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GLOBAL SOURCES LTD /BERMUDA
Form S-8 POS
April 10, 2003

As filed with the Securities and Exchange Commission on April 10, 2003
Registration No. 333-62132

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

POST-EFFECTIVE
AMENDMENT NO. 1 TO

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Global Sources Ltd.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Global Sources Ltd.
Cedar House
41 Cedar Avenue
Hamilton MH 12, Bermuda
(441) 295-2244
(Address of Principal Executive Offices)

Global Sources Equity
Compensation Plans
Numbers I, II, III, IV, V, and VI
(Full title of the plans)

James J. Clark, Esq.
Cahill Gordon & Reindel
80 Pine Street
New York, NY 10005
(Name and address of agent for service)

(212) 701-3000
(Telephone number, including area code, of agent for service)

Copy to:

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(212) 701-3000

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EXPLANATORY NOTE

Global Sources Ltd., a company incorporated under the laws of Bermuda (the "Registrant"), is filing this post-effective amendment to deregister certain securities originally registered pursuant to the Registration Statement on Form S-8 filed on June 1, 2001 (file no. 333-62132) with respect to shares of the Registrant's common shares, par value \$0.01 (the "Shares"), thereby registered for offer or sale pursuant to Global Sources Equity Compensation Plans Numbers I, II, III, IV, V, and VI (the "Initial Plans"). A total of 2,557,038 shares were registered for issuance under the Initial Plans.

The Registrant has since adopted a new equity compensation plan, Global Sources Equity Compensation Plan Number VII ("ECP Plan VII"). According to the terms of ECP Plan VII, shares that were available for grant under the Initial Plans that were not granted under the Initial Plans are available for issuance under ECP Plan VII. These shares are still available under the Initial Plans. The total number of shares available for grant under the Initial Plans on the date of approval of ECP Plan VII was 2,177,577 shares (the "Carried Forward Shares"). The Carried Forward Shares are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (file no. 333-62132), the Registrant is filing a Registration Statement on Form S-8 to register the Carried Forward Shares for offer or sale pursuant to the Initial Plans and ECP Plan VII.

In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 1 is hereby filed (i) to reallocate the Carried Forward Shares from the Initial Plans to ECP Plan VII as well as the Initial Plans, and (ii) to carry over the registration fees paid for the Carried Forward Shares from the Registration Statement on Form S-8 filed for the Initial Plans to the Registration Statement on Form S-8 for the Initial Plans and ECP Plan VII that is filed contemporaneously with the filing of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Hamilton, Bermuda, on the 10th day of April, 2003.

GLOBAL SOURCES LTD.

By: /s/ Eddie Heng Teng Hua

Name: Eddie Heng Teng Hua
Title: Chief Financial Officer and Director

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Signature -----	Name ----	Capacity -----	Date ----
* -----	Merle A. Hinrichs	Chairman of the Board and Chief Executive Officer (principal executive officer)	April 10, 20
/s/ Eddie Heng Teng Hua -----	Eddie Heng Teng Hua	Chief Financial Officer and Director (principal financial officer, principal accounting officer)	April 10, 20
* -----	Sarah Benecke	Director	April 10, 20
* -----	Roderick Chalmers	Director	April 10, 20
* -----	Dr. H. Lynn Hazlett	Director	April 10, 20
* -----	David F. Jones	Director	April 10, 20
* -----	Jeffrey J. Steiner	Director	April 10, 20

* By Eddie Heng Teng Hua pursuant to a Power of Attorney filed with the Form S-8 Registration Statement amended hereby.