive director of the Hong Kong SAR Securities and Futures Commission, a member of the Takeovers and Mergers Panel, and chairman of the Working Group on Financial Disclosure. He is currently a director of Air Malta plc, the Gasan Group Limited (Malta), and Simonds Farsons Cisk Limited (Malta). He was the Chairman of the Board of Directors of the Bank of Valletta plc from 2004 until his retirement from that position in 2012. His term as director expires in 2015.

Mr. Jones has been a director since April 2000. From August 2011 to February 2013, Mr. Jones was with Better Place Inc., a global electric vehicle services provider, where he was Vice President Global Corporate Development and Strategy. He spent the previous 17 years in the private equity industry, and before that he was in management consulting, investment banking and general management. Mr. Jones was Managing Director of CHAMP Private Equity, a leading Australian buyout firm from 2002 to 2011. In 1999, he founded and, until 2002, led the development of UBS Capital's Australian and New Zealand business. Prior to that, he spent four years with Macquarie Direct Investment, a venture capital firm in Sydney, Australia, and one year at BancBoston Capital in Boston, Massachusetts. Mr. Jones began his career as a consultant with McKinsey & Company in Australia and New Zealand. He left McKinsey to take the role of general manager of Butterfields Cheese Factors, of the King Island Dairies group. He is a

director of EC English Pty Ltd, EMR Capital Pty Ltd and The National Museum of Australia. He was previously Chairman of the Australian Venture Capital Association Limited and a director of various listed and unlisted companies in Australia. Mr. Jones holds a Bachelor of Engineering (First Class Hons.) from the University of Melbourne and a Master of Business Administration from Harvard Business School. His term as director expires in 2014.



Mr. Watkins was appointed as a casual director, (see “Election or Removal of Directors” under Item 10 for a description of a “casual director”) on February 28, 2005 and was elected as a director at our annual general meeting on May 9, 2005. Mr. Watkins was a director and group general counsel of the Jardine Matheson Group in Hong Kong from 1997 until 2003. He was group legal director of Schroders plc in 1996 to 1997 and of Trafalgar House plc from 1994 to 1996. He was previously a partner and solicitor in the London and Hong Kong offices of Linklaters from 1975 to 1994. He currently is a non-executive director of Mandarin Oriental International Ltd., Jardine Cycle & Carriage Ltd., Advanced Semiconductor Manufacturing Corporation Ltd., IL&FS India Realty Fund II LLC, Asia Satellite Telecommunications Holdings Ltd. and Hongkong Land Holdings Ltd., and is a member of the audit committees of Jardine Cycle & Carriage Ltd. and Asia Satellite Telecommunications Holdings Ltd. and the chairman of the audit committee of Advanced Semiconductor Manufacturing Corporation Ltd. Mr. Watkins has a law degree from the University of Leeds (First Class Hons.). His term as director expires in 2014.

Mr. Yam was first appointed as a director at our annual general meeting of shareholders on June 22, 2011. Mr. Yam joined Emerson (NYSE: EMR) in 1986 and is currently an advisor to Emerson after he retired as president of Emerson Greater China and chairman of Emerson Electric (China) Holdings Co., Ltd in April 2008. For more than two decades, Mr. Yam played a key role in leading Emerson’s investments in China. Mr. Yam holds a bachelors degree in electrical engineering from the University of Hong Kong and an Executive MBA from the University of Chicago. Since June 2010, Mr. Yam has served as a non-executive director of ISG Asia Investment (HK) Ltd. He is also currently an adjunct professor of The Chinese University of Hong Kong’s Faculty of Business Administration Department of Management and a member of the College Council and the Board of Governors of the Centennial College, Hong Kong. Mr. Yam was previously a member of the Suzhou Industrial Park International Advisory Committee from 2001 to 2008, a director of the Executive Committee of Foreign Investment Companies in Beijing from 2003 to 2008, a non-executive director of Sun Life Hong Kong Limited and affiliates from 2003 to 2010 and a member of the Board of Directors of the Hong Kong Science & Technology Parks Corporation from 2001 to 2006, and he also previously served as a vice-president of the American Chamber of Commerce in Hong Kong, a visiting professor of Nanjing University’s School of Business and a visiting professor of Jiangmen Polytechnic in China. His term as director expires in 2014.

#### Compensation

For the year ended December 31, 2012, we and our subsidiaries provided our eleven directors and executive officers as a group aggregate remuneration, pension contributions, allowances and other benefits of approximately \$2,912,170 (2011: \$3,835,639; 2010: \$4,593,074) including the non-cash compensation of \$717,544 (2011: \$1,464,528; 2010: \$1,300,173) associated with the equity compensation plans.

In 2012, we and our subsidiaries incurred \$43,404 (2011: \$59,025; 2010: \$62,161) in costs to provide pension, retirement or similar benefits to our respective officers and directors pursuant to our retirement plan and pension plan.

#### Employment Agreements

We have employment agreements with Mr. Merle A. Hinrich under which he serves as our executive chairman. The agreements contain covenants restricting Mr. Hinrich’s ability to compete with us during his term of employment and preventing him from disclosing any confidential information during the term of his employment agreement and for a further period of three years after the termination of his employment agreement. In addition, we retain the rights to all trademarks and copyrights acquired and any inventions or discoveries made or discovered by Mr. Hinrich in the course of his employment. Upon a change of control, if Mr. Hinrich is placed in a position of lesser stature than that of a senior executive officer, a significant change in the nature or scope of his duties is effected, Mr. Hinrich ceases to be

a member of the board, or if there is a breach of those sections of his employment agreements relating to compensation, reimbursement, title and duties or termination, each of us and such subsidiary shall pay Mr. Hinrich a lump sum cash payment equal to five times the sum of his base salary prior to the change of control and the bonus paid to him in the year preceding the change of control. The agreements may be terminated by either party by giving six months' notice.

We have employment agreements with each of our other executive officers. Each employment agreement contains a non-competition provision preventing the employee from undertaking or becoming involved in any business activity or venture during the term of employment without notice to us and our approval. The employee must keep all of our proprietary and private information confidential during the term of employment and for a period of three years after the termination of the agreement. We can assign the employee to work for another company if the employee's duties remain similar. In addition, we retain the rights to all trademarks and copyrights acquired and any inventions or discoveries made or discovered by the employee during the employee's term of employment. Each employment agreement contains a three or six-months' notice provision for termination, and does not have a set term of employment. Bonus provisions are determined on an individual basis.

#### Board Practices

Our board of directors consists of seven members, the terms of which expire on the basis of one-third of the board retiring by rotation at each annual general meeting of shareholders. Each director holds office until his or her term expires as aforesaid, and he or she is then subject to re-election as a director at the respective annual general meeting for a further term which will subsequently expire on the same basis. Executive officers serve at the discretion of the board of directors. Our executive officers have, on average, 21 years of service with us. Six non-executive directors receive a cash fee of \$15,000 per year, plus an additional \$4,000 for each board meeting attended. Non-executive directors who are members of the audit committee also receive a cash fee of \$5,000 per year.

#### Committees of the Board of Directors

We have established an audit committee and an executive committee of our board of directors. The audit committee recommends the appointment of auditors, oversees accounting and audit functions and other key financial matters of our company. The audit committee meets at least four times a year. David Jones, Roderick Chalmers and James Watkins are the members of the audit committee and the board of directors determined that Mr. Chalmers is an audit committee financial expert as defined under appropriate SEC guidelines. The executive committee acts for the entire board of directors between board meetings in respect of certain matters. Merle Hinrich, Eddie Heng and Sarah Benecke are the members of the executive committee.

We have a separately - designated standing compensation committee, consisting of independent directors. The primary function of the compensation committee is to approve compensation packages for each of the Company's executive officers. The compensation committee held one meeting in the fiscal year ended December 31, 2012.

We have an executive sessions committee, consisting of the independent directors. The executive sessions committee held at least two meetings in the fiscal year ended December 31, 2012.

#### Code of Ethics

We have adopted a Code of Ethics ("Code of Ethics") that applies to our directors, officers (including our chief executive officer, chief financial officer, chief accounting officer or controller and persons performing similar functions) and employees. Any amendments or waivers to our Code of Ethics that apply to the chief executive officer or senior financial officers will be promptly disclosed on our website as required by law or by the Securities and Exchange Commission or by Nasdaq.



## Employees

As of December 31, 2012, we had 496 employees worldwide, the majority of whom work in management, technical or administrative positions. We consider our employee relationships to be satisfactory. Our employees are not represented by labor unions and we are not aware of any attempts to organize our employees.

The following summarizes the approximate number of employees and independent contractors by function:

| Function  | Employees | Independent Contractors | Total |
|---|-----------|-------------------------|-------|
| Content Development                                 | 9         | 229                     | 238   |
| Corporate Human Resources & Administration          | 53        | 61                      | 114   |
| Corporate Marketing                                 | 7         | 17                      | 24    |
| Community Development                               | 58        | 43                      | 101   |
| Sales   | 143       | 2,282                   | 2,425 |
| Information System Department (includes CIO office) | 76        | 83                      | 159   |
| Corporate Accounts                                  | 72        | 61                      | 133   |
| Office of the CEO, COO                              | 12        | 1                       | 13    |
| Legal and Group Secretarial                         | 6         | 1                       | 7     |
| Conference & Trade Show Services + China Edu        | 60        | 75                      | 135   |
| Total   | 496       | 2,853                   | 3,349 |

## Share Ownership

Information on the ownership of our Common Shares is given under Item 7, Major Shareholders and Related Party Transactions.

## Equity Compensation Plans

On December 30, 1999, we established The Global Sources Employee Equity Compensation Trust (the “Trust”) for the purpose of administering monies and other assets contributed to the Trust for the establishment of equity compensation and other benefit plans, including The Global Sources Employee Equity Compensation Plan (“ECP”) Numbers IV to VII described below. The Trust is administered by Appleby Services (Bermuda) Ltd. (previously known as “Harrington Trust Limited” and then as “Appleby Trust (Bermuda) Ltd.”) (the “Trustee”). The number of shares that may be sold pursuant to these plans is limited to the number of our shares held by the Trust. Following our takeover of Trade Media on April 14, 2000, the Trade Media shares were exchanged for our common shares. These Trade Media shares currently represent our common shares. As of February 28, 2013, the Trustee holds 862,961 of our common shares, consisting of common shares held in the Trust, as well as already vested common shares under the plans which are held in trust by the Trustee for various grantees who have elected to utilize the trust services of the Trustee for such purpose. The Trustee has informed us that it does not intend to acquire any additional shares. In exercising its powers, including the voting of securities held in the Trust, the Trustee may be directed by a plan committee, selected by the board of directors of one of our wholly-owned subsidiaries.

Pursuant to a Declaration of Trust dated November 28, 2006 by the Trustee, “The Global Sources Equity Compensation Trust 2007” (“2007 Trust”) was established. The 2007 Trust is administered by Appleby Services (Bermuda) Ltd. (the “2007 Trustee”) as trustee. The purpose of the 2007 Trust is to administer shares contributed by us to the 2007 Trust from time to time in connection with providing equity compensation benefits under The Global

Sources Equity Compensation (2007) Master Plan described below (“ECP 2007 Master Plan”). As of February 28, 2013, the 2007 Trustee does not hold any of our common shares in the 2007 Trust, but the 2007 Trustee holds 124,079 already vested common shares under the ECP 2007 Master Plan which are held in trust by the 2007 Trustee for various grantees who have elected to utilize the trust services of the 2007 Trustee for such purpose. In exercising its powers under the 2007 Trust, the 2007 Trustee may be directed by a plan committee to be constituted and appointed by us. The plan committee (“ECP 2007 Plan Committee”) was constituted and appointed by the Board of Directors on February 15, 2007.

#### Global Sources Equity Compensation Plans Numbers IV and V

Eligible employees, directors, consultants, advisors and independent contractors under ECP IV are awarded a defined amount of compensation payable in Global Sources Ltd. common shares, the number of which are determined by the plan committee periodically.

Entitlement of the employees, directors, consultants, advisors and independent contractors to these common shares is subject to employment and vesting terms.

Eligible employees, directors, consultants, advisors and independent contractors under ECP V were awarded a one-time grant of shares, the number of which were determined by the plan committee.

Entitlement of the employees, directors, consultants, advisors and independent contractors to these common shares is subject to employment or continued services and vesting terms.

The Equity Compensation Plan committee first approved the awards of common shares under ECP IV in January 2001 and approved additional awards of common shares under ECP IV on various dates during the year 2001. The Equity Compensation Plan committee first approved the awards of common shares under ECP V in January 2001 and approved additional awards of common shares under ECP V on various subsequent dates.

#### Global Sources Equity Compensation Plan VI

Eligible employees, directors, consultants, advisors and independent contractors under ECP VI are awarded, after their resignation or retirement from their respective services, a one-time grant of our common shares, the number of which are determined by the plan committee.

Entitlement of the employees, directors, consultants, advisors and independent contractors to these common shares, is subject to non-compete and vesting terms. There is no forfeiture provision other than pursuant to the non-compete terms.

The Equity Compensation Plan committee approved ECP VI on March 13, 2001 and first approved the awards of common shares under ECP VI in May 2001. The Equity Compensation Plan Committee approved additional awards of common shares under ECP VI on various subsequent dates.

#### Global Sources Equity Compensation Plan VII

Eligible employees, directors, consultants, advisors and independent contractors under ECP VII are awarded a grant of a defined number of our common shares, the number of which are determined by the plan committee periodically.

Entitlement of the employees, directors, consultants, advisors and independent contractors to these common shares is subject to employment and vesting terms.

The Equity Compensation Plan committee first approved the awards of common shares under ECP VII in January 2002 and approved additional awards of common shares under ECP VII on various subsequent dates.

#### The Global Sources Equity Compensation (2007) Master Plan

The ECP 2007 Master Plan was approved by our shareholders on May 8, 2006. The ECP 2007 Master Plan commenced with effect on January 1, 2007 and, unless terminated earlier by our Board of Directors, would expire on December 31, 2012. Our employees, directors and consultants and the employees, directors and consultants of our subsidiaries and of our and our subsidiaries' independent contractors ("Team Members"), are eligible to be awarded grants of our common shares under the ECP 2007 Master Plan. The grantees and the number of shares to be awarded, and the vesting rules and other terms and conditions, are to be as determined by the ECP 2007 Plan Committee, who are authorized under the ECP 2007 Master Plan to issue supplementary or subsidiary documents to set out and evidence such vesting rules and other terms and conditions. The total number of shares to be issued under the ECP 2007 Master Plan is subject to a limit of 3,000,000 common shares.



On November 7, 2006, we filed a Form S-8 Registration Statement under the Securities Act of 1933, with the U.S. Securities and Exchange Commission (the “SEC”), for up to 3,000,000 common shares to be issued under the ECP 2007 Master Plan.

An amended version of the ECP 2007 Master Plan, known as “The Global Sources Equity Compensation (2007) Master Plan (amended effective as of January 1, 2012)” (“ECP 2007 Master Plan (Amended)”), was approved by our Board of Directors with effect from January 1, 2012, in order to expressly clarify that, as an alternative to our common shares being first issued to the 2007 Trustee upon an award being made under the plan (for the 2007 Trustee to hold in trust pending vesting) and then subsequently transferred by the 2007 Trustee to the respective grantee upon vesting, our common shares may instead be issued directly to the respective grantee at the time of vesting.

On June 20, 2012, our shareholders approved the extension of the expiration date of the ECP 2007 Master Plan (Amended) from December 31, 2012 to December 31, 2017.

On March 6, 2007, the ECP 2007 Plan Committee approved and issued “The Global Sources Share Grant Award Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Under the plan, the ECP 2007 Plan Committee is to determine who amongst eligible Team Members will be granted awards of shares and the number of shares to be awarded to them, and to determine the vesting schedule for such awards. The plan commenced with effect on March 6, 2007, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the ECP 2007 Plan Committee, whichever is the earliest to occur. The ECP 2007 Plan Committee approved awards of common shares under the plan on various dates.

On March 6, 2007, the ECP 2007 Plan Committee approved and issued “The Global Sources Retention Share Grant Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Persons eligible to receive grants under the plan are persons who have been Team Members for at least five years, who retire “in good standing” (as determined by the ECP 2007 Plan Committee), and who would otherwise have their unvested shares (under any applicable equity compensation plans) forfeited upon retirement. The ECP 2007 Plan Committee is to determine who amongst eligible persons will be granted awards of common shares. The number of common shares to be awarded to such grantees are calculated according to a formula defined in the plan, and will vest in equal installments over a period of five years after retirement, subject to certain non-compete terms and the grantees remaining “in good standing”. There is no forfeiture provision other than pursuant to terms relating to non-compete being “in good standing”, not doing anything prejudicial to the company or other reasons as determined by the ECP 2007 Plan Committee. The plan commenced with effect on March 6, 2007, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the ECP 2007 Plan Committee, whichever is the earliest to occur. The ECP 2007 Plan Committee approved awards of common shares under the plan on various dates.

On April 24, 2009, the ECP 2007 Plan Committee approved and issued “The Global Sources Directors Share Grant Award Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Persons eligible to receive grants under the plan are directors of the Company. Under the plan, the ECP 2007 Plan Committee is to determine who amongst the directors of the Company will be granted awards of shares and the number of shares to be awarded to them. Any shares awarded will not vest immediately, but only at the end of four years after such effective date as may be specified by the ECP 2007 Plan Committee (or in accordance with such other vesting schedule as may be determined by the ECP 2007 Plan Committee). The plan commenced with effect on April 24, 2009, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the ECP 2007 Plan Committee, whichever is the earliest to occur. The ECP 2007 Plan Committee first approved an award under the plan in June 2009, and approved additional awards under the plan on various subsequent dates.



The ECP 2007 Plan Committee approved and issued “The Global Sources Retention Share Grant Plan II”, effective as of January 1, 2012, as a supplementary or subsidiary document to the ECP 2007 Master Plan (Amended). The plan’s provisions are essentially similar to those of The Global Sources Retention Share Grant Plan, except that it expressly clarifies that, as an alternative to our common shares being first issued to the 2007 Trustee upon an award being made under the plan (for the 2007 Trustee to hold in trust pending vesting) and then subsequently transferred by the 2007 Trustee to the respective grantee upon vesting, our common shares may instead be issued directly to the respective grantee at the time of vesting. An amended version of the plan, known as “The Global Sources Retention Share Grant Plan II (amended effective as of May 1, 2012)”, was approved by the ECP 2007 Plan Committee, with effect from May 1, 2012, in order to clarify that each person eligible to receive an award under the plan must be so eligible as of the effective time of his/her retirement, and all awards to a grantee under the plan shall be or shall be deemed to be effective immediately prior to the effective time of the grantee’s retirement. The ECP 2007 Plan Committee first approved awards of common shares under the plan in April 2012, and approved additional awards under the plan on various subsequent dates.

#### ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

##### Major Shareholders

The following table sets forth information about those persons who hold more than 5% of our outstanding common shares and the share ownership of our directors and officers as of February 28, 2013. The information is based upon our knowledge of the share ownership of such persons on February 28, 2013.

| Name of Beneficial Owner                           | Common Shares Beneficially Owned |              |   |
|--|----------------------------------|--------------|---|
|  | Shares                           | Percentage** |   |
| Merle Allan Hinrich                                | 14,772,821                       | 42.97        | % |
| Spenser Au   | *                                | *            |   |
| Connie Lai   | *                                | *            |   |
| Brent Barnes                                       | *                                | *            |   |
| Peter Zapf   | *                                | *            |   |
| Sarah Benecke                                      | *                                | *            |   |
| Eddie Heng Teng Hua                                | *                                | *            |   |
| David F Jones                                      | *                                | *            |   |
| Roderick E Chalmers                                | *                                | *            |   |
| James A Watkins                                    | *                                | *            |   |
| Yam Kam Hon Peter                                  | *                                | *            |   |
| All officers and directors as a group (11 persons) | 15,331,230                       | 44.59        | % |

\* 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 of February 28, 2013, we believe that approximately 12,141,698 of our shares or approximately 35.31% of our total outstanding common shares were beneficially owned by U.S. holders and there were 600 shareholders of record

in the U.S. (excluding any U.S. holders who may be holding our shares through brokerage firms).

Mr. Merle Allan Hinrich, our Executive Chairman, beneficially owns approximately 42.97% of our common shares as of February 28, 2013, 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.

Related Party Transactions

There were no material related party transactions from January 1, 2012 to February 28, 2013.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

GLOBAL SOURCES LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2012

Contents

|   | Page     |
|---|----------|
| Report of Independent Registered Public Accounting Firm | 66       |
| Consolidated Income Statements                          | 67       |
| Consolidated Statements of Comprehensive Income         | 68       |
| Consolidated Balance Sheets                             | 69       |
| Consolidated Statements of Changes in Equity            | 70       |
| Consolidated Statements of Cash Flows                   | 71       |
| Notes to the Consolidated Financial Statements          | 72 – 108 |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders

In our opinion, the accompanying consolidated balance sheets and the related consolidated income statements and statements of comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of Global Sources Ltd. (the “Company”) and its subsidiaries at December 31, 2012, and December 31, 2011 and the results of their operations and their cash flows for each of the three years ended December 31, 2012 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Singapore  
April 5, 2013

66

---

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
CONSOLIDATED INCOME STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|   | Year ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2012                    | 2011       | 2010       |
| <b>Revenue</b>  |                         |            |            |
| Online and other media services   | \$136,101               | \$141,475  | \$122,203  |
| Exhibitions   | 88,782                  | 77,973     | 69,450     |
| Miscellaneous   | 6,857                   | 5,617      | 4,996      |
|   | 231,740                 | 225,065    | 196,649    |
| <b>Operating Expenses:</b>  |                         |            |            |
| Sales   | 80,354                  | 81,363     | 71,923     |
| Event production  | 26,250                  | 24,637     | 21,875     |
| Community and content   | 32,696                  | 34,078     | 31,923     |
| General and administrative  | 44,281                  | 40,660     | 33,463     |
| Information and technology  | 13,188                  | 12,607     | 11,839     |
| Total Operating Expenses  | 196,769                 | 193,345    | 171,023    |
| Profit from Operations  | 34,971                  | 31,720     | 25,626     |
| Interest income   | 1,044                   | 360        | 510        |
| Share of loss of associate  | (24 )                   | -          | -          |
| Gain on sale of available-for-sale securities                           | -                       | -          | 1,223      |
| Impairment loss on investment in associate                              | (302 )                  | -          | -          |
| Profit before income taxes  | 35,689                  | 32,080     | 27,359     |
| Income tax expense  | (2,744 )                | (1,613 )   | (1,117 )   |
| Net profit  | 32,945                  | 30,467     | 26,242     |
| Net profit attributable to non-controlling interests                    | (739 )                  | (991 )     | (991 )     |
| Net profit attributable to the Company's shareholders                   | \$32,206                | \$29,476   | \$25,251   |
| Basic net profit per share attributable to the Company's shareholders   | \$0.95                  | \$0.87     | \$0.63     |
| Shares used in basic net profit per share calculations                  | 34,017,730              | 33,742,648 | 40,283,874 |
| Diluted net profit per share attributable to the Company's shareholders | \$0.90                  | \$0.83     | \$0.61     |
| Shares used in diluted net profit per share calculations                | 35,742,495              | 35,385,218 | 41,693,616 |

The notes on pages 72 to 108 are an integral part of these consolidated financial statements.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|   | Year ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2012                    | 2011     | 2010     |
| Net profit  | \$32,945                | \$30,467 | \$26,242 |
| Other comprehensive income:   |                         |          |          |
| Currency translation differences arising from consolidation           | 1,623                   | 3,212    | 2,008    |
| Financial assets, available-for-sale:                                 |                         |          |          |
| Fair value gains  | 52                      | -        | 328      |
| Reclassification to income statements on disposal                     | -                       | -        | (1,223 ) |
| Other comprehensive income for the year, net of tax of \$nil          | 1,675                   | 3,212    | 1,113    |
| Total comprehensive income for the year                               | 34,620                  | 33,679   | 27,355   |
| Total comprehensive income attributable to the Company's shareholders | 33,812                  | 32,573   | 26,364   |
| Total comprehensive income attributable to non-controlling interests  | 808                     | 1,106    | 991      |
| Total comprehensive income for the year                               | \$34,620                | \$33,679 | \$27,355 |

The notes on pages 72 to 108 are an integral part of these consolidated financial statements.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|  | As at December 31, |                   |
|--|--------------------|-------------------|
|  | 2012               | 2011              |
| <b>ASSETS</b>  |                    |                   |
| <b>Current assets</b>                                |                    |                   |
| Cash and cash equivalents                            | \$ 104,631         | \$ 81,903         |
| Term deposits with banks                             | 4,184              | 2,764             |
| Financial assets, available-for-sale                 | 7,472              | 13,250            |
| Accounts receivables, net                            | 4,242              | 4,711             |
| Receivables from sales representatives               | 7,773              | 6,523             |
| Inventories  | 410                | 230               |
| Prepaid expenses and other current assets            | 18,396             | 20,895            |
|  | 147,108            | 130,276           |
| <b>Non-current assets</b>                            |                    |                   |
| Property and equipment                               | 30,442             | 55,761            |
| Investment properties                                | 97,377             | 75,370            |
| Intangible assets                                    | 33,136             | 11,946            |
| Long term investment                                 | 100                | 100               |
| Deferred income tax assets                           | 244                | 325               |
| Other non-current assets                             | 2,762              | 2,552             |
|  | 164,061            | 146,054           |
| <b>Total assets</b>                                  | <b>\$ 311,169</b>  | <b>\$ 276,330</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>          |                    |                   |
| <b>Current liabilities</b>                           |                    |                   |
| Accounts payable                                     | \$ 12,531          | \$ 7,698          |
| Deferred income and customer prepayments             | 84,540             | 101,841           |
| Accrued liabilities                                  | 20,409             | 17,723            |
| Income tax liabilities                               | 1,225              | 714               |
|  | 118,705            | 127,976           |
| <b>Non-current liabilities</b>                       |                    |                   |
| Deferred income and customer prepayments             | 9,062              | 8,290             |
| Deferred income tax liabilities                      | 6,090              | 1,510             |
|  | 15,152             | 9,800             |
| <b>Total liabilities</b>                             | <b>133,857</b>     | <b>137,776</b>    |
| Commitments and contingencies (note 25 and 26)       |                    |                   |
| <b>Equity attributable to Company's shareholders</b> |                    |                   |
| Common shares  | 521                | 518               |
| Treasury shares                                      | (150,089 )         | (150,089 )        |
| Other reserves                                       | 156,629            | 152,591           |

|                                    |           |           |
|------------------------------------|-----------|-----------|
| Retained earnings                  | 158,859   | 126,653   |
| Total Company shareholders' equity | 165,920   | 129,673   |
| Non-controlling interests          | 11,392    | 8,881     |
| Total equity                       | \$177,312 | \$138,554 |
| Total liabilities and equity       | \$311,169 | \$276,330 |

The notes on pages 72 to 108 are an integral part of these consolidated financial statements.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|   | Attributable to Company's shareholders |                 |                |                   |            | Non-controlling interests | Total equity |
|---|--|-----------------|----------------|-------------------|------------|---------------------------|--------------|
|   | Common shares                          | Treasury shares | Other reserves | Retained earnings | Total      |                           |              |
| Balance at January 1, 2010  | \$514                                  | \$(50,000 )     | \$141,627      | \$71,926          | \$164,067  | \$7,514                   | \$171,581    |
| Total comprehensive income for the year   | -                                      | -               | 1,113          | 25,251            | 26,364     | 991                       | 27,355       |
| Transaction with owners:  |  |                 |                |                   |            |                           |              |
| Dividend issued by a subsidiary to non-controlling interest                             | -                                      | -               | -              | -                 | -          | (340 )                    | (340 )       |
| Fair value of non-cash compensation expense   | -                                      | -               | 2,187          | -                 | 2,187      | -                         | 2,187        |
| Capitalization of intangible assets relating to share grants for non-compete agreements | -                                      | -               | 1,766          | -                 | 1,766      | -                         | 1,766        |
| Purchase of treasury shares   | -                                      | (100,089 )      | -              | -                 | (100,089 ) | -                         | (100,089 )   |
| Issue of new shares   | 2                                      | -               | (2 )           | -                 | -          | -                         | -            |
| Balance at December 31, 2010  | \$516                                  | \$(150,089 )    | \$146,691      | \$97,177          | \$94,295   | \$8,165                   | \$102,460    |
| Total comprehensive income for the year   | -                                      | -               | 3,097          | 29,476            | 32,573     | 1,106                     | 33,679       |
| Transaction with owners:  |  |                 |                |                   |            |                           |              |

|   |       |              |           |           |           |          |           |
|---|-------|--------------|-----------|-----------|-----------|----------|-----------|
| Dividend issued by a subsidiary to non-controlling interest                             | -     | -            | -         | -         | -         | (390 )   | (390 )    |
| Fair value of non-cash compensation expense   | -     | -            | 2,777     | -         | 2,777     | -        | 2,777     |
| Capitalization of intangible assets relating to share grants for non-compete agreements | -     | -            | 28        | -         | 28        | -        | 28        |
| Issue of new shares   | 2     | -            | (2 )      | -         | -         | -        | -         |
| Balance at December 31, 2011  | \$518 | \$(150,089 ) | \$152,591 | \$126,653 | \$129,673 | \$8,881  | \$138,554 |
| Total comprehensive income for the year   | -     | -            | 1,606     | 32,206    | 33,812    | 808      | 34,620    |
| Transaction with owners:  |       |              |           |           |           |          |           |
| Fair value of non-controlling interest in business acquisition                          | -     | -            | -         | -         | -         | 3,006    | 3,006     |
| Dividend issued by subsidiaries to non-controlling interests                            | -     | -            | -         | -         | -         | (1,303 ) | (1,303 )  |
| Fair value of non-cash compensation expense   | -     | -            | 2,409     | -         | 2,409     | -        | 2,409     |
| Capitalization of intangible assets relating to share grants for non-compete agreements | -     | -            | 26        | -         | 26        | -        | 26        |
| Issue of new shares   | 3     | -            | (3 )      | -         | -         | -        | -         |

|                                    |       |              |           |           |           |          |           |
|------------------------------------|-------|--------------|-----------|-----------|-----------|----------|-----------|
| Balance at<br>December 31,<br>2012 | \$521 | \$(150,089 ) | \$156,629 | \$158,859 | \$165,920 | \$11,392 | \$177,312 |
|------------------------------------|-------|--------------|-----------|-----------|-----------|----------|-----------|

The notes on pages 72 to 108 are an integral part of these consolidated financial statements.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|  | Year ended December 31, |           |          |
|--|-------------------------|-----------|----------|
|  | 2012                    | 2011      | 2010     |
| <b>Cash flows from operating activities</b>  |                         |           |          |
| Net Profit   | \$32,945                | \$30,467  | \$26,242 |
| Adjustments for:   |                         |           |          |
| Income tax expense   | 2,744                   | 1,613     | 1,117    |
| Depreciation and amortization  | 9,112                   | 6,785     | 6,668    |
| (Profit)/Loss on sale of equipment   | (6 )                    | 12        | (22 )    |
| Gain on sale of available-for-sale financial assets  | -                       | -         | (1,223 ) |
| Interest income  | (1,044 )                | (360 )    | (510 )   |
| Provision for impairment of receivables  | 229                     | 25        | 502      |
| Non-cash compensation expense  | 2,409                   | 2,777     | 2,187    |
| Equipment written off  | 48                      | 5         | 1        |
| Share of loss of associate   | 24                      | -         | -        |
| Impairment loss on investment in associate   | 302                     | -         | -        |
| Impairment of intangible assets  | 1,389                   | 670       | -        |
| Net foreign exchange differences   | (12 )                   | 87        | 235      |
| Changes in working capital (excluding the effects of acquisition and exchange differences on consolidation): |                         |           |          |
| Accounts receivable  | 264                     | (325 )    | (982 )   |
| Receivables from sales representatives   | (1,251 )                | 1,716     | (2,644 ) |
| Inventories  | (180 )                  | 205       | 165      |
| Prepaid expenses and other current assets  | 2,528                   | (379 )    | (6,607 ) |
| Other non-current assets   | (204 )                  | 21        | (877 )   |
| Accounts payable   | 464                     | (2,008 )  | (634 )   |
| Accrued liabilities  | 2,337                   | 2,984     | 2,632    |
| Deferred income and customer prepayments   | (18,142 )               | 12,592    | 21,810   |
| Cash generated from operations   | 33,956                  | 56,887    | 48,060   |
| Income tax paid  | (2,679 )                | (1,656 )  | (1,141 ) |
| Net cash generated from operating activities   | 31,277                  | 55,231    | 46,919   |
| <b>Cash flows from investing activities:</b>   |                         |           |          |
| Acquisition of subsidiary, net of cash acquired  | (11,359 )               | (3,423 )  | (756 )   |
| Investment in associate  | (326 )                  | -         | -        |
| Purchase of property and equipment and investment property   | (1,371 )                | (56,667 ) | (2,518 ) |
| Proceeds from sale of equipment  | 6                       | 12        | 23       |
| Placement of term deposits with banks  | (5,012 )                | (3,526 )  | (1,869 ) |
| Proceeds from matured term deposits with banks   | 3,632                   | 2,198     | 60,219   |
| Purchase of available-for-sale financial assets  | (12,611 )               | (18,247 ) | -        |
| Proceeds from sale of available-for-sale financial assets  | 18,441                  | 4,999     | 6,751    |
| Interest received  | 1,004                   | 334       | 1,153    |
| Net cash (used in) generated from investing activities   | (7,596 )                | (74,320 ) | 63,003   |

|  |            |           |            |
|--|------------|-----------|------------|
| Cash flows from financing activities:                        |            |           |            |
| Dividend paid to non-controlling interests                   | (1,303 )   | (390 )    | (340 )     |
| Purchase of treasury shares                                  | -          | -         | (100,089 ) |
| Net cash used in financing activities                        | (1,303 )   | (390 )    | (100,429 ) |
| Net increase (decrease) in cash and cash equivalents         | 22,378     | (19,479 ) | 9,493      |
| Cash and cash equivalents, beginning of the year             | 81,903     | 101,298   | 91,553     |
| Effect of exchange rate changes on cash and cash equivalents | 350        | 84        | 252        |
| Cash and cash equivalents, end of the year                   | \$ 104,631 | \$ 81,903 | \$ 101,298 |

The notes on pages 72 to 108 are an integral part of these consolidated financial statements.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

1. General information

Global Sources Ltd. (the “Company”) and its subsidiaries’ (together “Group”) principal business is to provide services that allow global buyers to identify suppliers and products, and enable suppliers to market their products to a large number of buyers. The Group’s primary online service is creating and hosting marketing websites that present suppliers’ product and company information in a consistent, easily searchable manner on Global Sources Online. Complementing this service are various trade magazines. The Group launched China Sourcing Fairs exhibitions in 2003. These exhibitions offer international buyers direct access to China and other Asian manufacturers. The Group’s businesses are conducted primarily through Trade Media Limited, its wholly owned subsidiary, which was incorporated in October 1984 under the laws of Cayman Islands. Through certain other wholly owned subsidiaries, the Group also organizes China Sourcing Fairs exhibitions, conferences and exhibitions on technology related issues, licenses Asian Sources/Global Sources Online and offers catalog services.

The Company was incorporated in Bermuda. The Company’s registered office address is Canon’s Court, 22 Victoria Street, Hamilton, HM 12, Bermuda.

These financial statements were authorized for issue by the executive committee of the Board of Directors on April 5, 2013.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Global Sources Ltd. have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Financial Reporting Interpretations Committee (“IFRIC”) interpretations as issued by the International Accounting Standards Board (“IASB”).

The Group has adopted IFRS standards effective as at December 31, 2010 and the adoption was carried out in accordance with IFRS 1. For all periods up to and including the year ended December 31, 2009, the Group prepared its consolidated financial statements in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) or “Previous GAAP”, as defined in IFRS 1. Until the adoption of IFRS, the Group’s financial statements that were included in its reports filed with or furnished to the U.S. Securities and Exchange Commission were prepared in accordance with U.S. GAAP.

The consolidated financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting

policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4. Actual results could differ from those estimates and such differences could affect the results of operations reported in future periods.

## 2.2 Consolidation

The consolidated financial statements comprise the financial statements of the Company and its majority owned or otherwise controlled subsidiaries.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

(a) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. All significant inter-company transactions and balances are eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the consolidated income statement.

Investments in subsidiaries are accounted for at cost less impairment by the Company. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

(b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognized in the income statement.

(c) Associate

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. The Group's share of post-acquisition profit or loss is recognized in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income with a corresponding adjustment to the carrying amount of the investment.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount adjacent to 'share of profit/(loss) of associates', on the face of the consolidated income statement.

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to chief operating decision-maker, which is the Company's Board of Directors. The chief operating decision maker assesses the Group's performance and makes decisions about resources to be allocated to each segment.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's functional currency is USD. The consolidated financial statements are presented in United States dollar (" \$" or "USD"), which is the Group's presentation currency.

(b) Transactions and balances

Transactions in currencies other than the functional currency are measured and recorded in the functional currency using the exchange rate in effect on the date of the transaction. As of the balance sheet date, monetary assets and liabilities that are denominated in currencies other than the functional currency are translated using the exchange rate at the balance sheet date. All gains and losses arising from foreign currency transactions and translation of foreign currency denominated accounts are recognized in the income statement.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Group companies

The financial statements of the subsidiaries reported in their respective local currencies are translated into USD for consolidation as follows:

- (i) assets and liabilities at the closing exchange rate as of the balance sheet date,
- (ii) shareholders' equity at the historical rates of exchange,
- (iii) income and expense amounts at the average monthly exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions),
- (iv) all resulting translation differences are recorded in other comprehensive income and accumulated in "currency translation reserve" within equity.

Goodwill and fair value adjustments arising on the acquisition of foreign operations after January 1, 2009 (the Group's date of transition to IFRS) are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.5 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses (note 2.8). Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only

when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the consolidated income statement during the year in which they are incurred.

Depreciation on property and equipment is calculated on a straight-line basis over their estimated useful lives as follows:

|   |  |
|---|--|
| Buildings                               | Over the remaining lease period or 50 years whichever is shorter |
| Leasehold improvements                  | 5 years  |
| Computer equipment and software         | 3 years  |
| Fixtures, fittings and office equipment | 5 years  |
| Reusable trade show booths              | 2 years  |
| Motor vehicles                          | 5 years  |

No depreciation was recognized for capital work-in-progress.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated income statement.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.6 Investment properties

Investment properties include those portions of buildings that are held either to earn rental income or capital appreciation or both in the short to medium term. Investment properties are initially recognized at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation is calculated using a straight line method to allocate the depreciable amounts over the estimated lives of 50 years or over the remaining lease period whichever is shorter. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated income statement.

Transfers to, or from, investment properties are made when there is a change in the Company's intention with respect to the use of the property.

2.7 Intangible assets

(a) Goodwill

Goodwill on acquisition of subsidiaries on or after January 1, 2009 (the Group's date of transition to IFRS) represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired. Goodwill on acquisitions of subsidiaries is included in "intangible assets". Goodwill is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units (CGU) for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

(b) Trademarks

Trademarks acquired in a business combination are recognized at fair value at the acquisition date. Trademarks have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over their estimated useful lives of 6 to 17 years.

(c) Contractual backlog and others

Contractual backlog and others acquired in a business combination mainly relates to customer relationships which are recognized at fair value at the acquisition date. The contractual customer relationships have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of the customer relationship of 5 to 12 months.

(d)

Databases

The databases acquired are measured on initial recognition at cost being the fair value as at the date of acquisition. Following initial recognition, databases are carried at cost less any accumulated amortisation and any accumulated impairment losses. Databases are amortised over a period of one year beginning on the date of acquisition. The amortisation expense on databases is recognised in the profit and loss account.

(e) Non-compete agreements

Intangible assets relating to non-compete agreements with the Group's former employees and consultants and to the former employees of third party service providers are recorded at fair values at the date the respective agreements are entered into and are carried at cost less accumulated amortization. Amortization is calculated using a straight-line basis over the non-compete period of 5 years. The fair values are estimated based on the cash flow valuation model whereby valuation inputs include an estimate of future cash flows expected to be generated by the asset (note 2.15 (b)).



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill, are not subject to amortization and are tested at least annually for impairment or more frequently if events or changes in circumstances indicate a potential impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets. The Group's loans and receivables comprise "accounts receivable", "receivables from sales representatives", "term deposits with banks", "cash and cash equivalents" and assets other than "prepaid expenses", "deferred expenses" and "club memberships" included in the "prepaid expenses and other current assets" and "other non-current assets" in the balance sheet.

(b) Financial assets, available-for-sale

Financial assets, available-for-sale are non-derivatives that are either designated in this category or not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss. They are included in current assets unless the investment matures or management intends to dispose of it more than 12 months of the end of the reporting period.

2.9.2 Recognition and measurement

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortized cost using the effective

interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables (note 2.9.3).

Changes in the fair value of available-for-sale securities are recognized in other comprehensive income and accumulated in “fair value reserve” within equity.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the consolidated income statement.

Interest on available-for-sale securities calculated using the effective interest method is recognized in the income statement.

Investment in equity instruments that do not have a quoted market price in an active market and whose fair values cannot be reliably measured are measured at cost less provision for impairment in value.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.9.3 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
  - it becomes probable that the borrower will enter bankruptcy or other financial reorganization;
  - the disappearance of an active market for that financial asset because of financial difficulties; or
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio.

For loans and receivables, the Group estimates the collectability of the trade receivables based on the analysis of trade receivables, historical bad debts, customer credit-worthiness and current economic trends and maintains adequate impairment allowance. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the receivables is reduced through the use of an allowance account, and the amount of the loss is recognized in the consolidated income statement. When an amount of receivables is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in the consolidated income statement. Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the income statement, the impairment loss is reversed through the consolidated income statements.

2.9.4 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

#### 2.10 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis. Cost includes the purchase cost and the delivery costs incurred in bringing the inventory to the warehouse. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.11 Cash and cash equivalents

In the consolidated statements of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less with insignificant risk of change in value.

2.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2.13 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the asset and liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary

difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.14 Employee benefits

(a) Retirement contribution plans

Group companies operate a number of retirement contribution plans. The Group pays contributions to privately administered retirement contribution plans or government authorities on a mandatory, contractual or voluntary basis based on a percentage of each eligible employee's salary. Employees working in a jurisdiction where there is no statutory provision for retirement contributions are covered by the Company's plans. Once the contributions have been paid, the Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognized as employee benefit expense when they are due.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

2.15 Non-cash compensation expenses

(a) Share grants to employees and team members

The Company operates a number of equity-settled compensation plans, under which the Company receives services from employees, and consultants and employees of third party service providers (collectively known as “team members”) as consideration for equity instruments of the Company. The Group’s employee and team member equity compensation plans are share grants without any exercise price or exercise period. Therefore, the fair value of the share grants at the date of grant approximates the intrinsic value. The fair value of the employee or team member services received in exchange for the grant of the shares is recognized as an expense in the income statement with a corresponding increase in “capital reserve” within equity.

Non-market vesting conditions are included in assumptions about the number of share grants that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of shares that are expected to vest based on the non-market vesting conditions. It recognizes the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The Company made share awards to its directors under The Global Sources Directors Share Grant Award Plan. These awards are share grants without any exercise price or exercise period. Therefore, the fair value of the share grants at the date of grant approximates the intrinsic value. The Company recognizes the compensation costs associated with share awards with cliff vesting to directors on a straight-line basis over the vesting period.

(b) Share grants for non-compete agreements

The Company issues share grants to former employees, and former consultants and the former employees of third party service providers after they resigned or retired from their respective employment or consultancy service. Under these plans, the share grants vest over a five-year period on a graded vesting basis, with a percentage of shares vesting each year. The grantee is subject to the non-compete terms stipulated in the plan. There is no other vesting condition other than the non-compete terms.

Where the Company has the ability to enforce the non-compete agreement and the grantees are entitled to the shares, an intangible asset is recognized in relation to the non-compete provisions of these awards at the fair value of the respective award. The intangible asset is amortized over the non-compete period on a straight-line basis (note 2.7 (e)).

2.16 Revenue recognition

The Group derives its revenue from advertising fees in its published trade magazines and websites, sales of trade magazines and reports, fees from licensing its trade and service marks, and organizing exhibitions and business seminars.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown excluding value added taxes, net of discounts and after eliminating sales within the Group. The Group presents the sales taxes imposed on revenue generating transactions on a gross basis in "sales costs".

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

Revenue from advertising in trade magazines and websites, net of discounts, are recognized ratably over the period in which the advertisement is displayed. Revenue from sales of trade magazines and reports is recognized upon delivery of the magazine/report. Magazine subscriptions received in advance are deferred and recognized as revenue upon delivery of the magazine. Revenue from organizing exhibitions and business seminars is recognized at the conclusion of the event and the related direct event production costs are deferred and recognized as expenses upon conclusion of the event. When multiple deliverables are contracted under a single arrangement, the Group allocates the total consideration to each unit of accounting based on its relative percentage of the total fair value of all units of accounting included in the arrangement. Where the Group is unable to determine the fair value of each of the unit in an arrangement, total consideration is allocated by estimating the stand-alone selling price for one performance obligation if a directly observable price exists.

The Group receives royalties from licensing its trade and service marks. Royalties from license arrangements are earned ratably over the period in which the advertisement is displayed by the licensee. Barter transactions are recorded at the fair value of the merchandise or services received. Where the fair value of the merchandise or services received cannot be measured reliably, the revenue is measured at the fair value of the services rendered.

Interest income is recognized using the effective interest method.

2.17 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. The Group leases certain office facilities and exhibition venues under cancelable and non-cancelable operating leases, generally with an option to renew upon expiry of the lease term. Rentals under operating leases (net of any incentives received from the lessor) are expensed on a straight-line basis over the life of the leases.

2.18 Advertising Expenses

Advertising and promotion expenses are expensed as incurred.

2.19 Transactions with Sales Representatives

The Group utilizes sales representatives in various territories to promote the Group's products and services. Under these arrangements, these sales representatives are entitled to commissions as well as marketing fees. For online and other media services, the commission expense is recognized when the associated revenue is recognized or when the associated accounts receivable are paid, whichever is earlier. For exhibitions, the commission expense is recognized when the associated revenue is recognized, upon conclusion of the event.

These sales representatives, which are mainly corporate entities, handle collections from clients on behalf of the Group. Included in receivables from these sales representatives are amounts collected on behalf of the Group.

2.20 Accounts payable

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Accounts payables are recognised initially at fair value and subsequently measured at amortized cost using the effective interest method.

#### 2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

3. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by a group of senior management personnel. This particular group identifies, evaluates and takes appropriate measures to alleviate financial risks in close co-operation with the Group's operating units. The Board of Directors provide direction for overall risk management, covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign currency risk arising from various currency exposures, primarily with respect to the Chinese Renminbi ("RMB"). Foreign currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations. A majority of the Group's contracts with customers that are denominated in foreign currencies are in RMB. The conversion of these contract proceeds to USD could result in losses and reflects the foreign exchange risk assumed by the Group between contract signing and the conversion of cash into USD.

The Group has not engaged in foreign currency hedging activities. Historically a majority (ranging between 98% to 99%) of the revenue is denominated in USD or is received in the Hong Kong Dollar ("HKD"), which is currently pegged to the USD, the RMB which historically remained relatively stable has strengthened during the past few years against the USD and the New Taiwan Dollar ("TWD") is relatively stable against USD.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through identification of the specific risks and taking appropriate measures to alleviate the risk.

At December 31, 2012, if the RMB had weakened/strengthened by 1% (2011: 4%) against the USD with all other variables held constant, profit before tax for the year would have been \$989 (2011: \$2,371) lower/higher as a result of foreign currency losses/gains on translation of RMB denominated monetary assets and liabilities.

(ii) Cash flow and fair value interest rate risk

The Group has no interest-bearing borrowings as of December 31, 2012 and 2011. The Group's exposure to changes in market interest rates is mainly attributable to its interest-bearing assets including term deposits with banks, available-for-sale financial assets and cash and cash equivalents. As of December 31, 2012 and December 31, 2011,

the term deposits with banks are all fixed interest rate instruments and the available-for-sale securities are highly liquid and are short term in nature. Therefore interest rate risk is considered to be insignificant.

(iii) Credit risk

Credit risk arises from investments in checking and savings accounts, debt securities issued by U.S. Treasury, term deposits with banks, available-for-sale securities, accounts receivable and receivables from sales representatives.

The Company maintains checking, money market accounts, term deposits with banks, debt securities issued by U.S. Treasury held in custody with banks and available-for-sale securities with high quality institutions. The Company has a large number of customers, operates in different geographic areas and generally does not require collateral on accounts receivable or receivables from sales representatives. The Company generally collects in advance from customers in markets with higher credit risk. In addition, the Company is continuously monitoring the credit transactions and maintains impairment allowance where necessary.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The Group's maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Available-for-sale financial assets are highly liquid instruments maintained with reputable institutions. Accounts receivable and receivables from sales representatives that are neither past due nor impaired are substantially companies with a good collection track record with the Group.

(iv) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.

The Group invests its excess cash in term deposits with commercial banks, U.S. Treasury securities and available-for-sale securities to generate income from interest received as well as capital gains, while the funds are held to support its business.

Generally, the Group holds securities with specified maturity dates such as U.S. Treasury Bills until their maturity. The Group does not engage in buying and selling of securities with the objective of generating profits on short-term differences in price or for other speculative purposes. Its objective is to invest to support the Group's capital preservation strategy.

The Company's financial liabilities which consist of accounts payable and accrued liabilities are due within 12 months and their contractual undiscounted cash flows approximate their carrying amount as the impact of discounting is not significant.

(v) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders and issue new shares. Currently the Group has no external borrowings and is not subject to any externally imposed capital requirements. The Group defines the total equity as the capital of the Group.

(vi) Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (that is unobservable inputs).

The following table presents the Group's assets and liabilities that are measured at fair value.

31 December 2012

|                               | Level 1 | Level 2 | Level 3 | Total   |
|-------------------------------|---------|---------|---------|---------|
| Asset                         |         |         |         |         |
| Available-for-sale securities | \$7,472 | -       | -       | \$7,472 |
| Total asset                   | \$7,472 | -       | -       | \$7,472 |

82

---

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

31 December 2011

|                               | Level 1   | Level 2 | Level 3 | Total     |
|-------------------------------|-----------|---------|---------|-----------|
| Asset                         |           |         |         |           |
| Available-for-sale securities | \$ 13,250 | -       | -       | \$ 13,250 |
| Total asset                   | \$ 13,250 | -       | -       | \$ 13,250 |

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of available-for-sale financial assets.

#### 4. Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### (c) Income Taxes

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the Group-wide provision for income taxes and recognition of deferred tax assets. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for expected tax issues (note 9) based on reasonable estimates of whether additional taxes will be due and recognizes deferred income tax assets (note 15) on carried forward tax losses to the extent there are sufficient estimated future taxable profits and/or taxable temporary differences against which the tax loss can be utilized. Where the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax recognized in the period in which such determination is made.

##### (b) Goodwill and Intangible assets

Upon acquisition, the purchase consideration is allocated between the net tangible and intangible assets other than goodwill on a fair value basis with any excess purchase consideration representing goodwill. The valuation of the acquired intangible assets represents the estimated economic value in use, using the discounted cash flow method. Acquired intangible assets are capitalized and amortized systematically over their estimated useful lives (refer to note 2.7), subject to impairment review.

Amortization periods are selected based on assessment of the longevity of the brands, the strength and stability of customer relationships, the market positions of the acquired assets and the technological and competitive risks they face. The longevity of these assets is evidenced by their long established and well regarded brands, and their characteristically stable market condition.

The carrying amounts of goodwill in each business are reviewed for impairment at least annually or more frequently if events or changes in circumstances indicate a potential impairment in accordance to the accounting policy stated in note 2.8. The carrying amounts of all other intangible assets are reviewed where there are indications of possible impairment.

An impairment review involves a comparison of the carrying value of the asset with the value in use based on management cash flow projections or fair value less cost to sell based on market comparable transactions or income approach. Key areas of judgment in estimating the recoverable amount of a CGU are the growth in cash flows over a five-year forecast period, the long term growth rate assumed thereafter and the discount rate applied to the forecast cash flows.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

Exhibitions, Shenzhen, PRC:

During the year ended 31 December 2012, the Group acquired 80% equity interests in Haoji Group Limited (note 27) and the key estimates used are disclosed in note 13. A sensitivity analysis has been performed for each Exhibition business based on changes in key assumptions considered to be reasonably possible by management. The Group's profit after tax will reduce by \$537 if the post-tax discount rate applied to the discounted cash flows for the acquired business at December 31, 2012 is raised by 1%, with all other variables including tax rate being held constant.

For the other Exhibition business, there will be no impact to the Group's results after tax if the post-tax discount rate and the revenue growth applied to the discounted cash flows for each acquired Exhibition business at December 31, 2012 is raised by 1% and decreased by 1% respectively, with all other variables including tax rate being held constant.

Online and other media business, EDN:

During the year ended December 31, 2012, the Group recorded goodwill impairment charge of \$1,355 relating to the online and other media services business of EDN. After recording the goodwill charge, the balance of goodwill relating to this business as at December 31, 2012 is nil.

5. Segment information

Management has determined the operating segments based on the business activities whose operating results are reviewed by the Group's chief operating decision maker ("CODM"), which is the Company's Board of Directors to assess the Group's performance and to make decisions about resources to be allocated to each segment.

The Group considers the business from a services perspective. The reportable operating segments derive their revenue primarily from the online and other media services and from the exhibitions.

Miscellaneous revenue consists mainly of technical services fee income and rental income. The results of these operations are included in the "all other segments" column.

The CODM assesses the performance of the operating segments based on a measure of profit/loss from operations. This measurement basis excludes interest income. Other gains or losses comprising gain on sale of available-for-sale financial assets and impairment loss on available-for-sale financial assets are not allocated to segments, as this type of activity is driven by the treasury of the Group, which manages the cash position of the Group.

The segment information provided to the CODM for the reportable segments for the year ended December 31, 2012 is as follows:

|  | Online and<br>other media<br>services | Exhibitions | All other<br>segments | Total |
|--|---------------------------------------|-------------|-----------------------|-------|
|--|---------------------------------------|-------------|-----------------------|-------|

|   |           |           |           |           |
|---|-----------|-----------|-----------|-----------|
| Revenue from external customers                           | \$136,101 | \$88,782  | \$6,857   | \$231,740 |
| Reportable segment profit from operations                 | \$24,856  | \$7,331   | \$2,784   | \$34,971  |
| Depreciation and amortization                             | \$3,069   | \$3,037   | \$3,006   | \$9,112   |
| Other material non-cash items:                            |           |           |           |           |
| Non-cash compensations expenses                           | \$1,412   | \$997     | -         | \$2,409   |
| Additions to property and equipment and intangible assets | \$1,120   | \$25,910  | \$42      | \$27,072  |
| Reportable segment assets                                 | \$98,896  | \$110,169 | \$102,104 | \$311,169 |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The segment information for the year ended December 31, 2011 is as follows:

|   | Online and<br>other media<br>services | Exhibitions | All other<br>segments | Total      |
|---|---------------------------------------|-------------|-----------------------|------------|
| Revenue from external customers                           | \$ 141,475                            | \$ 77,973   | \$ 5,617              | \$ 225,065 |
| Reportable segment profit from operations                 | \$ 21,078                             | \$ 7,292    | \$ 3,350              | \$ 31,720  |
| Depreciation and amortization                             | \$ 3,270                              | \$ 1,327    | \$ 2,188              | \$ 6,785   |
| Other material non-cash items:                            |                                       |             |                       |            |
| Non-cash compensations expenses                           | \$ 1,636                              | \$ 1,141    | -                     | \$ 2,777   |
| Additions to property and equipment and intangible assets | \$ 21,214                             | \$ 10,004   | \$ 29,115             | \$ 60,333  |
| Reportable segment assets                                 | \$ 112,189                            | \$ 84,610   | \$ 79,531             | \$ 276,330 |

The segment information for the year ended December 31, 2010 is as follows:

|   | Online and<br>other media<br>services | Exhibitions | All other<br>segments | Total      |
|---|---------------------------------------|-------------|-----------------------|------------|
| Revenue from external customers                           | \$ 122,203                            | \$ 69,450   | \$ 4,996              | \$ 196,649 |
| Reportable segment profit from operations                 | \$ 17,426                             | \$ 5,069    | \$ 3,131              | \$ 25,626  |
| Depreciation and amortization                             | \$ 3,346                              | \$ 1,580    | \$ 1,742              | \$ 6,668   |
| Other material non-cash items:                            |                                       |             |                       |            |
| Non-cash compensations expenses                           | \$ 1,394                              | \$ 793      | -                     | \$ 2,187   |
| Additions to property and equipment and intangible assets | \$ 2,676                              | \$ 1,520    | \$ 109                | \$ 4,305   |
| Reportable segment assets                                 | \$ 126,114                            | \$ 94,610   | \$ 4,979              | \$ 225,703 |

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the income statement.

Revenue from barter transactions was \$3,252, \$4,650 and \$2,327 for the years ended December 31, 2012, 2011 and 2010, respectively. Similarly, the expenses from barter transactions were \$5,984, \$4,478 and \$2,439 for the years ended December 31, 2012, 2011 and 2010, respectively.

The amounts provided to the CODM with respect to total assets are measured in a manner consistent with that of the consolidated financial statements. These assets are allocated based on the operations of the segment. For the purposes of monitoring segment performance and allocating resources between segments, the CODM monitors the total assets attributable to each segment.

A reconciliation of the reportable segment profit from operations to profit before income taxes is provided as follows:

|  | 2012     | 2011     | 2010     |
|--|----------|----------|----------|
| Total profit from operations for reportable segments | \$34,971 | \$31,720 | \$25,626 |
| Unallocated amounts:                                 |          |          |          |
| Interest income                                      | 1,044    | 360      | 510      |
| Share of loss of associate                           | (24 )    | -        | -        |
| Gain on sale of available-for-sale securities        | -        | -        | 1,223    |
| Impairment loss on investment in associate           | (302 )   | -        | -        |
| Profit before income taxes                           | \$35,689 | \$32,080 | \$27,359 |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

Revenue from external customers is derived mainly from online and other media services and from the exhibitions. The online and other media services comprise online services and print services. Technical services fee income and rental income are included in the “miscellaneous”.

Breakdown of the revenue from all services is as follows:

|                 | 2012              | 2011              | 2010              |
|-----------------|-------------------|-------------------|-------------------|
| <b>Revenues</b> |                   |                   |                   |
| Online services | \$ 119,011        | \$ 117,946        | \$ 96,125         |
| Print services  | 17,090            | 23,529            | 26,078            |
| Exhibitions     | 88,782            | 77,973            | 69,450            |
| Miscellaneous   | 6,857             | 5,617             | 4,996             |
|                 | <b>\$ 231,740</b> | <b>\$ 225,065</b> | <b>\$ 196,649</b> |

Miscellaneous income includes rental income for the year ended December 31, 2012, 2011 and 2010 of \$5,795, \$4,496 and \$4,003 respectively.

#### Geographic information

Revenue by geographic locations is based on the location of the customer. Segment assets are based on the location of the assets. Non-current assets exclude investments and deferred income tax assets. There are no revenue and assets generated from or located in Bermuda.

|                 | 2012              | 2011              | 2010              |
|-----------------|-------------------|-------------------|-------------------|
| <b>Revenues</b> |                   |                   |                   |
| China           | \$ 189,648        | \$ 177,563        | \$ 148,418        |
| Rest of Asia    | 35,603            | 40,011            | 41,228            |
| United States   | 5,706             | 6,455             | 5,947             |
| Europe          | 531               | 695               | 382               |
| Others          | 252               | 341               | 674               |
|                 | <b>\$ 231,740</b> | <b>\$ 225,065</b> | <b>\$ 196,649</b> |

|                           | December<br>31,<br>2012 | December<br>31,<br>2011 |
|---------------------------|-------------------------|-------------------------|
| <b>Non-current assets</b> |                         |                         |
| China and rest of Asia    | \$ 163,717              | \$ 145,629              |
|                           | <b>\$ 163,717</b>       | <b>\$ 145,629</b>       |

There is no revenue derived from transactions with a single external customer that amounted to 10% or more of the Group's revenue (2011: nil, 2010: nil).

6. Interest income

|  | 2012    | 2011  | 2010  |
|--|---------|-------|-------|
| Interest income                        |         |       |       |
| Treasury bills and balances with banks | \$59    | \$101 | \$103 |
| Term deposits with banks               | 979     | 257   | 407   |
| Available-for-sale financial assets    | 6       | 2     | -     |
|  | \$1,044 | \$360 | \$510 |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

7. Expenses by nature

|   | 2012      | 2011      | 2010      |
|---|-----------|-----------|-----------|
| Depreciation of property and equipment (note 11)              | \$4,186   | \$5,286   | \$5,379   |
| Depreciation of investment property (note 12)                 | 1,804     | -         | -         |
| Amortization of intangible assets (note 13)                   | 3,122     | 1,499     | 1,289     |
| Total depreciation and amortization                           | \$9,112   | \$6,785   | \$6,668   |
| Employee benefit expenses (note 8)                            | 29,742    | 29,515    | 24,778    |
| Rental expense on operating leases                            | 14,844    | 14,734    | 13,739    |
| Content, community, marketing and administrative service fees | 42,389    | 44,694    | 41,528    |
| Advertising costs   | 12,352    | 11,054    | 8,945     |
| Sales commissions   | 45,360    | 42,943    | 40,860    |
| Business tax  | 9,719     | 12,039    | 8,801     |
| Legal and professional fees                                   | 1,716     | 1,562     | 987       |
| Magazine, printing and mailing                                | 3,377     | 3,937     | 4,012     |
| Materials and supplies  | 12,607    | 11,066    | 9,168     |
| Impairment of intangible assets (note 13)                     | 1,389     | 670       | -         |
| Other expenses  | 14,162    | 14,346    | 11,537    |
| Total operating expenses                                      | \$196,769 | \$193,345 | \$171,023 |

8. Employee benefit expenses

|                                | 2012     | 2011     | 2010     |
|--------------------------------|----------|----------|----------|
| Wages and salaries             | \$25,371 | \$24,978 | \$20,346 |
| Retirement contribution plans  | 1,649    | 1,480    | 1,318    |
| Non-cash compensation expenses | 1,732    | 2,111    | 2,257    |
| Other employee's benefits      | 990      | 946      | 857      |
|                                | \$29,742 | \$29,515 | \$24,778 |

9. Income tax expense

The Company and some of its subsidiaries operate in the Cayman Islands and other jurisdictions where there are no taxes imposed on companies (collectively referred to as "Cayman Islands"). Some of the Company's subsidiaries operate in Hong Kong Special Administrative Region, Singapore, the People's Republic of China and certain other jurisdictions and are subject to income taxes in their respective jurisdictions. The Company is also subject to withholding taxes for revenues earned in certain other countries.

The Company received an exemption from Bermuda taxation under the Exempted Undertakings Tax Protection Act, 1996 (as amended) of Bermuda until March 31, 2035. The Company's subsidiary in Dubai, United Arab Emirates has

been granted a fifty year tax holiday in Dubai since it is located in a Free Trade Zone, which may be subject to further renewal upon expiry of the initial fifty-year period in 2057. The Group did not utilize these tax holidays as of December 31, 2012 and December 31, 2011, as there were no taxable profits.

Income tax expense for the year consists of:

|   | 2012    | 2011    | 2010    |
|---|---------|---------|---------|
| Current tax:                                |         |         |         |
| Current foreign tax on profits for the year | \$3,181 | \$1,674 | \$1,357 |
| Total current tax                           | \$3,181 | \$1,674 | \$1,357 |
| Deferred foreign tax benefit (note 15)      | (437 )  | (61 )   | (240 )  |
| Income tax expense                          | \$2,744 | \$1,613 | \$1,117 |



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The tax on the Group's profit before income taxes differs from the theoretical amount that would arise using the statutory income tax rate of 0% as follows:

|  | 2012     | 2011     | 2010     |
|--|----------|----------|----------|
| Profit before income taxes   | \$35,689 | \$32,080 | \$27,359 |
| Tax calculated at statutory income tax rate of 0% (2011: 0%; 2010: 0%) | -        | -        | -        |
| Tax effect of:   |          |          |          |
| Foreign income and revenues taxed at higher rates                      | 2,744    | 1,613    | 1,117    |
| Income tax expense   | \$2,744  | \$1,613  | \$1,117  |

The Company's subsidiaries are subject to taxation in Hong Kong, the People's Republic of China, Singapore and other jurisdictions. There are certain open tax assessments as of December 31, 2012. The tax returns of the Company's subsidiaries remain open to assessment in the following major tax jurisdictions: Hong Kong SAR – for the years 2004 to 2012, Singapore – for the years 2011 to 2012 and the People's Republic of China – for the years 2007 to 2012. The Group's estimates of income tax expenses and liabilities of each year end include management judgment about the eventual outcome of the reviews of open years based on the latest information available about the positions taken by each tax authority.

10. Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company and held as treasury shares.

|  | 2012       | 2011       | 2010       |
|--|------------|------------|------------|
| Profit attributable to equity holders of the Company | \$32,206   | \$29,476   | \$25,251   |
| Weighted average number of ordinary shares in issue  | 34,017,730 | 33,742,648 | 40,283,874 |
| Basic earnings per share (\$ per share)              | \$0.95     | \$0.87     | \$0.63     |

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume the effects of all dilutive potential ordinary shares. The dilutive potential ordinary shares of the Company consist of share grants.

For share grants, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the outstanding share grants. The number of shares so calculated is compared against the number of shares that would have been issued assuming the exercise of the shares granted. The difference is added to the denominator as an issue of ordinary share for no consideration. No adjustment is made to earnings (the numerator).

|   | 2012       | 2011       | 2010       |
|---|------------|------------|------------|
| Profit attributable to equity holders of the Company                      | \$32,206   | \$29,476   | \$25,251   |
| Weighted average number of ordinary shares in issue                       | 34,017,730 | 33,742,648 | 40,283,874 |
| Adjustments for share grants  | 1,724,765  | 1,642,570  | 1,409,742  |
| Weighted average number of ordinary shares for diluted earnings per share | 35,742,495 | 35,385,218 | 41,693,616 |
| Diluted earnings per share (\$ per share)                                 | \$0.90     | \$0.83     | \$0.61     |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

11. Property and equipment

|                                       | Buildings       | Leasehold<br>improvements | Computer<br>equipment,<br>software,<br>fixtures,<br>fittings<br>and office<br>equipment<br>and<br>reusable<br>trade<br>show<br>booths | Motor<br>vehicles | Capital<br>work-in-<br>progress | Total           |
|---------------------------------------|-----------------|---------------------------|---|-------------------|---------------------------------|-----------------|
| <b>Year ended December 31, 2012</b>   |                 |                           |   |                   |                                 |                 |
| <b>Cost</b>                           |                 |                           |   |                   |                                 |                 |
| Opening balance                       | \$51,823        | \$ 13,714                 | \$35,579  | \$371             | \$894                           | \$102,381       |
| Exchange differences                  | 509             | 203                       | 779   | 2                 | (19 )                           | 1,474           |
| Additions                             | -               | 1,342                     | 902   | -                 | (873 )                          | 1,371           |
| Business acquisition                  | -               | -                         | -   | -                 | -                               | -               |
| Transfer to investment property       | (24,360 )       | -                         | -   | -                 | -                               | (24,360 )       |
| Disposals and write off               | -               | (80 )                     | (821 )  | -                 | -                               | (901 )          |
| <b>Total cost</b>                     | <b>\$27,972</b> | <b>\$ 15,179</b>          | <b>\$36,439</b>   | <b>\$373</b>      | <b>\$2</b>                      | <b>\$79,965</b> |
| <b>Year ended December 31, 2012</b>   |                 |                           |   |                   |                                 |                 |
| <b>Accumulated depreciation</b>       |                 |                           |   |                   |                                 |                 |
| Opening balance                       | \$2,672         | \$ 11,525                 | \$32,271  | \$152             | \$-                             | \$46,620        |
| Exchange differences                  | 28              | 181                       | 739   | 2                 | -                               | 950             |
| Additions                             | 1,201           | 940                       | 1,976   | 69                | -                               | 4,186           |
| Transfer to investment property       | (1,380 )        | -                         | -   | -                 | -                               | (1,380 )        |
| Disposals and write off               | -               | (34 )                     | (819 )  | -                 | -                               | (853 )          |
| <b>Total accumulated depreciation</b> | <b>\$2,521</b>  | <b>\$ 12,612</b>          | <b>\$34,167</b>   | <b>\$223</b>      | <b>\$-</b>                      | <b>\$49,523</b> |
| <b>Net book amount</b>                | <b>\$25,451</b> | <b>\$ 2,567</b>           | <b>\$2,272</b>  | <b>\$150</b>      | <b>\$2</b>                      | <b>\$30,442</b> |
| <b>Year ended December 31, 2011</b>   |                 |                           |   |                   |                                 |                 |
| <b>Cost</b>                           |                 |                           |   |                   |                                 |                 |
| Opening balance                       | \$77,396        | \$12,134                  | \$34,343  | \$309             | \$14                            | \$124,196       |

Edgar Filing: GLOBAL SOURCES LTD /BERMUDA - Form 20-F

|                                 |           |          |          |       |       |           |
|---------------------------------|-----------|----------|----------|-------|-------|-----------|
| Exchange differences            | 3,316     | 18       | (314 )   | 3     | 20    | 3,043     |
| Additions                       | 52,004    | 1,573    | 2,171    | 59    | 860   | 56,667    |
| Business acquisition            | -         | 29       | 49       | -     | -     | 78        |
| Transfer to investment property | (80,893 ) | -        | -        | -     | -     | (80,893 ) |
| Disposals and write off         | -         | (40 )    | (670 )   | -     | -     | (710 )    |
| Total cost                      | \$51,823  | \$13,714 | \$35,579 | \$371 | \$894 | \$102,381 |

Year ended December 31, 2011

Accumulated depreciation

|                                 |          |          |          |       |       |          |
|---------------------------------|----------|----------|----------|-------|-------|----------|
| Opening balance                 | \$5,860  | \$10,769 | \$30,973 | \$80  | \$-   | \$47,682 |
| Exchange differences            | 154      | 6        | (305 )   | 1     | -     | (144 )   |
| Additions                       | 2,181    | 770      | 2,264    | 71    | -     | 5,286    |
| Transfer to investment property | (5,523 ) | -        | -        | -     | -     | (5,523 ) |
| Disposals and write off         | -        | (20 )    | (661 )   | -     | -     | (681 )   |
| Total accumulated depreciation  | \$2,672  | \$11,525 | \$32,271 | \$152 | \$-   | \$46,620 |
| Net book amount                 | \$49,151 | \$2,189  | \$3,308  | \$219 | \$894 | \$55,761 |

Shenzhen International Chamber of Commerce Tower

In 2004, the Company entered into an agreement to purchase approximately 9,000 square meters of office space in a commercial building in Shenzhen, China. The building is situated on a leasehold land. The lease period of the land is 50 years, commencing from year 2002. At the end of the lease period, the building together with land will revert to the local government authority. The construction was completed and the property was put in use during the year 2005. Depreciation of the property commenced during the year 2005. This building is depreciated on a straight-line basis over the remaining lease term.

In 2008, the Company purchased approximately 6,365 square meters of office space in a commercial building in Shenzhen, China. The building is situated on a leasehold land. The lease period of the land is 50 years, commencing from year 2002. At the end of the lease period, the building together with the land will revert to the local government authority. Depreciation of the property commenced during the year 2008. This building is depreciated on a straight-line basis over the remaining lease term.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

In 2012 the Company restructured its operations based on a change in strategy. In view of the restructuring that was carried out in 2012, the Company reviewed the usage of the office space and based on the Company's intention, the portion with cost and accumulated depreciation amounting to \$11,177 and \$991, respectively, that is designated to generate rental income in the short to medium term is classified as investment property (note 12). Accordingly, the carrying amount of the said building classified as property and equipment at December 31, 2012 and December 31, 2011 were \$4,041 and \$14,425 respectively.

#### Excellence Times Square

In 2007, the Company purchased approximately 1,939 square meters of office space in a commercial building in Shenzhen, China. The building is situated on a leasehold land. The lease period of the land is 50 years, commencing from year 2002. At the end of the lease period the building together with the land will revert to the local government authority. The delivery of the office space to the Company was completed in 2007. The depreciation on this property commenced during 2007. The building is depreciated on a straight-line basis over the remaining lease term. This property is held as investment property as at December 31, 2012 and as at December 31, 2011, respectively. The carrying amounts of the said building classified as investment property as at December 31, 2012 and December 31, 2011 were \$7,797 and \$7,887 respectively.

#### Southmark

In 2008, the Company purchased approximately 22,874 square feet of office space, together with 6 car parking spaces, in a commercial building in Hong Kong S.A.R.. The lease period of the land is 55 years, commencing from year 1991. Depreciation of the property commenced during the year 2008, and the building is being depreciated on a straight-line basis over the remaining lease term. The carrying amounts of the portion of the said building classified as property and equipment at December 31, 2012 and December 31, 2011 were \$10,930 and \$11,246 respectively.

#### City Point

In 2011, the Company purchased approximately 6,668 square meters of office space in Shanghai. The remaining lease period of the land is 50 years, commencing from year 2006. Depreciation of the property commenced during the year 2011, and the building is being depreciated on a straight-line basis over the remaining lease term. In 2012 the Company restructured its operations based on a change in strategy. In view of the restructuring that was carried out in 2012, the Company reviewed the usage of the office space and based on the Company's intention, the portion with cost and accumulated depreciation amounting to \$13,183 and \$389 respectively, that is designated to generate rental income in the short to medium term is classified as investment property (note 12). Accordingly, the carrying amounts of the said building classified as property and equipment at December 31, 2012 and December 31, 2011 were \$10,480 and \$23,480 respectively.

The market values of the above properties have been disclosed in note 12.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

12. Investment properties

|   | 2012      | 2011     |
|---|-----------|----------|
| <b>Cost</b>                                     |           |          |
| Opening balance                                 | \$80,893  | -        |
| Exchange differences                            | 895       | -        |
| Transfers from property and equipment (note 11) | 24,360    | 80,893   |
| Total cost                                      | \$106,148 | \$80,893 |
| <b>Accumulated Depreciation</b>                 |           |          |
| Opening balance                                 | 5,523     | -        |
| Exchange differences                            | 64        | -        |
| Additions                                       | 1,804     | -        |
| Transfers from property and equipment (note 11) | 1,380     | 5,523    |
| Total accumulated depreciation                  | \$8,771   | \$5,523  |
| Net book amount                                 | \$97,377  | \$75,370 |

The information of the properties is detailed in note 11.

The fair values of properties are determined with the assistance of independent licensed appraisers who have appropriate recognized qualifications and experience to carry out such an exercise. The fair value is based on market values, being the estimated amount for which a property can be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction.

The total carrying amount of the properties, including the portion classified as property and equipment (note 11) and the portion classified as investment property as at December 31, 2012 and December 31, 2011 were \$122,828 and \$124,521 respectively. The fair value of these properties as at December 31, 2012 and December 31, 2011 were \$219,690 and \$209,820 respectively. The market valuations of the properties as at December 31, 2012 and December 31, 2011 were performed by Savills Valuation and Professional Services Limited, Hong Kong using internationally accepted valuation methods such as the income capitalization approach and the direct market comparison method.

In the case when investment property forms part of a larger property unit, it is distinguished by the Management on the basis of the area which it occupies in the total area of the property unit. On this basis, the Management has computed that the fair value attributable to investment properties as of December 31, 2012 was \$170,147 (2011: \$141,327).

Expenses for investment properties for the year ended December 31, 2012, 2011 and 2010 were as follows:

|                           | 2012 | 2011 | 2010 |
|---------------------------|------|------|------|
| Insurance                 | \$60 | -    | -    |
| Property tax/services fee | 751  | -    | -    |

|                      |         |   |   |
|----------------------|---------|---|---|
| Building maintenance | 49      | - | - |
| Business tax         | 208     | - | - |
| Depreciation         | 1,804   | - | - |
| Total expenses       | \$2,872 | - | - |

The transfer from property and equipment with carrying amount of \$75,370 in the previous financial year was performed on December 31, 2011.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

## 13. Intangible assets

|                                | Trademarks | Contractual backlog and others | Non-compete agreements | Goodwill | Database licences | Total    |
|--------------------------------|------------|--------------------------------|------------------------|----------|-------------------|----------|
| Year ended December 31, 2012   |            |                                |                        |          |                   |          |
| Cost                           |            |                                |                        |          |                   |          |
| Opening balance                | \$6,864    | \$566                          | \$ 4,586               | \$3,852  | -                 | \$15,868 |
| Additions                      | 19,774     | 621                            | 26                     | 4,980    | 300               | 25,701   |
| Impairment charge              | -          | -                              | (57 )                  | (1,355 ) | -                 | (1,412 ) |
| Write-off                      | -          | (1,187 )                       | (1,032 )               | -        | -                 | (2,219 ) |
| Total cost                     | \$26,638   | \$-                            | \$ 3,523               | \$7,477  | \$300             | \$37,938 |
| Year ended December 31, 2012   |            |                                |                        |          |                   |          |
| Accumulated amortization       |            |                                |                        |          |                   |          |
| Opening balance                | \$955      | \$509                          | \$2,458                | -        | -                 | \$3,922  |
| Additions                      | 1,593      | 678                            | 751                    | -        | 100               | 3,122    |
| Impairment charge              | -          | -                              | (23 )                  | -        | -                 | (23 )    |
| Write-off                      | -          | (1,187 )                       | (1,032 )               | -        | -                 | (2,219 ) |
| Total accumulated amortization | \$2,548    | \$-                            | \$2,154                | \$-      | \$100             | \$4,802  |
| Net book amount                | \$24,090   | \$-                            | \$1,369                | \$7,477  | \$200             | \$33,136 |

|                              | Trademarks | Contractual backlog and others | Non-compete agreements | Goodwill | Total     |
|------------------------------|------------|--------------------------------|------------------------|----------|-----------|
| Year ended December 31, 2011 |            |                                |                        |          |           |
| Cost                         |            |                                |                        |          |           |
| Opening balance              | \$ 5,464   | \$ 339                         | \$ 4,573               | \$ 2,497 | \$ 12,873 |
| Additions                    | 1,400      | 227                            | 28                     | 2,011    | 3,666     |
| Impairment charge            | -          | -                              | (15 )                  | (656 )   | (671 )    |
| Total cost                   | \$ 6,864   | \$ 566                         | \$ 4,586               | \$ 3,852 | \$ 15,868 |
| Year ended December 31, 2011 |            |                                |                        |          |           |
| Accumulated amortization     |            |                                |                        |          |           |
| Opening balance              | \$ 390     | \$ 339                         | \$ 1,695               | -        | \$ 2,424  |
| Additions                    | 565        | 170                            | 764                    | -        | 1,499     |

|                                |          |        |          |          |           |
|--------------------------------|----------|--------|----------|----------|-----------|
| Impairment charge              | -        | -      | (1 )     | -        | (1 )      |
| Total accumulated amortization | \$ 955   | \$ 509 | \$ 2,458 | -        | \$ 3,922  |
| Net book amount                | \$ 5,909 | \$ 57  | \$ 2,128 | \$ 3,852 | \$ 11,946 |

The Company has recognized intangible assets relating to non-compete agreements with its former employees and former team members at fair values as discussed in note 2.15 (b) and note 21. The Company amortizes these intangible assets on straight-line basis over the non-compete term which is specified in the award. Included in additions to trademarks and contractual backlog and others are assets acquired in a business combination discussed in note 27.

The amortization expense was included under general and administration expenses in the consolidated income statements.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

Impairment test for goodwill:

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to operating segments. An operating segment-level summary of the goodwill allocation is:

|   | December<br>31,<br>2012 | December<br>31,<br>2011 |
|---|-------------------------|-------------------------|
| Exhibitions, Haoji Group Limited              | \$4,980                 | \$-                     |
| Exhibitions, eMedia South China Limited       | 2,497                   | 2,497                   |
| Online and other media services business, EDN | -                       | 1,355                   |
|   | \$7,477                 | \$3,852                 |

The recoverable amount of CGU has been determined based on value-in-use calculations. These calculations use cash flow projections by management covering five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. The growth rate did not exceed the long-term average growth rate for the business in which the CGU operates.

Exhibitions, Shenzhen PRC:

Key assumptions used for value-in-use calculations in 2012 and 2011 are as follows:

Haoji Group Limited

- Revenue growth rate of average 12%
- Discount rate of 18% applied to the post-tax cash flow projections
- Growth rate beyond five years of 1.5%

eMedia South China Limited

- Revenue growth rate of average 12% (2011: 10%)
- Discount rate of 18% (2011: 15%) applied to the post-tax cash flow projections
- Growth rate beyond five years of 1.5% (2011: 1.5%)

These above assumptions have been used for the analysis of the respective CGUs within the operating segment.

Management determined revenue growth rate based on past performance and its expectations of market developments. The discount rates used reflect specific risks relating to the relevant operating segments.

There was no impairment to goodwill for Haoji Group Limited and eMedia South China Limited at December 31, 2012 and December 31, 2011.

Online and other media business, EDN:

- Revenue decline of average 5% (2011: growth of average 4%).
- Discount rate of average 14% (2011: 18%) applied to the post-tax cash flow projections
  - Growth rate beyond five years of nil (2011: 1.5%)

Management determined revenue growth rates based on past performance and its expectations of market developments, taking into consideration the restructuring that was carried out. The discount rates used reflect specific risks relating to the relevant operating segments.

The Company performed an impairment review as at December 31, 2012 which revealed a shortfall in the future cash flows to support the recoverability of the EDN business. The cash flow projections used by management were based on the detailed financial and operating plans of the business and the more than anticipated softening of the print advertising market since the end of last financial year. Accordingly, an impairment of \$1,355 to goodwill was recorded in the consolidated income statement for year ended December 31, 2012.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

14. Financial assets, available-for-sale and long term investments

(a) Financial assets, available-for-sale

|   | 2012      | 2011     |
|---|-----------|----------|
| At January 1  | \$13,250  | \$-      |
| Purchases during the year                                 | 12,611    | 18,247   |
| Disposals   | (18,508 ) | (4,999 ) |
| Interest income recognized during the year                | 6         | 2        |
| Exchange differences                                      | 61        | -        |
| Fair value gains recognized in other comprehensive income | 52        | -        |
| At December 31  | \$7,472   | \$13,250 |

Financial assets, available-for-sale include the followings:

|                                      | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--------------------------------------|-------------------------|-------------------------|
| Listed securities:                   |                         |                         |
| U.S Treasury bills                   | \$-                     | \$13,250                |
| Quoted money market debt instruments | 7,472                   | -                       |
|                                      | \$7,472                 | \$13,250                |

The maximum exposure to credit risk at the reporting date is the carrying value of the debt securities classified as available for sale.

None of these financial assets are either past due or impaired (2011: nil).

(b) Long term investments

As at December 31, 2012 and December 31, 2011, the Company holds equity instruments carried at \$100 in a privately held unaffiliated electronic commerce company for business and strategic purposes. The investment is accounted for under the cost method since the ownership is less than 20%, the Company does not have the ability to exercise significant influence over the investee and the fair value cannot be reliably measured. The Company's policy is to regularly review the carrying values of the non-quoted investments and to identify and provide for when circumstances indicate impairment other than a temporary decline in the carrying values of such assets has occurred.

(c) Associate

In 2012, the Group subscribed to an approximate 10% of equity interest in Shooii Limited, an Australian start-up company, which operated an online retail platform for footwear for approximately \$302. The Group has the ability to exercise significant influence over Shooii Limited by virtue of their representation on the Board of Directors. During 2012, management carried out an impairment assessment and determined that this investment has been fully impaired as Shooii Limited suffered severe cash flow problems and all their attempts to find new sources of financing failed, resulting in Shooii Limited going under official administration and facing a prospect of being liquidated. The Group recorded an impairment loss relating to this investment of \$302 under "Impairment loss on investment in associate" in the consolidated income statement for 2012.

15. Deferred tax assets

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheets as follows:

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

|  | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--|-------------------------|-------------------------|
| <b>Deferred tax assets:</b>                                      |                         |                         |
| Deferred tax asset to be recovered after more than 12 months     | \$ 149                  | \$ 254                  |
| Deferred tax assets to be recovered within 12 months             | 95                      | 71                      |
|  | \$ 244                  | \$ 325                  |
| <b>Deferred tax liabilities:</b>                                 |                         |                         |
| Deferred tax liabilities to be settled after more than 12 months | \$ 5,651                | \$ 1,350                |
| Deferred tax liabilities to be settled within 12 months          | 439                     | 160                     |
|  | \$ 6,090                | \$ 1,510                |
| Deferred tax liabilities, net                                    | \$(5,846 )              | \$(1,185 )              |

The gross movement on the deferred income tax account is as follows:

|                                   | 2012       | 2011       |
|-----------------------------------|------------|------------|
| At January 1                      | \$(1,185 ) | \$(893 )   |
| Credited to the income statement  | 437        | 61         |
| Acquisition of business (note 27) | (5,098 )   | (353 )     |
| At December 31                    | \$(5,846 ) | \$(1,185 ) |

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

| Deferred tax assets                        | Provisions and |                              |                           | Total  |
|--|----------------|------------------------------|---------------------------|--------|
|  | expenses       | Tax losses                   | Other                     |        |
| At January 1, 2011                         | \$ 266         | \$ 155                       | \$ 83                     | \$ 504 |
| Credited/(charged) to the income statement | 7              | (142 )                       | (44 )                     | (179 ) |
| At December 31, 2011                       | \$ 273         | \$ 13                        | \$ 39                     | \$ 325 |
| Credited/(charged) to the income statement | (86 )          | (13 )                        | 18                        | (81 )  |
| At December 31, 2012                       | \$ 187         | \$ -                         | \$ 57                     | \$ 244 |
| Deferred tax liabilities                   |                | Accelerated tax depreciation | Fair value adjustments on | Total  |

|  |        | acquisition<br>of<br>business |          |
|--|--------|-------------------------------|----------|
| At January 1, 2011                         | \$ 129 | \$ 1, 268                     | \$ 1,397 |
| Acquisition of business                    | -      | 353                           | 353      |
| Credited to the income statement           | (68 )  | (172 )                        | (240 )   |
| At December 31, 2011                       | \$ 61  | \$ 1,449                      | \$ 1,510 |
| Acquisition of business (note 27)          | -      | 5,098                         | 5,098    |
| Charged/(credited) to the income statement | 39     | (557 )                        | (518 )   |
| At December 31, 2012                       | \$ 100 | \$ 5,990                      | \$ 6,090 |

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable.

The Group did not recognize deferred income tax assets of \$10,236 (December 31 2011: \$9,318) in respect of losses amounting to \$36,010 (December 31, 2011: \$33,194) that can be carried forward against future taxable income. Losses amounting to \$29,232 (December 31, 2011: \$29,921) expire by 2020, and the remaining losses have no expiry date.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

16. Prepaid expenses and other current assets

|                                      | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--------------------------------------|-------------------------|-------------------------|
| <b>Non-current portion:</b>          |                         |                         |
| Club memberships                     | \$216                   | \$216                   |
| Deferred expenses – exhibition (iii) | 2,144                   | 1,759                   |
| Rental, utility and other deposits   | 402                     | 577                     |
|                                      | <b>\$2,762</b>          | <b>\$2,552</b>          |
| <b>Current portion:</b>              |                         |                         |
| Unsecured employee loans (i)         | \$25                    | \$32                    |
| Temporary advances to employees (ii) | 9                       | 141                     |
| Prepaid expenses                     | 1,431                   | 1,080                   |
| Deferred expenses (iii)              | 15,496                  | 17,426                  |
| Other current assets                 | 1,435                   | 2,216                   |
|                                      | <b>\$18,396</b>         | <b>\$20,895</b>         |

(i) The loans for the lease of residence are unsecured, interest free and are repayable in equal monthly installments over the period of the lease, typically less than or equal to twelve months.

There were no loans due from the Company's directors and executive officers as at December 31, 2012 and December 31, 2011.

(ii) Other temporary advances to staff are unsecured, interest free and are generally repayable within twelve months.

(iii) Deferred expenses relate to deferred commission expenses and direct event production costs for exhibition events to be held in future periods.

The fair value of club membership, employee loans and other receivables at the reporting date approximates its carrying value of each asset mentioned above.

17. Inventories

|                          | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--------------------------|-------------------------|-------------------------|
| Stock of paper, at costs | \$410                   | \$230                   |
|                          | <b>\$410</b>            | <b>\$230</b>            |

The cost of inventories recognized as expense and included in community and content amounted to \$707, \$866 and \$910 for the years ended December 31, 2012, 2011 and 2010 respectively.

18. Accounts receivables and receivables from sales representatives

|  | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--|-------------------------|-------------------------|
| Accounts receivables                                   | \$4,774                 | \$5,238                 |
| Less: provision for impairment of accounts receivables | (532 )                  | (527 )                  |
| Accounts receivables – net                             | 4,242                   | 4,711                   |
| Receivables from sales representatives                 | 7,773                   | 6,523                   |
|  | \$12,015                | \$11,234                |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The fair values of accounts receivables and receivables from sales representatives are as follows:

|  | December<br>31,<br>2012 | December<br>31,<br>2011 |
|--|-------------------------|-------------------------|
| Accounts receivables                   | \$4,242                 | \$4,711                 |
| Receivables from sales representatives | 7,773                   | 6,523                   |
|  | \$12,015                | \$11,234                |

As of December 31, 2012 and December 31, 2011, receivables from sales representatives of \$7,773 and \$6,523, respectively, were neither past due nor impaired. The receivables from sale representatives represent cash receipts from the Group's customers, net of commissions and fees payable, and which are collected by the independent sales representatives on behalf of the Group. These cash receipts are banked into designated bank accounts owned by the independent sales representatives in China. For the credit risk management purposes, the Group's employees are the only authorized signatories for the withdrawal of cash from these bank accounts. The majority of these independent sales representatives have long standing relationships with the Group, and for whom there is no recent history of default.

As of December 31, 2012 and December 31, 2011 accounts receivables of \$4,242 and \$4,711, respectively were past due but not impaired. The aging analysis of these accounts receivables is as follows:

|                | December<br>31,<br>2012 | December<br>31,<br>2011 |
|----------------|-------------------------|-------------------------|
| Up to 3 months | \$3,501                 | \$3,887                 |
| 3 to 6 months  | 505                     | 635                     |
| Over 6 months  | 236                     | 189                     |
|                | \$4,242                 | \$4,711                 |

As of December 31, 2012 and December 31, 2011, the gross trade receivables of \$532 and \$527, respectively, were impaired and provided for. The individually impaired receivables mainly relate to certain customers for online and other media services, which are in unexpectedly difficult economic situations.

The aging of these accounts receivables is as follows:

|                | December<br>31,<br>2012 | December<br>31,<br>2011 |
|----------------|-------------------------|-------------------------|
| Up to 3 months | \$178                   | \$192                   |

|               |       |       |
|---------------|-------|-------|
| 3 to 6 months | 118   | 146   |
| Over 6 months | 236   | 189   |
|               | \$532 | \$527 |

Movements on the Group provision for impairment of accounts receivables are as follows:

|  | 2012   | 2011  |
|--|--------|-------|
| At January 1   | \$527  | \$592 |
| Provision for receivable impairment                      | 229    | 25    |
| Receivables written off during the year as uncollectible | (224 ) | (90 ) |
| At December 31   | \$532  | \$527 |

The creation and release of provision for impaired receivables have been included in sales costs in the consolidated income statements. Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

19. Cash, bank balances, term deposits with banks and financial assets, available-for-sale

|   | December<br>31,<br>2012 | December<br>31,<br>2011 |
|---|-------------------------|-------------------------|
| Cash at bank and on hand  | \$19,304                | \$26,481                |
| U.S. Treasury securities with original maturities of less than three months                             | 13,256                  | -                       |
| Term deposits and short-term highly liquid investments with original maturities of three months or less | 72,071                  | 55,422                  |
| Cash and cash equivalents   | 104,631                 | 81,903                  |
| U.S. Treasury securities with original maturities of over three months                                  | -                       | 13,250                  |
| Quoted money market debt instruments  | 7,472                   | -                       |
| Financial assets available-for-sale   | 7,472                   | 13,250                  |
| Term deposits with original maturities of over three months   | 4,184                   | 2,764                   |
| Total   | \$116,287               | \$97,917                |

20. Share capital and treasury shares

|  | Number of common shares |                    |                            | Amount             |                  |
|--|-------------------------|--------------------|----------------------------|--------------------|------------------|
|  | Issued share<br>capital | Treasury<br>shares | Issued<br>share<br>capital | Treasury<br>shares | Share<br>premium |
| At January 1, 2010   | 51,427,642              | (6,875,000 )       | \$514                      | \$(50,000 )        | \$39,985         |
| Issuance of common shares under Equity<br>Compensation Plans | 141,898                 | -                  | 2                          | -                  | -                |
| Common shares  | -                       | (11,121,000)       | -                          | (100,089 )         | -                |
| At December 31, 2010   | 51,569,540              | (17,996,000)       | \$516                      | \$(150,089 )       | \$39,985         |
| Issuance of common shares under Equity<br>Compensation Plans | 220,408                 | -                  | 2                          | -                  | -                |
| At December 31, 2011   | 51,789,948              | (17,996,000)       | \$518                      | \$(150,089 )       | \$39,985         |
| Issuance of common shares under Equity<br>Compensation Plans | 275,415                 | -                  | 3                          | -                  | -                |
| At December 31, 2012   | 52,065,363              | (17,996,000)       | \$521                      | \$(150,089 )       | \$39,985         |

The authorised share capital of the Company as at December 31, 2012 and December 31, 2011 is 75,000,000 common shares of \$0.01 par value. As at December 31, 2012 and December 31, 2011, the Company has 34,069,263 and

33,793,948 common shares outstanding, respectively. The share premium of \$39,985 as at December 31, 2012 and December 31, 2011 is recognized under capital reserves in note 22.

On February 4, 2008, the Board of Directors of the Company authorized a program to buy back up to \$50,000 worth of common shares. The Company may, from time to time, as business conditions warrant, purchase shares in the open market or through private transactions. The buyback program does not obligate the Company to buyback any specific number of shares and may be suspended or terminated at any time at management's discretion. The timing and amount of any buyback of shares will be determined by management based on its evaluation of market conditions and other factors. As of December 31, 2012 and December 31, 2011, the Company has not bought back any of its shares under this program.

Under a separate program approved by the Board of Directors of the Company at their meeting held on 10 and 11 November 2008, the Company repurchased 6,875,000 issued and outstanding common shares at a total purchase price of \$50,000 or \$8.00 per share pursuant to a tender offer available for all shareholders to participate in 2008. The Company is holding the repurchased shares as treasury shares.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

On 24 June 2010, the Board of Directors of the Company authorized a program to repurchase 11,121,000 of its common shares by tender offer at purchase price of \$9.00 per share. Accordingly, in August 2010, the Company completed the repurchase and paid a total purchase consideration of \$100,089. The Company is holding the repurchased shares as treasury shares.

21. Non-cash compensation

On December 30, 1999, the Company established The Global Sources Employee Equity Compensation Trust (the "Trust") for the purpose of administering monies and other assets to be contributed by the Company to the Trust for the establishment of equity compensation and other benefit plans, including the Equity Compensation Plans Numbers I to VII described below. The Trust is administered by Appleby Services (Bermuda) Ltd (previously known as "Harrington Trust Limited" and then as "Appleby Trust (Bermuda) Ltd.") (the "Trustee"). The Trustee in the exercise of its power under the Declaration of Trust may be directed by the Equity Compensation Plan committee, including the voting of securities held in the Trust. The Board of Directors of the Company will select the members of the Equity Compensation Plan committee.

On February 4, 2000, in conjunction with the establishment of the Trust and the Share Exchange, the former parent company of Global Sources Ltd. assigned 4,034,552 common shares of the Company at a historical cost of less than \$1, representing a 10% equity interest in the Company, for the establishment of share option plans and/or share award plans, known as ECP I, ECP II and ECP III. Subsequently, share option plans and/or share award plans, known as ECP IV, ECP V, ECP VI and ECP VII were established.

Pursuant to a Declaration of Trust dated November 28, 2006 by the Trustee, "The Global Sources Equity Compensation Trust 2007" ("2007 Trust") was established. The 2007 Trust is administered by the Trustee as trustee. The purpose of the 2007 Trust is to administer shares contributed by the Company to the 2007 Trust from time to time in connection with providing equity compensation benefits under The Global Sources Equity Compensation (2007) Master Plan described below ("ECP 2007 Master Plan"). In exercising its powers under the Trust, the Trustee may be directed by a plan committee to be constituted and appointed by the Company. The Plan Committee ("ECP 2007 Plan Committee") was constituted and appointed by the Board of Directors on February 15, 2007.

The ECP 2007 Master Plan was approved by the Company's shareholders on May 8, 2006. The ECP 2007 Master Plan commenced with effect on January 1, 2007 and, unless terminated earlier by the Company's Board of Directors, will expire on December 31, 2012. The Company's employees, directors, consultants and the Company's independent contractors' employees are eligible to be awarded grants of the Company's common shares under the ECP 2007 Master Plan. The grantees and the number of shares to be awarded, and the vesting rules and other terms and conditions, are to be as determined by the Plan Committee, which is authorized under the ECP 2007 Master Plan to issue supplementary or subsidiary documents to set out and evidence such vesting rules and other terms and conditions. The total number of shares to be issued under the ECP 2007 Master Plan is subject to a limit of 3,000,000 common shares.

On November 7, 2006, the Company filed a Form S-8 Registration Statement under the Securities Act of 1933, with the U.S. Securities and Exchange Commission, for up to 3,000,000 common shares to be issued under the ECP 2007 Master Plan.

(a) Share grants to employees and team members

The Equity Compensation Plan committee approved and made several share awards / options under the plans ECP I, ECP II, ECP III and ECP IV. All the share awards / options under these plans have fully vested. The non-cash compensation expenses associated with these awards have been recognized over the vesting terms of the awards from their respective award dates.

Eligible employees, directors and team members (consultants and the employees of third party independent contractors) under ECP V are awarded grants of shares, the numbers of which are determined by the Equity Compensation Plan committee.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

Entitlement of the employees and directors to these common shares is subject to employment and vesting terms. Entitlement of team members to these common shares is subject to continued services provided by them and vesting terms.

The Equity Compensation Plan committee approved the awards of common shares under ECP V on January 23, 2001. The Equity Compensation Plan committee subsequently approved additional awards of common shares under ECP V on various dates.

The non-cash compensation expenses associated with the above awards are recognized over the five or six year vesting term as applicable from the respective award dates.

Eligible employees, directors and team members under ECP VII were awarded grants of Global Sources Ltd. common shares, the numbers of which are determined by the Equity Compensation Plan committee periodically. Entitlement of the employees and directors to these common shares was subject to employment and vesting terms. Entitlement of team members to these common shares was subject to continued services provided by the team-members and vesting terms.

The Equity Compensation Plan committee approved the awards of common shares under ECP VII on January 1, 2002 and made further awards on various dates subsequently. The non-cash compensation expenses associated with the above awards are recognized over the six years vesting term from the respective award dates. All the share awards under this plan have fully vested.

On March 6, 2007, the Plan Committee approved and issued “The Global Sources Share Grant Award Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Under the plan, the Plan Committee is to determine who will be granted awards of shares and the number of shares to be awarded to them, and the vesting schedule for such awards. The plan commenced with effect on March 6, 2007, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the Plan Committee, whichever is the earliest to occur. The Plan Committee approved awards of common shares under the plan during the years 2007 to 2012 to employees and team members (consultants and the employees of third party independent contractors). The non-cash compensation expenses associated with the awards are recognized over the six year vesting term of the award.

On April 24, 2009, the Plan Committee approved and issued “The Global Sources Directors Share Grant Award Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Persons eligible to receive grants under the plan are directors of the Company. Under the plan, the Plan Committee is to determine who amongst the directors of the Company will be granted awards of shares and the number of shares to be awarded to them. Any shares awarded will not vest immediately, but only at the end of four years after such effective date as may be specified by the Plan Committee (or in accordance with such other vesting schedule as may be determined by the Plan Committee). The plan commenced with effect on April 24, 2009, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the Plan Committee, whichever is the earliest to occur. The Plan Committee awarded 19,500 common shares (comprising 3,000 common shares each to six directors and 1,500 to one director) to the seven directors of the Company, 21,000 common shares (comprising 3,000

common shares each to seven directors), 1,500 common shares (to one director), 21,000 common shares (comprising 3,000 common shares each to seven directors) and 21,000 common shares (comprising 3,000 common shares each to seven directors) in January 2012, January 2011, June 2011, January 2010 and June 2009, respectively. The non-cash compensation expenses as of December 31, 2012, associated with the awards under the plan are recognized over the four year vesting term of the award.

As of December 31, 2012 and December 31, 2011, there was \$4,298 and \$5,371, respectively, of unrecognized non-cash compensation cost associated with the awards under the above ECP plans, excluding the awards under ECP VI, and The Global Sources Retention Share Grant Plan and The Global Sources Retention Share Grant Plan II, which are expected to be recognized over the next six years.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

(b) Share grants for non-compete agreements

Eligible employees and team members under ECP VI are awarded, after they resigned or retired from their respective employment or consultancy service, one-time grants of Global Sources Ltd. common shares, the numbers of which are determined by the Equity Compensation Plan committee. Entitlement of the grantees to these common shares is subject to non-compete terms. There is no other vesting conditions other than the non-compete terms. The Equity Compensation Plan committee approved ECP VI on March 13, 2001 and made awards of common shares under the plan on various dates subsequently.

On March 6, 2007, the Plan Committee approved and issued “The Global Sources Retention Share Grant Plan” as a supplementary or subsidiary document to the ECP 2007 Master Plan. Persons eligible to receive grants under the plan are persons who have been the employees and team members for at least five years, who retire “in good standing” (as determined by the Plan Committee), and who would otherwise have their unvested shares (under any applicable equity compensation plans) forfeited upon retirement. The Plan Committee is to determine who amongst eligible persons will be granted awards of common shares. The number of common shares to be awarded to such grantees is calculated according to a formula defined in the plan, and will vest in equal installments over a period of five years after retirement, subject to certain non-compete terms and the grantees remaining “in good standing”. There is no other vesting conditions other than the non-compete terms. The plan commenced with effect from March 6, 2007, and will terminate upon the expiration or termination of the ECP 2007 Master Plan, or upon the liquidation of the Company, or upon termination by the Plan Committee, whichever is the earliest to occur. The Plan Committee approved awards of common shares under the plan during 2007 to 2012.

On May 9, 2012, the Company established The Global Sources Retention Share Grant Plan II (amended effective as of May 1, 2012) to issue share awards to former employees and former team members when they resign or retire from their respective employment or consultancy service. Under this plan, the share grants vest over a five-year period on a graded vesting basis, with a percentage of shares vesting each year. The grantee is subject to the non-compete terms stipulated in the plan. There is no vesting conditions other than the non-compete terms. The shares awarded to a grantee can be issued by the Company to the trustee of the 2007 Trust, to be held by the trustee, at any time following the award thereof or can be issued by the Company directly to the grantee, in accordance with the vesting rules. The Company recognizes the intangible asset relating to the non-compete provisions of the awards under the ECP VI, The Global Sources Retention Share Grant Plan and The Global Sources Retention Share Grant Plan II at the fair value on date of grant in accordance with note 2.15(b).

As of December 31, 2012 and December 31, 2011, there was \$1,369 and \$2,128 balance of intangible asset, respectively, associated with the awards under the ECP VI, The Global Sources Retention Share Grant Plan and The Global Sources Retention Share Grant Plan II which is expected to be amortized over the next five years. During the year ended December 31, 2012 the Company recorded \$751 (2011: \$764; 2010: \$558) amortization of intangible assets associated with the awards under these plans.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The Company's non-vested shares as of December 31, 2012 and 2011 and changes during the year ended December 31, 2012 and 2011 were as follows:

|                                 | ECP V Grant Plan |  | ECP VI Grant Plan |  | ECP VII Grant Plan |  | The Global Sources Share Grant Award Plan |  | The Global Sources Retention Share Grant Plan II |  | The Global Sources Directors Share Grant Award Plan |  |
|---------------------------------|------------------|--|-------------------|--|--------------------|--|---|--|--|--|---|--|
|                                 | Number of shares | Weighted average grant date fair value | Number of shares  | Weighted average grant date fair value | Number of shares   | Weighted average grant date fair value | Number of shares                          | Weighted average grant date fair value | Number of shares                                 | Weighted average grant date fair value | Number of shares                                    | Weighted average grant date fair value |
| Non-vested at January 1, 2012   | 21,200           | \$5.95                                 | 2,000             | \$7.42                                 | 135,625            | \$6.86                                 | 1,340,673                                 | \$9.28                                 | 302,577  | \$7.96                                 | 64,500  | \$8.10                                 |
| Granted                         | -                | -                                      | -                 | -                                      | -                  | -                                      | 365,238                                   | \$5.07                                 | 72,044   | \$6.16                                 | 19,500  | \$5.08                                 |
| Vested                          | (3,100 )         | \$7.11                                 | (500 )            | \$7.42                                 | (135,625)          | \$6.86                                 | (185,661 )                                | \$9.40                                 | (88,808 )  | \$8.14                                 | -   | -                                      |
| Forfeited                       | -                | -                                      | -                 | -                                      | -                  | -                                      | (80,414 )                                 | \$8.31                                 | (5,516 )   | \$8.29                                 | -   | -                                      |
| Non-vested at December 31, 2012 | 18,100           | \$5.75                                 | 1,500             | \$7.42                                 | -                  | -                                      | 1,439,836                                 | \$8.25                                 | 280,297  | \$7.43                                 | 84,000  | \$7.40                                 |
| Non-vested at January 1, 2011   | 27,298           | \$6.18                                 | 2,500             | \$7.42                                 | 340,433            | \$7.15                                 | 1,113,710                                 | \$8.64                                 | 391,648  | \$7.99                                 | 42,000  | \$7.13                                 |
| Granted                         | 9,321            | \$11.84                                | -                 | -                                      | -                  | -                                      | 372,853                                   | \$11.49                                | 2,721  | \$10.09                                | 22,500  | \$9.91                                 |
| Vested                          | (15,419)         | \$9.93                                 | (500 )            | \$7.42                                 | (204,556)          | \$7.35                                 | (130,051 )                                | \$10.15                                | (90,239 )  | \$8.13                                 | -   | -                                      |
| Forfeited                       | -                | -                                      | -                 | -                                      | (252 )             | \$6.86                                 | (15,839 )                                 | \$8.70                                 | (1,553 )   | \$9.89                                 | -   | -                                      |
| Non-vested at December 31, 2011 | 21,200           | \$5.95                                 | 2,000             | \$7.42                                 | 135,625            | \$6.86                                 | 1,340,673                                 | \$9.28                                 | 302,577  | \$7.96                                 | 64,500  | \$8.10                                 |

The total fair value of shares vested during the years ended December 31, 2012 and 2011 were as follows:

| Year ended<br>December 31, | ECP V<br>Grant Plan | ECP VI<br>Grant<br>Plan | ECP VII<br>Grant Plan | The<br>Global<br>Sources<br>Share<br>Grant<br>Award<br>Plan | The<br>Global<br>Sources<br>Retention<br>Share<br>Grant<br>Plan<br>and the<br>Global<br>Sources<br>Retention<br>Share<br>Grant<br>Plan II | The<br>Global<br>Sources<br>Directors<br>Share<br>Grant<br>Award<br>Plan | Total   |
|----------------------------|---------------------|-------------------------|-----------------------|---|---|--|---------|
| 2012                       | \$19                | \$3                     | \$658                 | \$905   | \$578   | \$-  | \$2,163 |
| 2011                       | \$174               | \$6                     | \$1,291               | \$1,238   | \$794   | \$-  | \$3,503 |

Non-cash compensation expenses associated with the employee and team member Equity Compensation Plans and Global Sources Directors Share Grant Award Plan included under various categories of operating expenses are approximately as follows: sales: \$565 (2011: \$737; 2010: \$545), community and content: \$70 (2011: \$234; 2010: \$284), general and administrative \$1,524 (2011: \$1,528; 2010: \$1,089), and information and technology: \$250 (2011: \$278; 2010: \$269).

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

## 22. Other reserves

|  | Accumulated other comprehensive income |                              |                 |           |
|--|--|------------------------------|-----------------|-----------|
|  | Fair value reserve                     | Currency translation reserve | Capital reserve | Total     |
| At January 1, 2012   | \$-                                    | \$5,177                      | \$147,414       | \$152,591 |
| Fair value gains (note 14)   | 52                                     | -                            | -               | 52        |
| Currency translation differences   | -                                      | 1,623                        | -               | 1,623     |
| Less : Share of non-controlling interests  | (19 )                                  | (50 )                        | -               | (69 )     |
| Non-cash compensation  | -                                      | -                            | 2,409           | 2,409     |
| Capitalisation of intangible assets relating to share grants for non-compete agreements, net (note 13) | -                                      | -                            | 26              | 26        |
| Issuance of shares   | -                                      | -                            | (3 )            | (3 )      |
| At December 31, 2012   | \$33                                   | \$6,750                      | \$149,846       | \$156,629 |
| At January 1, 2011   | \$-                                    | \$2,080                      | \$144,611       | \$146,691 |
| Currency translation differences   | -                                      | 3,212                        | -               | 3,212     |
| Less : Non-controlling interests share of currency translation differences                             | -                                      | (115 )                       | -               | (115 )    |
| Non-cash compensation  | -                                      | -                            | 2,777           | 2,777     |
| Capitalisation of intangible assets relating to share grants for non-compete agreements, net (note 13) | -                                      | -                            | 28              | 28        |
| Issuance of shares   | -                                      | -                            | (2 )            | (2 )      |
| At December 31, 2011   | \$-                                    | \$5,177                      | \$147,414       | \$152,591 |

## 23. Deferred income and customer prepayments

|                                      | December 31, 2012 | December 31, 2011 |
|--------------------------------------|-------------------|-------------------|
| Non-current portion:                 |                   |                   |
| Advertising                          | \$2,990           | \$4,963           |
| Exhibitions                          | 6,072             | 3,327             |
|                                      | \$9,062           | \$8,290           |
| Current portion:                     |                   |                   |
| Advertising                          | 47,904            | 64,985            |
| Exhibitions, subscription and others | 36,636            | 36,856            |
|                                      | \$84,540          | \$101,841         |

## 24. Accrued liabilities

|   | December<br>31,<br>2012 | December<br>31,<br>2011 |
|---|-------------------------|-------------------------|
| Salaries, wages and commissions             | \$2,507                 | \$2,147                 |
| Retirement defined contribution accruals    | 869                     | 856                     |
| Liabilities for incentive plan              | 1,759                   | 1,565                   |
| Printing, paper and bulk mailing costs      | 221                     | 216                     |
| Sales commissions and fees to third parties | 4,745                   | 6,373                   |
| Business taxes                              | 4,946                   | 3,348                   |
| Others                                      | 5,362                   | 3,218                   |
|   | \$20,409                | \$17,723                |



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

25. Contingencies

From time to time the Company is involved in litigation in the normal course of business. While the results of such litigation and claims cannot be predicted with certainty, the Company believes that the probability is remote that the outcome of the outstanding litigation and the claims will have a material adverse effect on the Company's consolidated financial position, results of operations and cash flows.

26. Commitments

(a) Capital commitment

Capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

|                                    | 2012 | 2011  |
|------------------------------------|------|-------|
| Purchase of property and equipment | \$9  | \$506 |
| Total                              | \$9  | \$506 |

(b) Operating lease commitments – group company as lessee

The Company leases office facilities and exhibition venues under cancelable and non-cancelable operating leases generally with an option to renew upon expiry of the lease term.

The future aggregate minimum lease rental payments under non-cancelable operating leases for office premises are as follows:

|   | 2012    | 2011  |
|---|---------|-------|
| No later than 1 year                        | \$831   | \$711 |
| Later than 1 year and no later than 5 years | 749     | 67    |
| Total                                       | \$1,580 | \$778 |

During the first quarter of 2007, the Group entered into a number of venue license agreements for exhibition events amounting to \$44,396 in payments over five and a half years and in January 2011, the Group signed supplemental agreements for additional space, increasing the total amount to \$44,529. In 2010, the Group further entered into a number of venue license agreements for the exhibition events amounting to a gross value of approximately \$19,990 in payments over five years. Again in 2012, the Group entered into additional venue license agreements for the exhibition events amounting to a gross value of approximately \$21,664. All the above agreements are cancellable under force majeure or other specified conditions, or upon notice and payment of cancellation charges to the other party. The amounts paid will be expensed when the related events are held. As of December 31, 2012, the Group paid approximately, in aggregate, \$46,364 under these agreements.

In addition, the Group entered into several agreements for the venue rental for future exhibition events to be held in 2012 to 2014 amounting to \$1,193 in 2011 to 2012. The amounts paid under these agreements as of December 31, 2012 were \$552. The above agreements are cancellable upon notice and payment of cancellation charges to the other party.

(c) Operating lease commitments – group company as lessor

The Company leases out office premises to non-related companies under non-cancellable operating leases. The future aggregate lease payments receivable under non-cancellable operating leases for office premises within the next 1 year and later than 1 year but not later than 5 years are \$1,607 and \$968, respectively.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

27. Business combinations

Acquisition of Huanyu Shishang Exhibition (Shenzhen) Co Ltd

In March 2012, Trade Media Holdings Limited (a subsidiary of the Group) acquired 80% equity interest in Haoji Group Limited, a company incorporated in the British Virgin Islands, which through Space Exhibition Consultants Limited (a wholly owned subsidiary in Hong Kong) owns 100% of Huanyu Shishang Exhibition (Shenzhen) Co., Ltd, a company incorporated in the People's Republic of China.

Huanyu Shishang Exhibition (Shenzhen) Co., Ltd organises and hosts the China (Shenzhen) International Brand Clothing & Accessories fair (SZIC), one of the largest fashion shows in Asia.

The total consideration for this acquisition was \$17,010, with an initial cash consideration of \$12,693 that was paid upon completion of the transaction, and another additional cash consideration of \$4,317 that is payable in FY2013 upon certain performance-related conditions being fulfilled.

With SZIC's dominant presence in the expanding fashion industry combined with the Group's established global presence and strong network in China, this acquisition positions the Group with an advantage in the fashion industry.

The Group accounted for this acquisition as a business combination. As the Group gained control of Haoji Group Limited on March 9, 2012, the results of the operations were consolidated from this date onwards.

|  |          |
|--|----------|
| Consideration  |          |
| Cash consideration   | \$17,010 |
| Effects on cashflow of the Group   |          |
| Cash paid  | 12,693   |
| Contingent consideration payable in 2013                                   | 4,317    |
| Total consideration (as above)   | 17,010   |
| Less : Cash and cash equivalents in subsidiaries acquired                  | (1,334 ) |
|  | 15,676   |
| Cash outflow in year 2012  | 11,359   |
| Expected cash outflow in year 2013   | 4,317    |
| Cash outflow on acquisition  | 15,676   |
| Recognised amounts of identifiable assets acquired and liabilities assumed |          |
| Cash and cash equivalent   | 1,334    |
| Deferred expenses  | 2        |
| Contractual backlogs   | 621      |
| Trademarks   | 19,774   |
| Goodwill   | 4,980    |
|  | 26,711   |

|  |        |
|--|--------|
| Accounts Payable   | 9      |
| Trade deposits received  | 1,585  |
| Accruals   | 3      |
| Deferred tax liabilities   | 5,098  |
|  | 6,695  |
| Less : Non-controlling interest  | 3,006  |
| Total  | 17,010 |
| Cumulative acquisition related costs included in general and administrative expenses in consolidated income statements for year ended December 31, 2012 (2011: \$52) | \$293  |

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

The goodwill of \$4,980 arising from the acquisition is attributable to the acquired workforce and marketing network.

The contingent consideration arrangement requires the Group to pay the former owners of SZIC \$4,317 if SZIC achieves the targeted net profit for the period from January 1, 2012 to December 31, 2012. The fair value of the contingent consideration as at date of acquisition was estimated based on an income approach where the potential undiscounted amount of future payments is between \$nil to \$4,317 and the impact of discounting is not significant. As at December 31, 2012, the consideration was finalized at \$4,317 and was subsequently paid in 2013.

The Group has chosen to recognize the non-controlling interest for this acquisition based on their proportionate share of the identifiable net assets of the acquiree.

The acquired subsidiary contributed revenue of \$7,009 and net income of \$752 to the company from March 9, 2012 to December 31, 2012. If the acquisition had occurred on January 1, 2012, the Group's revenue and net profit for the year ended December 31, 2012, would have been \$231,740 and \$32,702, respectively.

28. Related party transactions

The following transactions were carried out with related parties:

(a) Purchases of services

|   | 2012 | 2011  |
|---|------|-------|
| Rental and building maintenance services received from subsidiaries of a major shareholder of the Company           | \$-  | \$396 |
| Reimbursement of membership fees from a subsidiary of a major shareholder of the Company for use of club membership | -    | 9     |
| Purchases of investment consultancy services from subsidiaries of a major shareholder of the Company                | -    | 15    |
| Total   | \$-  | \$420 |

Based on the information in Amendment No. 7 to the Schedule 13D filed with the SEC on April 22, 2011, during the period from January 19, 2011 to April 15, 2011, Hung Lay Si co., Ltd, the former major shareholder, transferred all of the common shares owned by it to four unaffiliated separate entities. As a result, the related party relationship ended on 15 April 2011. The disclosure above pertained to transactions with Hung Lay Si group of companies from January 1, 2011 to April 15, 2011. There were no other material related party transactions during the year 2012 and 2011.

(b) Key management compensation

The compensation paid or payable to key management for employee services is shown below:

|  | 2012 | 2011 |
|--|------|------|
|--|------|------|

|                                 |         |         |
|---------------------------------|---------|---------|
| Wages, salaries, bonus and fees | \$2,129 | \$2,302 |
| Retirement contribution plans   | 43      | 59      |
| Non-cash compensation expenses  | 718     | 1,465   |
| Other benefits                  | 22      | 10      |
| Total                           | \$2,912 | \$3,836 |

29. Events after reporting periods

With an intent to realign its real estate property holding position the Group decided to sell one of the commercial properties that is currently vacant. In February 2013, the Group has signed a letter of intent for the sale of its property in Excellence Times Square in Shenzhen, China, comprising approximately 1,939 square meters of office space, for a total cash consideration of approximately \$19,300. The transaction is subject to the formal sale and purchase agreement being signed on or before April 30, 2013 and the buyer's full payment of the purchase price being made on or before May 7, 2013. The impact resulting from this transaction on the Group's net profit for 2013 is expected to be a net gain of approximately, \$8,500.

GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

On March 18, 2013, the Group signed a sale and purchase agreement for the sale of office space on the 26th floor of Southmark building in Hong Kong, China, comprising a total area of 9,431 square feet, and three car parking spaces, for a total cash consideration of approximately \$9,000. The transaction has been completed on March 28, 2013 and full payment of the purchase price has been received by the Group from the buyer. The impact resulting from this transaction on the Group's net profit for 2013 is expected to be a net gain of approximately, \$4,400.

In order to reduce the Group's exposure to potential rental cost increases, the Group has signed a sale and purchase agreement on March 18, 2013 for the purchase of commercial property on the 21st, 22nd and 23rd floors of the Vita Tower in Hong Kong, China, which the Group currently leases for operational use. This comprises a total of 36,822 square feet of office space, for a total purchase consideration of approximately \$23,600. The transaction has been completed on March 28, 2013 and the total purchase consideration has been paid by the Group.

30. Recent accounting pronouncements

New standards, amendments and interpretations issued that are effective for the financial year beginning 1 January 2013:

- IAS 19, 'Employee benefits' was amended in June 2011. The requirements of the standard are as follows: to eliminate the corridor approach and recognize all actuarial gains and losses in other comprehensive income as they occur; to immediately recognize all past service costs; and to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset). The Group adopted IAS 19 for the accounting period beginning on January 1, 2013 and the adoption of this standard is not expected to have a significant impact on the Group's financial statements.
- IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2010 and October 2011. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Group adopted IFRS 9 for the accounting period beginning on January 1, 2013 and the adoption of this standard is not expected to have a significant impact on the Group's financial statements.
- IFRS 10, Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group adopted IFRS 10 for the accounting period beginning on January 1, 2013 and the adoption of this standard is not expected to have a significant impact on the Group's financial statements.

- IFRS 11 replaces the guidance on ‘Joint ventures’ in IAS 31 -Interests in Joint Ventures and SIC 13 - Jointly Controlled Entities - Non-Monetary Contributions by Venturers. The new standard introduces a principles-based approach to accounting for joint arrangements that requires a party to a joint arrangement to recognize its rights and obligations arising from the arrangement. The new standard requires that joint ventures be accounted for under the equity method thus eliminating the option to proportionally consolidate such ventures. The Group adopted IFRS 11 for the accounting period beginning on January 1, 2013 and there was no impact on the Group’s financial statements upon adoption, and its effects on future periods will depend on the nature of and significance of joint arrangements subject to this standard.



GLOBAL SOURCES LTD. AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(In U.S. Dollars Thousands, Except Number of Shares and Per Share Data)

- IFRS 12, ‘Disclosures of interests in other entities’ includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Group adopted IFRS 12 for the accounting period beginning on January 1, 2013 and the adoption of this standard is not expected to have a significant impact on the Group’s financial statements as it affects only the disclosures.
- IFRS 13, ‘Fair value measurement’, aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The Group adopted IFRS 13 for the accounting period beginning on January 1, 2013 and the adoption of this standard is not expected to have a significant impact on the Group’s financial statements.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the group.

B. Significant changes

No significant changes have occurred since the date of the annual financial statements except for the following:

The Shenzhen International Machinery Manufacturing Industry Exhibition and its related shows (the “SIMM Events”) currently consist of two groups of co-located trade shows: (a) the Shenzhen International Machinery Automation Exhibition and the Shenzhen International Mould Making Technology & Product Exhibition (collectively, the “Group A SIMM Events”); and (b) the Shenzhen International Cutlery & Tools Exhibition and the Shenzhen International Metal Processing Industry Exhibition (collectively, the “Group B SIMM Events”). We have entered into an agreement in April 2013 to acquire a 70% interest in the Group A SIMM Events and a 56% interest in the Group B SIMM Events, for a total consideration ranging between approximately US\$11 million to approximately US\$16 million, depending upon certain performance-related conditions. The transaction is subject to closing conditions.

## ITEM 9.

## THE OFFER AND LISTING

## Price history of stock

The following table sets forth the high and low per share closing prices for our common shares for the periods indicated, as adjusted for the one for ten bonus share issues announced on February 16, 2004, March 1, 2005, March 6, 2006, March 5, 2007, December 20, 2007 and on February 12, 2009.

| Period              | High    | Low    |
|---------------------|---------|--------|
| Year 2008           | \$26.68 | \$4.18 |
| Year 2009           | \$7.97  | \$3.30 |
| Year 2010           | \$11.04 | \$6.00 |
| Year 2011           | \$12.78 | \$4.81 |
| Year 2012           | \$7.37  | \$4.90 |
| First Quarter 2011  | \$11.91 | \$9.02 |
| Second Quarter 2011 | \$12.78 | \$8.63 |
| Third Quarter 2011  | \$9.92  | \$6.61 |
| Fourth Quarter 2011 | \$8.30  | \$4.81 |
| First Quarter 2012  | \$7.37  | \$4.90 |
| Second Quarter 2012 | \$6.70  | \$4.96 |
| Third Quarter 2012  | \$7.34  | \$5.38 |
| Fourth Quarter 2012 | \$6.81  | \$5.40 |
| First Quarter 2013  | \$8.48  | \$6.43 |
| December 2012       | \$6.50  | \$5.56 |
| January 2013        | \$8.24  | \$6.43 |
| February 2013       | \$8.48  | \$7.29 |
| March 2013          | \$8.15  | \$7.11 |

## Markets

Our shares are listed and traded under the symbol "GSOL" on Nasdaq.

## ITEM 10.

## ADDITIONAL INFORMATION

## Memorandum and Bye-Laws

The following statements are brief descriptions of our common shares, and the more important rights and privileges of our shareholders conferred by the laws of Bermuda and our memorandum of association and bye-laws, and is based upon the advice of Appleby, our Bermuda counsel. These statements are not complete, do not purport to be a comprehensive description of all the rights and privileges of our shareholders conferred by the laws of Bermuda or our memorandum of association and bye-laws, and are qualified in its entirety by reference to our memorandum of association and bye-laws and the laws of Bermuda.

## Description of Shareholder Rights Attaching to Our Common Shares

The Company is registered with the Registrar of Companies in Bermuda with registration number 27310. It has the usual objects and powers of a Bermuda exempt company, found in its memorandum of association, empowering it to,

among other things, deal in goods of all kinds, and to acquire, hold and dispose of all forms of real property outside Bermuda, and personal property worldwide, including intellectual property. Our authorized share capital consists of 75,000,000 common shares, par value \$0.01 per share. As of February 28, 2013, we had a total of 52,379,232 common shares issued, comprising 34,383,232 common shares outstanding and 17,996,000 common shares held as treasury shares.

- Holders of common shares have no preemptive, redemption, conversion or sinking fund rights.
- Holders of common shares are entitled to one vote per share on all matters submitted to a vote of holders of common shares and do not have any cumulative voting rights.
- In the event of our liquidation, dissolution or winding-up, the holders of common shares are entitled to share ratably in our assets, if any, remaining after the payment of all our debts and liabilities.
- Our issued and outstanding common shares are fully paid and non-assessable. Non-assessable as that term is understood under Bermuda law means in relation to fully-paid shares of a company and subject to any contrary provision in any agreement in writing between such company and the holder of shares, that no shareholder shall be obliged to contribute further amounts to the capital of the company, either in order to complete payment for their shares, to satisfy claims of creditors of the company, or otherwise; and no shareholder shall be bound by an alteration of the memorandum of association or bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the company.
- Additional authorized but unissued common shares may be issued by our board of directors without the approval of the shareholders.

The holders of common shares (other than the Company as holder of treasury shares) will receive dividends, if any, as may be declared by our board of directors out of funds legally available for purposes. We may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- we are, or after the payment would be, unable to pay our liabilities as they become due; or
- the realizable value of our assets after such payment or distribution would be less than our liabilities.

The following is a summary of provisions of Bermuda law and our organizational documents, including our bye-laws. We refer you to our memorandum of association and bye-laws, copies of which have been filed with the SEC. You are urged to read these documents for a complete understanding of the terms of the memorandum of association and bye-laws.

#### Share Capital and Treasury Shares

Our authorized capital consists of one class of common shares. Under our bye-laws, our board of directors has the power to issue any authorized and unissued shares on such terms and conditions as it may determine. Any shares or class of shares may be issued with such preferred, deferred, qualified or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as we may from time to time by resolution of the shareholders prescribe.

As of February 28, 2013, we had a total of 52,379,232 common shares issued, comprising 34,383,232 common shares outstanding and 17,996,000 common shares held by the Company as treasury shares; all of our issued common shares were fully paid; and apart from the common shares held as treasury shares, no other shares of the Company were held by the Company or its subsidiaries.

For a history of our share capital for the last three years, please see Note 20 to the Consolidated Financial Statements included in this Annual Report.

## Voting Rights

Save where a greater majority is required by the Companies Act 1981 of Bermuda (as amended) (the “Companies Act”) or our bye-laws, under Bermuda law and our bye-laws, questions brought before a general meeting are decided by a simple majority vote of shareholders present or represented by proxy. Subject to any rights or restrictions attached to any class of shares, each shareholder is entitled to one vote for each share held. Matters will be decided by way of votes cast on a show of hands, unless a poll is demanded.

If a poll is demanded, each shareholder who is entitled to vote and who is present in person or by proxy has one vote for each common share entitled to vote on such question. A poll may only be demanded under our bye-laws by:

- the chairman of the meeting;
- at least three shareholders present in person or represented by proxy;
- any shareholder or shareholders present in person or represented by proxy and holding between them not less than one-tenth of the total voting rights of all shareholders having the right to vote at such meeting; or
- a shareholder or shareholders present in person or represented by proxy holding shares conferring the right to vote at such meeting, being common shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all such common shares conferring such right.

No shareholder shall, unless our board of directors otherwise determines, be entitled to vote at any general meeting unless all calls or other sums presently payable by that shareholder in respect of all shares held by such shareholder have been paid.

#### Dividend Rights

Under Bermuda law, a company may declare and pay dividends unless there are reasonable grounds for believing that the company is, or after the payment would be, unable to pay its liabilities as they become due or that the realizable value of the company's assets would thereby be less than its liabilities.

Under our bye-laws, each share is entitled to a dividend if, as and when dividends are declared by our board of directors. Our board of directors may determine that any dividend may be paid in cash or will be satisfied in paying up in full in our common shares to be issued to the shareholders credited as fully paid or partly paid or partly in one way and partly the other. Our board of directors may also pay any fixed cash dividend which is payable on any of our common shares half-yearly or on other dates, whenever our position, in the opinion of our board of directors, justifies such payment.

Dividends, if any, on our common shares will be paid at the discretion of our board of directors if it appears to our board of directors to be justified by the position of the Company and will depend on our future operations and earnings, capital requirements, surplus and general financial conditions, as our board of directors may deem relevant. No dividend shall be paid to the Company in respect of shares held by the Company as treasury shares.

We have not paid any cash dividends on our common shares since October 1999. Previously, we paid cash dividends as a private company as a means to distribute earnings to shareholders. Beginning in October 1999, we have focused on the implementation of our growth plans, and we have retained earnings in furtherance of such plans. Our board of directors reviews its options for the use of cash on a regular basis, including whether or not to pay any cash dividends.

#### Purchase by a Company of its Own Common Shares

We may purchase our own common shares out of the capital paid up on the common shares in question or out of funds that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of common shares made for the purposes of the purchase. We may not purchase our shares if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay

its liabilities as they become due, or as a result, our issued share capital would be reduced below the minimum capital specified in our memorandum of association.

However, to the extent that any premium is payable on the purchase, the premium must be provided out of the funds of a company that would otherwise be available for dividend or distribution or out of a company's share premium account. Any common shares purchased by a company are treated as cancelled and the amount of the company's issued capital is diminished by the nominal value of the shares accordingly but shall not be taken as reducing the amount of the company's authorized share capital. However, a company may also purchase its own shares, to be held as treasury shares, if authorized to do so by its memorandum of association or bye-laws. A proposed resolution for the amendment of our bye-laws, to authorize us to purchase our own shares, to be held as treasury shares, was put forth to our shareholders for approval at our Annual General Meeting, held on June 18, 2007 (Hong Kong time). The resolution was approved by our shareholders, so we are now able to acquire our own shares and hold them as treasury shares, subject always of course to the provisions of the Companies Act, to our bye-laws, to the securities laws of the United

States and to the rules of Nasdaq. On February 4, 2008, we announced via a press release that our board of directors had authorized a program to repurchase up to \$50 million of our common shares in the open market or through private transactions, from time to time, as business conditions warrant, but on the basis that we are not obligated to repurchase any specific number of shares and that the program may be suspended or terminated at any time at our management's discretion. The timing and amount of the repurchase of shares (if any) will be determined by our management, based on its evaluation of market conditions and other factors. As of February 28, 2013, no repurchases of our common shares have been made under this program.

On November 21, 2008, we commenced a tender offer for the purchase of up to 6.25 million of our common shares, or approximately 13.4% of our total common shares then issued and outstanding, at a total purchase price of up to \$50.0 million or \$8.00 per share. The tender offer expired on December 19, 2008. Our common shares that were properly tendered and not properly withdrawn were greater than the number of shares that we offered to purchase. Consequently, we accepted for purchase on a pro rata basis 6.25 million of the shares properly tendered and not properly withdrawn by shareholders. We are holding the repurchased shares as treasury shares, which are disclosed as such on our balance sheet as of December 31, 2012.

On June 30, 2010, we commenced a tender offer for the purchase of up to 11,121,000 of our common shares, or approximately 24.9% of our total issued and outstanding common shares as of April 30, 2010, at a total purchase price of up to \$100,089,000 or \$9.00 per share. The tender offer expired on July 28, 2010. Our common shares that were properly tendered and not properly withdrawn were greater than the number of shares that we offered to purchase. Consequently, we accepted for purchase on a pro rata basis 11,107,023 and on an "odd lot" basis 13,977 of the shares properly tendered and not properly withdrawn by shareholders. We are holding the repurchased shares as treasury shares, which are disclosed as such on our balance sheet as of December 31, 2012.

#### Preemptive Rights

Our bye-laws do not provide the holders of our common shares with preemptive rights in relation to any issues of common shares held by us or any transfer of our shares.

#### Variation of Rights

We may issue more than one class of shares and more than one series of shares in each class. If we have more than one class of shares, the rights attached to any class of shares may be altered or abrogated either:

- with the consent in writing of the holders of not less than seventy-five percent of the issued common shares of that class; or
- with the sanction of a resolution passed at a separate general meeting of the holders of such common shares, voting in proxy or present, at which a quorum is present.

Our bye-laws provide that a quorum for such a meeting shall be two persons present in person or by proxy representing a majority of the shares of the relevant class. Our bye-laws also specify that the creation or issue of shares ranking on parity with existing shares will not, subject to any statement to the contrary in the terms of issue of those shares or rights attached to those shares, vary the special rights attached to existing shares.

#### Change of Control



Our bye-laws have two provisions that could delay a change of control. The first is the classified board, which means that only a portion of the directors come up for election every year, thus delaying a change in the composition of our board of directors. The second is the “Business Combinations” bye-law (bye-laws 155-163), which requires the approval of sixty-six and two-thirds percent (66 ⅔ %) of shareholders voting at a general meeting, over and above any other approvals required by our bye-laws to permit certain mergers, amalgamations or similar transaction to go forward.

#### Transfer of Common Shares

Subject to the Companies Act and the “Transfer Restrictions” section below, under our bye-laws, a shareholder may transfer title to all or any of his shares by completing an instrument of transfer in the usual common form or in such other form as our board of directors may approve.

### Transfer Restrictions

Our board of directors may in its absolute discretion and without assigning any reason refuse to register the transfer of any share that is not fully paid.

Our board of directors may refuse to register an instrument of transfer of a share unless it:

- is duly stamped, if required by law, and lodged with us;
- is accompanied by the relevant share certificate and such other evidence of the transferor's right to make the transfer as our board of directors shall reasonably require;
- has obtained, where applicable, permission of the Bermuda Monetary Authority; and
- is in respect of only one class of shares.

A "blanket" authorization has been obtained from the Bermuda Monetary Authority for all transfers of our common shares between persons who are not resident in Bermuda for exchange control purposes, provided our common shares remain listed on an "appointed stock exchange" (which includes listing on Nasdaq).

### Transmission of Shares

In the event of the death of a shareholder, the survivor or survivors, where the deceased shareholder was a joint holder, or the legal personal representative of such shareholder, including executors and administrators, shall be the only persons recognized by us as having any title to the shareholder's shares.

### Disclosure of Interests

Our bye-laws provide that a director who has at least a five percent interest, directly or indirectly, in an entity that is interested in a contract or proposed contract or arrangement with us, shall declare the nature of such interest at the first opportunity at a meeting of our board of directors, or by writing to our board of directors. If the director has complied with the relevant sections of the Companies Act and our bye-laws with regard to the disclosure of his interest, the director may vote at a meeting of our board of directors or a committee thereof on a contract, transaction or arrangement in which that director is interested and he will be taken into account in ascertaining whether a quorum is present.

Under Bermuda law, the Company may not make loans to its directors unless approved by a majority of the shareholders holding 90% of the voting rights.

### Rights in Liquidation

Under Bermuda law, in the event of liquidation, dissolution or winding-up of a company, after satisfaction in full of all claims of creditors and subject to the preferential rights accorded to any series of preference shares, the proceeds of such liquidation, dissolution or winding-up are distributed among the holders of shares in accordance with a company's bye-laws.

Under our bye-laws, if we are wound up, the liquidator may, with the sanction of a resolution from us and any sanction required by the Companies Act, divide amongst the shareholders in specie or kind the whole or part of our assets, whether they shall consist of property of the same kind or not, and may for such purposes set such values as he deems fair upon any property to be divided as set out above and may determine how such division shall be carried out as between the shareholders.

#### Meetings of Shareholders

Under Bermuda law, a company is required to convene at least one general shareholders' meeting as an Annual General Meeting per calendar year, unless according to the provisions of the Companies Act, shareholders elect to dispense with the holding of annual general meetings. The directors of a company, notwithstanding anything in its bye-laws, shall, on the requisition of the shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the company carrying the right of vote, proceed duly to convene a special general meeting.

Under the Companies Act, our board of directors may convene a special general meeting whenever in their judgment such a meeting is necessary. Unless the bye-laws of a company specify longer period otherwise, Bermuda law requires that shareholders be given at least five days' notice of a meeting of the company. Our bye-laws extend this period to provide that at least 21 days' written notice of a general meeting must be given to those shareholders entitled to receive such notice. The accidental omission to give notice to or non-receipt of a notice of a meeting by any person does not invalidate the proceedings of a meeting.

Our bye-laws provide that no business can be transacted at a general meeting unless a quorum of at least two shareholders representing a majority of the issued shares of the company are present in person or by proxy and entitled to vote. A shareholder present at a general meeting or a meeting of a class of shareholders in person or by proxy shall be deemed to have received appropriate notice of the meeting.

Under our bye-laws, notice to any shareholders may be delivered either personally, by electronic means or by sending it through the post, by airmail where applicable, in a pre-paid letter addressed to the shareholder at his address as appearing in the register of shareholders or by delivering it to, or leaving it at such registered address or, in the case of delivery by electronic means, by delivering it to the shareholder at such address as may be provided to the company by the shareholder for such purpose. A notice of a general meeting is deemed to be duly given to the shareholder if it is sent to him by cable, telex, telecopier or electronic means. Any such notice shall be deemed to have been served twenty-four hours after its dispatch.

#### Access to Books and Records and Dissemination of Information

Under Bermuda law, members of the general public have the right to inspect the public documents of a company available at the office of the Bermuda Registrar of Companies. These documents include a company's certificate of incorporation, its memorandum of association (including its objects and powers) and any alteration to the memorandum of association and address of registered office and resident representative.

Our shareholders and directors have the additional right to inspect our bye-laws, our minute books and our audited financial statements, which, unless agreed by all shareholders and directors, must be presented at an annual general meeting. For the avoidance of doubt, with respect to the aforesaid inspection of our minute books, our shareholders only have the right under our bye-laws to inspect minutes of shareholder meetings.

Our bye-laws provide that our register of shareholders is required to be open for inspection during normal business hours by shareholders without charge and to members of the general public on the payment of a fee. A company is required to maintain its share register in Bermuda but may, subject to the provisions of the Companies Act, establish one or more branch register outside of Bermuda. We have established a branch register with our transfer agent, Computershare Trust Company, N.A., 250 Royall Street, Canton, MA 02021, U.S.A.

Under Bermuda law, a company is required to keep at its registered office a register of its directors and officers that is open for inspection for not less than two hours in each day by members of the public without charge. Our bye-laws extend this obligation to provide that the register of directors and officers be available for inspection by the public during normal business hours. Bermuda law does not, however, provide a general right for shareholders to inspect or obtain copies of any other corporate records.

#### Election or Removal of Directors

Our bye-laws provide that the number of directors will be such number not less than two, as our shareholders by resolution may from time to time determine. A director of a Bermuda company will serve until his successor is appointed or his prior removal in the manner provided by the Companies Act or the bye-laws of a Bermuda company. Our bye-laws provide that at each annual general meeting one-third of the directors will retire from office on a rotational basis based on length of time served. A director is not required to hold shares in a company to qualify to join our board, and once appointed may sit on our board regardless of age, unless the bye-laws provide otherwise. Our bye-laws do not require qualifying shares to join our board and do not set age limits for directors who serve on our board. All directors must provide written acceptance of their appointment within thirty days of their appointment.

Our board of directors has the power at any time and from time to time to appoint any individual to be a director so as to fill a casual vacancy. As set forth in our bye-laws, a casual director so appointed shall hold office only until the next following annual general meeting, and if not reappointed at such annual general meeting, shall vacate office. Our board may approve the appointment of alternate directors.

We may, in a special general meeting called for this purpose, remove a director, provided notice of such meeting is served upon the director concerned not less than fourteen days before the meeting and he shall be entitled to be heard at that meeting.

The office of a director will be vacated in the event of any of the following:

- if he resigns his office by notice in writing to be delivered to our registered office or tendered at a meeting of our board of directors;
- if he becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health, and our board of directors resolves that his office is vacated;
- if he becomes bankrupt under the law of any country or compounds with his creditors;
- if he is prohibited by law from being a director;
- if he ceases to be a director by virtue of the Companies Act or our bye-laws, or is removed from office pursuant to our bye-laws;
- if he (or his alternate director, if any) is absent from more than three consecutive board of directors' meetings without the permission of our board of directors and our board of directors resolves that his office be vacated; or
- if he is requested to resign in writing by not less than three quarters of the other directors.

#### Amendment of Memorandum of Association and Bye-Laws

Bermuda law provides that the memorandum of association of a company may be amended by a resolution passed at a general meeting of the shareholders of which due notice has been given. An amendment to a memorandum of association does not require the consent of the Minister of Finance save for specific circumstances, for example, the adopting of any objects which constitute restricted business activities under the Companies Act.

Under Bermuda law, the holders of an aggregate of no less than 20% in par value of a company's issued share capital or any class of issued share capital have the right to apply to the Supreme Court of Bermuda (the "Bermuda Court") for an annulment of any amendment of the memorandum of association adopted by shareholders at any general meeting, other than an amendment that alters or reduces a company's share capital as provided in the Companies Act. Where an application is made, the amendment becomes effective only to the extent that it is confirmed by the Bermuda Court. An application for the annulment of an amendment of the memorandum of association must be made within 21 days after the date on which the resolution altering the company's memorandum of association is passed and may be made on behalf of the person entitled to make the application by one or more of their number as they may appoint in writing for the purpose. No application may be made by persons voting in favor of the amendment.

Our bye-laws provide that they may be amended in the manner provided for in the Companies Act. The Companies Act provides that the directors may amend the bye-laws, provided that any such amendment shall be operative only to the extent approved by the shareholders.

#### Transactions with Interested Shareholders

Our bye-laws prohibit us from engaging in a business combination with any interested shareholder unless the business combination is approved by at least two-thirds of the holders of our voting shares (other than shares held by that interested shareholder or any affiliate or associate of such interested shareholder), voting together as a single class, or by a simple majority if the business combination is approved by a majority of continuing directors or if certain prescribed conditions are met assuming that we will receive fair market value in exchange for such business combination. In this context, a “business combination” includes, among others, (i) any mergers, (ii) any asset sales and other material transactions resulting in a benefit to the interested shareholder or any of its affiliates or associates or (iii) the adoption of a plan for our liquidation or dissolution; an “affiliate” or an “associate” have respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended; a “continuing director” is a member of our board of directors that is not an affiliate or associate or representative of an interested shareholder and was a member of our board prior to such person becoming an interested shareholder; and an “interested shareholder” is any person (other than us or any of our subsidiaries, any employee benefit or other similar plan or any of our shareholders that received our shares in connection with our share exchange in 2000 prior to the listing of our shares on Nasdaq) that owns or has announced its intention to own, or with respect to any of our affiliates or associates, within the prior two years did own, at least 15% of our voting shares.

## Appraisal Rights and Shareholder Suits

### Amalgamation and Merger

The Companies Act provides that, subject to the terms of a company's bye-laws, both the amalgamation and the merger of a Bermuda company with another company requires the amalgamation agreement or the merger agreement (as applicable) to be approved by the board of directors and at a meeting of the shareholders by a majority vote of seventy-five percent of the members present and entitled to vote at that meeting in respect of which the quorum shall be two persons holding or representing at least one-third of the issued shares of the company or class, as the case may be.

Our bye-laws alter the majority vote required and provide that any resolution submitted for the consideration of shareholders at any general meeting to approve a proposed amalgamation with another company also requires the approval of two-thirds of the votes of disinterested shareholders cast at such meeting.

Under Bermuda law, in the event of an amalgamation or a merger of a Bermuda company, a shareholder who did not vote in favor of the amalgamation or the merger and who is not satisfied that fair value has been offered for such shareholder's shares, may apply to the Bermuda Court within one month of notice of the meeting of shareholders to appraise the fair value of those shares.

### Class Actions and Derivative Actions

Class actions and derivative actions are generally not available to shareholders under Bermuda law. Under Bermuda law, a shareholder may commence an action in the name of a company to remedy a wrong done to the company where the act complained of is alleged to be beyond the corporate power of the company, or is illegal or would result in the violation of the company's memorandum of association or bye-laws. Furthermore, consideration would be given by a Bermuda court to acts that are alleged to constitute a fraud against the minority shareholders or, for instance, where an act requires the approval of a greater percentage of the company's shareholders than those who actually approved it.

When the affairs of a company are being conducted in a manner which is oppressive or prejudicial to the interests of some part of the shareholders, one or more shareholders may apply to the Bermuda Court, which may make such order as it sees fit, including an order regulating the conduct of the company's affairs in the future or ordering the purchase of the shares of any shareholders, by other shareholders or by the company.

### Capitalization of Profits and Reserves

Under our bye-laws, our board of directors may resolve to capitalize all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of our share premium account; and accordingly make that amount available for distribution among the shareholders who would be entitled to it if distributed by way of a dividend in the same proportions and on the footing that the same may be paid not in cash but be applied:

- in or towards paying up amounts unpaid on any of our shares held by the shareholders;
- in payment up in full of our unissued shares, debentures or other obligations, to be allotted and credited as fully paid amongst such shareholders; or



- partly in one way and partly in the other.

As a proviso to the foregoing, the share premium account may be applied only in paying up unissued shares to be issued to shareholders credited as fully paid, and provided, further, that any sum standing to the credit of a share premium account may only be applied in crediting as fully paid shares of the same class as that from which the relevant share premium was derived.

#### Registrar or Transfer Agent

Our transfer agent and branch registrar is Computershare Investor Services, LLC. In addition to a register held by Computershare Trust Company, N.A., a register of holders of the shares is maintained by Appleby Services (Bermuda) Ltd. in Bermuda located at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

#### Personal Liability of Directors and Indemnity

The Companies Act requires every officer, including directors, of a Bermuda company in exercising powers and discharging duties, to act honestly and in good faith with a view to the best interests of the company, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Companies Act further provides that any provision whether contained in the bye-laws of a Bermuda company or in any contract between the company and any officer, including a director, or any person employed by the company as auditor exempting such officer or person from, or indemnifying him against, any liability which by virtue of any rule of law would otherwise attach to him, in respect of any fraud or dishonesty of which he may be guilty in relation to the company, shall be void.

Under our bye-laws, every director, officer, resident representative and committee member shall be indemnified out of our funds against all liabilities, loss, damage or expense, including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable, incurred or suffered by him as director, officer, resident representative or committee member; provided that the indemnity contained in the bye-laws will not extend to any matter which would render it void under the Companies Act as discussed above.

Our bye-laws also contain provisions for the advancement of funds to our directors, officers and other indemnified persons for expenses incurred in defending legal proceedings against them arising from the course of their duties. At our Annual General Meeting on June 11, 2008, our shareholders approved amendments to our bye-laws to provide more specifically that if any fraud or dishonesty on the part of the director, officer or other indemnified person concerned is proved, any such funds advanced to him or her must be repaid. These amendments conformed our bye-laws with changes to the Companies Act.

#### Material Contracts

We do not believe any of our outstanding contracts to be material to the operation of our company, taken as a whole.

#### Exchange Controls

#### Bermuda Law

We have been designated as a non-resident under the Exchange Control Act of 1972 by the Bermuda Monetary Authority. This designation will allow us to engage in transactions in currencies other than the Bermuda dollar.

The Registrar of Companies in Bermuda has neither approved nor disapproved of the securities to which this document relates, nor passed on the accuracy or adequacy of this document and accepts no responsibility for the financial soundness of any proposals or the correctness of any statements made or opinions expressed with regard to such securities. Approvals or permissions received from the Bermuda Monetary Authority do not constitute a guarantee by the Bermuda Monetary Authority as to our performance or our creditworthiness. Accordingly, in giving

such approvals or permissions, the Bermuda Monetary Authority will not be liable for our performance or default or for the correctness of any opinions or statements expressed in this document.

The transfer of common shares between persons regarded as resident in Bermuda for exchange control purposes and the issue of common shares to such persons may be effected without specific consent under the Exchange Control Act and regulations thereunder. Issues and transfers of common shares to any person regarded as non-resident in Bermuda for exchange control purposes require specific prior approval from the Bermuda Monetary Authority under the Exchange Control Act.

There are no limitations on the rights of persons regarded as non-resident of Bermuda for foreign exchange control purposes owning our shares. Because we have been designated as a non-resident for Bermuda exchange control purposes, there are no restrictions on our ability to transfer funds, other than funds denominated in Bermuda dollars, in and out of Bermuda or to pay dividends to non-Bermuda residents who are holders of our shares, other than in respect of local Bermuda currency.

Under Bermuda law, share certificates are only issued in the names of corporations, partnerships or individuals. In the case of an applicant acting in a special capacity, for example an executor or a trustee, certificates may, at the request of the applicant, record the capacity in which the applicant is acting.

Notwithstanding the recording of any such special capacity, we are not bound to investigate or incur any responsibility in respect of the proper administration of any such estate or trust.

We will take no notice of any trust applicable to any of our common shares whether or not we had notice of such trust.

- As an “exempted company”, we are exempt from Bermuda laws which restrict the percentage of share capital that may be held by non-Bermudians. However, as an exempted company, subject to the Companies Act, we are generally not permitted to participate in most business transactions and activities of any kind or type conducted from within Bermuda, including those which involve land in Bermuda, except in furtherance of our business carried on outside Bermuda or under a license granted by the Minister of Finance of Bermuda.

## Taxation

### Bermuda Taxation

This summary is based on laws, regulations, treaty provisions and interpretations now in effect and available as of the date of this Form 20-F. The laws, regulations, treaty provisions and interpretations, however, may change at any time, and any change could be retroactive to the date of issuance of our common shares. These laws, regulations and treaty provisions are also subject to various interpretations, and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below.

We have received from the Minister of Finance a written undertaking under the Exempted Undertakings Tax Protection Act, 1966 (as amended) of Bermuda, to the effect that in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax shall not be applicable to us or to any of our operations or to our shares, debentures or other obligations until March 31, 2035. These assurances are subject to the proviso that they are not construed so as to prevent the application of any tax or duty to such persons as are ordinarily resident in Bermuda or to prevent the imposition of property taxes on any company owning real property or leasehold interests in Bermuda.

Currently there is no Bermuda withholding tax on dividends that may be payable by us in respect to the holders of our common shares. No income, withholding or other taxes or stamp duty or other duties are imposed upon the issue, transfer or sale of the shares or on any payment thereunder. There is no reciprocal income tax treaty affecting us exists between Bermuda and the United States.

As an exempted company, we and our Bermuda subsidiaries are liable to pay in Bermuda an annual government fee calculated on a sliding scale basis by reference to our and our Bermuda subsidiaries’ respective assessable capital, which is the aggregate of our and our Bermuda subsidiaries’ respective authorized share capital and the premium on our and our Bermuda subsidiaries’ respective issued shares. For each of the years 2012 and 2013, the applicable annual government fees were US\$10,455.00 per year for us and US\$1,995.00 per company per year for each of our two Bermuda subsidiaries. These amounts have already been paid.

## Documents on Display

### Where You May Find More Information

We are required to comply with the reporting requirements of the Securities Exchange Act of 1934, as amended, applicable to a foreign private issuer. We will file annually a Form 20-F no later than four months after the close of our fiscal year, which is December 31. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. We will furnish our shareholders with annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with International Financial Reporting Standards (“IFRS”) as issued by the IASB. We may, although we are not obligated to do so, furnish our shareholders with quarterly reports by mail with the assistance of a corporate services provider, which may include unaudited interim financial information. We may discontinue providing quarterly reports at any time without prior notice to our shareholders.

Our reports and other information, when so filed, may be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission at Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. Copies of such material may be obtained from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates.

These reports and other information may also be inspected at the offices of the NASDAQ Global Market, 1735 K Street, N.W., Washington, D.C. 20006.

#### ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our activities expose us to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, and cash flow interest rate risk), credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on our financial performance.

Risk management is carried out by a group of senior management personnel. This particular group identifies, evaluates and takes appropriate measures to alleviate financial risks in close co-operation with our operating units. The board of directors provide direction for overall risk management, covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

- (a) Market risk
- (i) Foreign exchange risk

We operate internationally and are exposed to foreign currency risk arising from various currency exposures, primarily with respect to the Chinese Renminbi (“RMB”). Foreign currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations. A majority of our contracts with customers are denominated and priced in foreign currencies. The conversion of these contract proceeds to USD could result in losses and reflects the foreign exchange risk assumed by us between contract signing and the conversion of cash into USD.

We have not engaged in foreign currency hedging activities. Historically a majority (ranging between 98% to 99%) of the revenue is denominated in USD or is received in the Hong Kong Dollar (“HKD”), which is currently pegged to the USD, the RMB which historically remained relatively stable but strengthened during the past two years against the USD and the New Taiwan Dollar (“TWD”) which is relatively stable against USD.

We have certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of our foreign operations is managed primarily through identification of the specific risks and taking appropriate measures to alleviate the risk.

At December 31, 2012, if the RMB had weakened/strengthened by 1% (2011: 4%; 2010: 3%) against the USD with all other variables held constant, profit for the year would have been \$1.0 million (2011: \$2.4 million; 2010: \$0.8 million) lower/higher as a result of foreign currency gains/losses on translation of RMB denominated monetary assets and liabilities.

- (ii) Cash flow and fair value interest rate risk

We have no interest-bearing borrowings as of December 31, 2012 and 2011. Our exposure to changes in market interest rates is mainly attributable to our interest-bearing assets including available-for-sale financial assets, term deposits with banks and cash and cash equivalents. As of December 31, 2012 and December 31, 2011, the term deposits with banks are all fixed interest rate instruments and the available-for-sale securities are highly liquid and are short term in nature. Therefore interest rate risk is considered to be insignificant.

(iii) Credit risk

Credit risk arises from investments in checking and savings accounts, debt securities issued by U.S. Treasury, term deposits with banks, available-for-sale securities, accounts receivable and receivables from sales representatives.

We maintain checking, money market accounts, term deposits with banks, debt securities issued by U.S. Treasury held in custody with banks and available-for-sale securities with high quality institutions. We have a large number of customers, operate in different geographic areas and generally do not require collateral on accounts receivable or receivables from sales representatives. We generally collect in advance from customers in markets with higher credit risk. In addition, we are continuously monitoring the credit transactions and maintain impairment allowance where necessary.

Our maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Available-for-sale financial assets are highly liquid instruments maintained with reputable institutions. Accounts receivable and receivables from sales representatives that are neither past due nor impaired are substantially companies with a good collection track record with us.

In the years ended December 31, 2012 and December 31, 2011, we derived more than 90% of our revenue from customers in the Asia-Pacific region. We expect that a majority of our future revenue will continue to be generated from customers in this region. Future political or economic instability in the Asia-Pacific region could negatively impact our business.

(iv) Liquidity risk

Cash flow forecasting is performed in our operating entities and aggregated by our finance personnel. Our finance personnel monitor rolling forecasts of our liquidity requirements to ensure it has sufficient cash to meet operational needs.

We invest our excess cash in term deposits with commercial banks, U.S. Treasury securities and available-for-sale securities to generate income from interest received as well as capital gains, while the funds are held to support our business.

Generally, we hold securities with specified maturity dates such as U.S. Treasury Bills until their maturity. We do not engage in buying and selling of securities with the objective of generating profits on short-term differences in price or for other speculative purposes. Our objective is to invest to support our capital preservation strategy.

Our financial liabilities which consist of accounts payable and accrued liabilities are due within 12 months and their contractual undiscounted cash flows approximate their carrying amount as the impact of discounting is not significant.

(v) Capital risk management

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.



In order to maintain or adjust the capital structure, we may return capital to shareholders and issue new shares. Currently we have no external borrowings and are not subject to any externally imposed capital requirements. We define the total equity as our capital.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES  
– (Not applicable)

120

---

PART II

All financial information contained in this document is expressed in United States Dollars, unless otherwise stated.

ITEM 13.                   DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

- (Not applicable)

ITEM 14.   MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS - (Not applicable)

ITEM 15.                   CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15(e) and 15d-15(e) under the Exchange Act, management, with the participation of our Executive Chairman and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Executive Chairman and Chief Financial Officer, as appropriate to allow timely decisions regarding our required disclosure.

Based on the foregoing, management with the participation of the Executive Chairman and Chief Financial Officer have concluded that, as of December 31, 2012, the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

Report of Management on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act.

Internal control over financial reporting refers to a process designed by, or under the supervision of, our Executive Chairman and Chief Financial Officer and effected by our Board of Directors, Management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and members of our board of directors; and

-

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management evaluated the effectiveness of our internal control over financial reporting as of December 31, 2012 using the framework set forth in the report of the Treadway Commission's Committee of Sponsoring Organizations ("COSO"), "Internal Control — Integrated Framework."

Based on the foregoing, management has concluded that our internal control over financial reporting was effective as of December 31, 2012. Our independent registered public accounting firm, PricewaterhouseCoopers LLP, has issued an audit report on our internal control over financial reporting, which is included herein.

#### Changes to Internal Controls

Management has evaluated, with the participation of our Executive Chairman and Chief Financial Officer, whether any changes in our internal control over financial reporting that occurred during our last fiscal year have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on the evaluation we conducted, management has concluded that no such changes have occurred.

#### ITEM 15T. CONTROLS AND PROCEDURES - (Not applicable)

#### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our audit committee financial expert is Roderick Chalmers, an independent director. Our other two audit committee members are David F. Jones and James Watkins, who are also independent directors.

#### ITEM 16B. CODE OF ETHICS

We have adopted a Code of Ethics that applies to our directors, officers (including our chief executive officer, chief financial officer, chief accounting officer or controller and other persons performing similar functions) and employees. Our Code of Ethics is available on our website at [www.corporate.globalsources.com](http://www.corporate.globalsources.com).

During 2012, the Company did not grant any waiver, including any implicit waiver, from any provision of the Code of Ethics to the executive chairman, the chief executive officer, chief financial officer, chief accounting officer or controller or other person performing similar functions.

#### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers LLP served as our independent registered public accounting firm from August 2008.

The following table shows the aggregate audit fees, audit-related fees, tax fees and all other fees for the services provided by PricewaterhouseCoopers LLP for 2012 and 2011:

|                    | Year ended<br>December 31, |           |
|--------------------|----------------------------|-----------|
|                    | 2012                       | 2011      |
| Audit fees         | \$1,033,002                | \$923,350 |
| Audit-related fees | 28,651                     | 14,720    |
| Total              | \$1,061,653                | \$938,070 |
| Tax fees           | 28,577                     | 27,586    |
| Total fees         | \$1,090,230                | \$965,656 |

Audit fees include fees associated with the review of the Company's annual financial statements and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

The audit-related fees billed to the Company by PricewaterhouseCoopers LLP for the fiscal year ended December 31, 2011, were fees for services relating to accounting workshops and training conducted for the Company. The audit-related fees for year 2012 were fees for services relating to accounting workshops and training conducted for the Company.

Tax fees for year 2011 for tax compliance, tax advice and tax planning consisted of review of tax returns for six subsidiaries of the Company, filing of Quarterly VAT returns for a subsidiary and permissible tax compliance advice. For year 2012 such fees consisted of review of tax returns for six subsidiaries of the Company and filing of Quarterly VAT returns for a subsidiary.

## Audit Committee's Pre-approval Policies and Procedures

Our Audit Committee nominates and engages our independent registered public accounting firm to audit our financial statements. Our Audit Committee also requires management to obtain the Audit Committee's approval on a case-by-case basis before engaging our independent registered public accounting firm to provide any audit or permitted non-audit services to us or our subsidiaries.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES  
- (Not applicable)

## ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

| Period                                | Issuer purchases of equity securities |  |  |  |
|---------------------------------------|---------------------------------------|--|--|--|
|                                       | Total number of shares purchased      | Average price paid per share (in U.S. Dollars) | Total number of shares purchased as part of publicly announced plans or programs | Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs |
| December 1, 2008 to December 31, 2008 | 6,250,000                             | 8.0  | 6,250,000  | Nil  |
| August 1, 2010 to August 31, 2010     | 11,121,000                            | 9.0  | 11,121,000   | Nil  |

On November 21, 2008, we commenced a tender offer for the purchase of up to 6.25 million of our common shares, or approximately 13.4% of our total common shares then outstanding, at a total purchase price of up to \$50.0 million or \$8.00 per share. The tender and offer expired on December 19, 2008. Our common shares that were properly tendered and not properly withdrawn were greater than the number of shares that we offered to purchase. Consequently, we accepted for purchase on a pro rata basis 6.25 million of the shares properly tendered and not properly withdrawn by shareholders. We are holding the repurchased shares as treasury shares, which are disclosed as such on our balance sheet as of December 31, 2012 and 2011.

On June 30, 2010, we commenced a tender offer for the purchase of up to 11,121,000 of our common shares, or approximately 24.9% of our total outstanding common shares as of April 30, 2010, at a total purchase price of up to \$100,089,000 or \$9.00 per share. The tender offer expired on July 28, 2010. Our common shares that were properly tendered and not properly withdrawn were greater than the number of shares that we offered to purchase. Consequently, we accepted for purchase on a pro rata basis 11,107,023 and on an "odd lot" basis 13,977 of the shares properly tendered and not properly withdrawn by shareholders. We are holding the repurchased shares as treasury shares, which are disclosed as such on our balance sheet as of December 31, 2012 and 2011.

## ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT - (Not applicable)

## ITEM 16G. CORPORATE GOVERNANCE - (Not applicable)



PART III

All financial information contained in this document is expressed in United States Dollars, unless otherwise stated.

ITEM 17. FINANCIAL STATEMENTS  
– (Not applicable)

ITEM 18. FINANCIAL STATEMENTS

As provided in Item 8, the Company has presented its financial statements in accordance with International Financial Reporting Standards as issued by the IASB in lieu of Item 18.



ITEM 19.

EXHIBITS

EXHIBIT INDEX

Exhibit No. Description

- 1.1 Memorandum of Association of the Company. \*
- 1.2 Bye-laws of the Company. \*
- 1.3 Amendments to the bye-laws of Global Sources Ltd., as approved at the May 6, 2002 Annual General Meeting of Shareholders. ++
- 2.1 Specimen Certificate. \*
- 4.2 Form of executive officer employment agreement. \*
- 4.3 Employment Agreement dated November 1, 1999, by and between Trade Media Holdings Limited and Merle Hinrich. \*
- 4.4 Amendment to Employment Agreement dated January 19, 2000, between Trade Media Holdings Limited and Merle Hinrich. \*
- 4.5 Employment Agreement dated as of January 29, 2000, by and between LER Corporation and Merle Hinrich. \*
- 4.6 Form of Restricted Stock Award and Agreement, dated as of January 29, 2000, by and between LER Corporation and Merle Hinrich. \*
- 4.7 Amendment No.1 to Restricted Stock Award and Agreement dated as of February 29, 2000, by and between LER Corporation and Merle Hinrich. \*
- 4.18 Form of The Global Sources Employee Equity Compensation Plan No. IV. \*\*
- 4.19 Form of The Global Sources Employee Equity Compensation Plan No. V. \*\*
- 4.20 Form of The Global Sources Employee Equity Compensation Plan No. VI. \*\*\*
- 4.21 Form of The Global Sources Employee Equity Compensation Plan No. VII. \*\*\*\*\*
- 4.22 Global Sources' Code of Ethics (updated effective as of July 1, 2009) (approved and adopted by the Board of Directors on July 1, 2009). \*\*\*\*\*
- 4.23 Form of The Global Sources Employee Equity Compensation Plan No. V (Amended). \*\*\*\*\*
- 4.24 Placement Agency Agreement dated March 17, 2005, between the Company and W.R. Hambrecht & Co. LLC. #
- 4.25 Form of Purchase Agreement between the Company and certain purchasers of the common shares. #
- 4.26 Shenzhen International Chamber of Commerce Tower Subscription Agreement dated July 5, 2004 (English translation). ++++
- 4.27 Real Estate Sales Contract of Shenzhen (Presale) dated August 31, 2004 (English translation). ++++
- 4.28 Supplemental Agreement to the Contract on Purchasing Shenzhen International Commercial Chamber Center Premises dated August 31, 2004 (English translation). ++++
- 4.29 Summary Table of Property Units and Payment Amounts. ++++
- 4.30 Supplementary Agreement Concerning Alteration of Payment Method dated December 3, 2004 (English translation). ++++
- 4.31 Sale and Purchase Agreement, dated May 24, 2006, by and between IDG Technology Venture Investment, Inc., Trade Media Holdings Limited and

- International Data Group, Inc. ~
- 4.32 Call Option Deed Relating to Shares in HC International, Inc., dated May 24, 2006, between Trade Media Holdings Limited and other parties thereto. ~
- 4.33 Call Option Deed Relating to Equity Interest in Beijing Huicong International Information Co., Ltd., dated May 24, 2006, between Trade Media Holdings Limited and HC Construction Co., Ltd. ~
- 4.34 The Global Sources Ltd. Directors Purchase Plan (as of 5 November 2005). ++++++
- 4.35 The Global Sources Equity Compensation (2007) Master Plan. ++++++
- 4.36 The Global Sources Share Grant Award Plan. ++++++
- 4.37 The Global Sources Retention Share Grant Plan. ++++++
- 4.38 Sale and Purchase Agreement, dated December 10, 2007, by and between Global Sources Ltd., Trade Media Holdings Limited and IDG Technology Venture Investment III, L.P. ++++++
- 4.39 The Global Sources Directors Share Grant Award Plan. ++++++
- 4.40 Directors Purchase Plan (updated effective as of January 1, 2009). ++++++
- 4.41 Real Estate Sales Contracts of Shanghai (For Office Building) and Supplementary Terms (English translation). \*\*\*\*\*
- 4.42 Summary Table of Property Units and Payment Amounts. \*\*\*\*\*
- 4.43 The Global Sources Equity Compensation (2007) Master Plan (amended effective as of January 1, 2012). ++++++
- 4.44 The Global Sources Retention Share Grant Plan II. ++++++

Exhibit No. Description

- 4.45 The Global Sources Retention Share Grant Plan II (amended effective as of May 1, 2012). ++++++++
- 4.46 The Global Sources Equity Compensation (2007) Master Plan (amended effective  
4.47 as of January 1, 2012) (as extended to December 31, 2017). ++++++++
- 4.48 Letter of intent for assignment of property of Shenzhen Excellence Times Square.
- 4.49 Agreement for sale and purchase of property in Vita Tower, Hong Kong.  
Agreement for sale and purchase of a portion of property in Southmark building,  
Hong Kong.
- 8.1 Subsidiaries of Global Sources Ltd.
- 12.1 Certification of the Principal Executive Officer pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002.
- 12.2 Certification of the Principal Financial Officer pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002.
- 13.1 Certification by the Principal Executive Officer pursuant to 18 U.S.C. Section 1350,  
as adopted pursuant to Section 906 of the Sarbanes – Oxley Act of 2002.
- 13.2 Certification by the Principal Financial Officer pursuant to 18 U.S.C. Section 1350,  
as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002.
- 14.1 Consent of Independent Accountants for incorporation of their report filed with  
Form 6-K into the Company’s previously filed Registration Statements File No.  
333-59058 and 333-62132. \*\*\*\*
- 14.2 Changes in Registrant’s Certifying Accountant. +++
- 14.3 Letter to the SEC from the Company pursuant to SEC Release No. 33-8070, dated  
April 9, 2002. \*\*\*\*
- 14.4 Consent of Independent Registered Public Accounting Firm for incorporation of  
their report filed under Form 20-F into the Company’s previously filed Registration  
Statements File No. 333-104426, 333-59058, 333-138474, 333-114411,  
333-154960 and 333-177577.
- 14.5 Consent of Savills Valuation and Professional Services Limited for incorporation of  
their valuation of properties as at December 31, 2012 and their name which appears  
in the Company’s Annual Report on Form 20-F into the Company’s previously filed  
Registration Statements File No. 333-104426, 333-59058, 333-138474,  
333-114411, 333-154960 and 333-177577.
- 14.10 Press release dated February 4, 2008 to announce share buyback program ##
- 14.11 Press release dated February 12, 2009 to announce the bonus share issue by Global  
Sources Ltd. ###
- 14.12 Letter to Securities and Exchange Commission from the Company’s previous  
Independent Registered Public Accountants. ++++++++

---

\*Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on June 30, 2000.

\*\*Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on April 5, 2001.

\*\*\*

Incorporated by reference to Form S-8 Registration Statement filed with the Securities and Exchange Commission on June 1, 2001.

\*\*\*\*Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on April 25, 2002.

~Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on June 12, 2006 and confidential treatment requested (the confidential portions of such exhibits have been omitted and filed separately with the Securities and Exchange Commission)

\*\*\*\*\*Incorporated by reference to Form S-8 Registration Statement filed with the Securities and Exchange Commission on April 10, 2003.

\*\*\*\*\*Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on April 26, 2012.

+Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on April 30, 2002.

++ Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on May 6, 2002.

+++Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on August 13, 2002.

++++Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on May 13, 2005.

+++++Incorporated by reference to Form S-8 Registration Statement filed with the Securities and Exchange Commission on November 7, 2006.

++++++Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on June 28, 2007.

+++++++Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on June 25, 2008.

+++++++Incorporated by reference to Form 20-F Annual Report of Global Sources Ltd. filed with the Securities and Exchange Commission on June 26, 2009.

+++++++Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on March 29, 2012.

+++++++Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on May 11, 2012.

+++++++Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on December 21, 2012.

# Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on March 21, 2005.

##Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on February 5, 2008.

###Incorporated by reference to Form 6-K filed with the Securities and Exchange Commission on February 12, 2009.

SIGNATURE

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

GLOBAL  
SOURCES LTD.

By: /s/ Connie  
Lai  
Connie Lai,  
Chief  
Financial Officer

Date: April 26, 2013