



PacMOS Technologies Holdings Limited

(弘 茂 科 技 控 股 有 限 公 司) *

(Stock Code: 1010)

(incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 24th June 2004 at 10:00 a.m. for the following purposes:—

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December 2003.
2. To determine the maximum number of Directors, to re-elect the retiring Director by rotation pursuant to the Company's Bye-laws and to authorize the Directors to fix the Directors' remuneration.
3. To consider the re-appointment of PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

4. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”), securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or securities convertible into Shares and to make or grant offers, agreements and options which will or may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which will or may require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than by way of (i) a Rights Issue (as hereinafter defined), or (ii) an issue of Shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, or (iii) an issue of Shares upon the exercise of subscription rights attaching to any warrants of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:—

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT:**—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company (“Shares”) and securities which carry a right to subscribe or purchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase Shares, warrants of the Company and other securities carrying the right to subscribe or purchase Shares at any price determined by the Directors;
- (c) the aggregate nominal amount of the securities of the Company to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the resolutions numbered 4 and 5 contained in the notice convening this meeting of which this resolution forms part (the “Notice”) being passed, the aggregate nominal amount of the share capital of the Company purchased by the Company after the date of passing this resolution (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the resolution numbered 4 contained in the Notice.”

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** the Bye-laws of the Company be amended in the following manner:

- (a) Bye-law 1(A)

by deleting the definition “associates” under Bye-law 1(A) in its entirety and substituting the following therefor:

““associates” shall have the same meaning as defined in the Listing Rules;”

by adding the following new definitions of “Clearing House” and “Listing Rules” in Bye-law 1(A):

““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”

(b) Bye-laws 15, 19 and 40

by deleting the following words “by The Stock Exchange of Hong Kong Limited from time to time in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and substituting therefor the following words “in the Listing Rules”

(c) Bye-law 76

by renumbering the existing Bye-law 76 as Bye-law 76(A) and adding the following paragraph immediately thereafter as Bye-law 76(B):

“Where the Company has knowledge that any shareholder is, under the Listing Rules or any relevant authority in the Relevant Territory, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

With the following marginal notes:

“Votes not be counted”

(d) Bye-law 87A

by deleting the following words in the first and second line of Bye-law 87A “a recognized clearing house within the meaning of section 2 of the Securities (Clearing Houses) Ordinance of Hong Kong” and substituting therefor the following words “Clearing House”.

(e) Bye-law 98(H)

by deleting Bye-law 98(H) in its entirety and substituting the following therefor:

“A Director shall not vote (nor shall he be counted in the quorum present at a meeting) on any resolution of the Board approving any contract or arrangement or proposal in which he or any of his associates has a material interest, but this prohibition shall not apply to any of the following matters namely:—

- (i) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent or obligations undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;

- (ii) any contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director or his associate(s) has himself/themselves guaranteed or secured in whole or in part;
- (iii) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (iv) any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or an executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that the Director and any of his associates are not in aggregate beneficially interested in five per cent. (5%) or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (vi) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s), as such any privilege not generally accorded to the class of persons to whom such scheme or fund relates; and
- (vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit."

(f) Bye-law 103

by deleting Bye-law 103 in its entirety and substituting the following therefor:

“No person, other than a retiring Director, shall unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless there shall have been lodged at the Head Office or at the Registration Office notice in writing of the intention to propose that person for election as a Director signed by shareholder(s) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given, and notice in writing by that person of his willingness to be elected, provided that the minimum length of the period during which such notices may be given shall be at least seven (7) days and that the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting.””

By order of the Board
Chung Che Ling
Company Secretary

Hong Kong, 28th April 2004

Principal Office in Hong Kong:
12th Floor, PCL Group Building
18 Lee Chung Street
Chai Wan
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited at the Company's Share Registrar in Hong Kong at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) The Register of Shareholders of the Company will be closed from Saturday, 19th June 2004 to Wednesday, 23rd June 2004 (both days inclusive) for the purpose of establishing the entitlement of shareholders to vote at the meeting convened by the above notice. During this period, no share transfers will be registered. In order to qualify for voting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18th June 2004.
- (4) Shareholders are recommended to read the circular of the same date of this notice of Annual General Meeting despatched to shareholders which contains important information concerning the ordinary resolution and special resolution respectively set out in items 2, 5 and 7 in this notice.

* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.