
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this document, you should contact a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in PacMOS Technologies Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

This circular is solely for the purpose of providing shareholders with certain information in connection with an annual general meeting of the Company.



PacMOS Technologies Holdings Limited

(弘 茂 科 技 控 股 有 限 公 司) *

(incorporated in Bermuda with limited liability)

(Stock Code: 1010)

**AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of PacMOS Technologies Holdings Limited to be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 27 June 2006 at 10:00 a.m. is set out on pages 6 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.



PacMOS Technologies Holdings Limited
(弘茂科技控股有限公司) *

(incorporated in Bermuda with limited liability)

(Stock Code: 1010)

Board of Directors:

Executive Directors:

Yip Chi Hung (*Chairman*)

Chen Che Yuan (*Chief Executive Officer*)

Independent Non-executive Directors:

Wong Chi Keung

Cheng Hok Ming, Albert

Ma Kwai Yuen

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal Office in Hong Kong:

27th Floor, Cambridge House

Taikoo Place

979 King's Road

Island East

Hong Kong

29 May 2006

To all shareholders of the Company

Dear Sir or Madam

NOTICE OF ANNUAL GENERAL MEETING

The purpose of this circular is to provide you with further information on resolutions to be proposed at the annual general meeting of PacMOS Technologies Holdings Limited (the “**Company**”) to be held on Tuesday, 27 June 2006 (the “**Annual General Meeting**”) and to give you the notice of the Annual General Meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

1. AMENDING THE BYE-LAWS

The Directors of the Company proposed to amend the Bye-laws to, inter alia, reflect the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd (the “**Listing Rules**”) and the Listing Rules and to ensure consistency with the other provisions of the Bye-laws. Certain minor amendments to the Bye-laws will also be proposed.

Details of the proposed amendments to the Bye-laws are set out in Appendix 1 to this circular.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

- 2.1 At the Annual General Meeting, Mr Wong Chi Keung (“**Mr Wong**”) will retire pursuant to Bye-law 99 of the Bye-laws, and, being eligible, offer himself for re-election as Independent Non-executive Director. A resolution will be proposed at the Annual General Meeting to re-elect Mr Wong as Independent Non-executive Director.
- 2.2 Mr Wong, aged 51, has been appointed an Independent Non-executive Director of the Company since 9 August 1995. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia; an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr Wong was as an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “**HKSE**”), for over ten years. He is the managing director of Greater China Corporate Consultancy & Services Limited. He is also an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard International Group Limited, Century City International Holdings Limited, China Special Steel Holdings Company Limited, China Ting Group Holdings Limited, FU JI Food and Catering Services Holdings Limited, Golden Eagle Retail Group Limited, Great Wall Motor Company Limited (formerly known as Great Wall Automobile Holding Company Limited), International Entertainment Corporation, Paliburg Holdings Limited, Regal Hotels International Holdings Limited and TPV Technology Limited, all of these companies are listed on the HKSE. Mr Wong has over 29 years of experience in finance, accounting and management.
- 2.3 As at 24 May 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (the “**Latest Practicable Date**”), Mr Wong did not have any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”). He does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company. Mr Wong has not entered into any service agreement with the Company. There is no fixed term or proposed length of service except that he is subject to retirement by rotation and re-election in accordance with the Company’s Bye-laws. Mr Wong’s director’s remuneration will be approved by the Directors after reviewing recommendations from the remuneration committee, if the Directors are so authorised by the shareholders of the Company at the Annual General Meeting. Mr Wong’s director’s remuneration will be disclosed pursuant to the Listing Rules when they are fixed by Directors.

LETTER FROM THE BOARD

- 2.4 Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr Wong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.
- 2.5 In accordance with Bye-law 102, Mr Chen Che Yuan (who was appointed on 9 March 2006) (“**Mr Chen**”) shall only hold office until the Annual General Meeting and Mr Chen, being eligible, will offer himself for re-election as Executive Director at the Annual General Meeting. A resolution will be proposed at the Annual General Meeting to re-elect Mr Chen as Executive Director.
- 2.6 Mr Chen, aged 51, was appointed as an Executive Director of the Company on 9 March 2006. He is currently the Special Assistant to President of ProMOS Technologies Inc. (“**ProMOS**”) and responsible for investor relations and business planning. ProMOS is a listed company in Taiwan in which Mosel Vitelic Inc. (“**MVI**”) holds approximately 14% of its issued share capital. He is the supervisor to the board of directors, elected by their respective members, of the following companies: (i) MVI, a listed company in Taiwan and the Company’s substantial shareholder representing approximately 31.5% of the Company’s issued share capital, (ii) DenMOS TECHNOLOGY, Inc., a subsidiary of MVI representing approximately 44% of its issued share capital, (iii) Mau Fu Investments Corp. Ltd., a wholly owned subsidiary of MVI, and (iv) Bau De Investment Corp. Limited, a wholly owned subsidiary of MVI. Mr Chen obtained his bachelor’s degree in Electronic Engineering in June 1978 from Tamkang University, Taiwan and master’s degree in EMBA in January 2003 from National Chao-Tung University, Taiwan. He has over 25 years of experience in design and developing semiconductor IC packaging, semiconductor backend manufacturing and has extensive experience in corporate management.
- 2.7 As at the Latest Practicable Date, Mr Chen did not have any interests in any shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company. Mr Chen has not entered into any service agreement with the Company. There is no fixed term or proposed length of service except that he is subject to retirement by rotation and re-election in accordance with the Company’s Bye-laws. Mr Chen’s director’s remuneration will be approved by the Directors after reviewing recommendations from the remuneration committee, if the Directors are so authorised by the shareholders of the Company at the Annual General Meeting. Mr Chen’s director’s remuneration will be disclosed pursuant to the Listing Rules when they are fixed by Directors.

LETTER FROM THE BOARD

2.8 Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

3. ANNUAL GENERAL MEETING

3.1 The Notice of the Annual General Meeting is set out on pages 6 to 14 of this circular.

3.2 There is enclosed a form of proxy for use at the Annual General Meeting. A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Share Registrar in Hong Kong at Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting should you so wish.

4. PROCEDURE FOR DEMANDING A POLL

4.1 Below is the information required under the Listing Rule 13.55(3) to be disclosed to shareholders of the Company the procedure by which shareholders may demand a poll pursuant to the Bye-laws of the Company.

4.2 According to Bye-law 70 of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the Chairman of such meeting; or
- (ii) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the rights to vote at the meeting; or

LETTER FROM THE BOARD

(iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being 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 the shares conferring that right.

4.3 The chairman of the Annual General Meeting will exercise his power under Bye-law 70 of the Company's Bye-laws to put each of the resolutions to the vote by way of a poll.

5. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders of the Company will be closed from 20 June 2006 to 26 June 2006 (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 transfer 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, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2006.

Yours faithfully,
By order of the Board
Yip Chi Hung
Chairman

NOTICE OF ANNUAL GENERAL MEETING



PacMOS Technologies Holdings Limited
(弘茂科技控股有限公司) *

(incorporated in Bermuda with limited liability)

(Stock Code: 1010)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 27 June 2006 at 10:00 a.m. to transact the following ordinary business:

1. to receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005;
2. to re-elect Directors, namely (a) Mr Wong Chi Keung and (b) Mr Chen Che Yuan, and to authorise the Directors to fix the Directors' remuneration;
3. to re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration; and

by way of special business to consider and, if thought fit, pass the following:

4. the special resolution to amend the Company's Bye-laws in the manner set out in the circular dated 29 May 2006 of which this Notice of Annual General Meeting forms a part.

By order of the Board
Chung Che Ling
Company Secretary

Hong Kong, 29 May 2006

Principal Office in Hong Kong:
27th Floor, Cambridge House
Taikoo Place
979 King's Road
Island East
Hong Kong

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 shareholder 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, 26th Floor, Tesbury Centre, 28 Queen's Road East, 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 20 June 2006 to 26 June 2006 (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 transfer 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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2006.
- (4) At the meeting, the chairman of the meeting will exercise his power under Bye-law 70 of the Bye-laws of the Company to put each of the above resolutions to the vote by way of a poll.
- (5) 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 resolutions respectively set out in this notice.

As at the date of this notice, the Company's Board of Directors comprises Mr CHENG Hok Ming Albert, Mr WONG Chi Keung and Mr MA Kwai Yuen being the independent non-executive directors, and Mr YIP Chi Hung and Mr CHEN Che Yuan, being the executive directors.

The proposed amendments to the Bye-laws are marked up against current Bye-laws:

Bye-law 1

1. (C) A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the cases of shareholders which are corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which not less than 21 days' notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given. Special Resolution
- (D) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which not less than 14 days' notice has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right, a resolution may be proposed and passed as a ~~Special~~ an Ordinary Resolution at a meeting of which less than ~~21~~14 days' notice has been given. Ordinary Resolution

Bye-law 6

6. (A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$50,000,000 divided into 500,000,000 shares of HK\$0.1 each.

Bye-law 15

15. (A) Every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.5 or such fee or fees not exceeding the maximum fee or fees as prescribed in the Listing Rules, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.
- Share Certificates

(B) Share certificates shall be issued within the relevant time limit as prescribed by the Companies Act or as required from time to time by the Listing Rules, whichever is the shorter, after allotment or lodgment of a transfer with the Company, subject to the discretion of the Board to refuse to register a transfer under Bye-law 39.

Bye-law 44

44. The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and in the Newspapers at such times and for such periods as the Board may from time to time determine, or where applicable, in other manner as may be required under the Listing Rules, and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.
- When transfer books and register may be closed

Bye-law 60

60. (B) Save where a general meeting is required by the Companies Act or the Listing Rules, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an Ordinary resolution duly passed at a general meeting of the Company and, where relevant, as a Special Resolution so passed.
- Written Resolutions of Shareholders

Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last shareholder to sign, and where the resolution states a date as being the date of his signature thereof by any shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant shareholders.

Bye-law 70

70. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-
- What is to be evidence of the passing of a resolution where poll not demanded
- (i) by the Chairman of the meeting; or
 - (ii) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
 - (iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being 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 the shares conferring that right; or
 - (v) by the Listing Rules.

Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or under other circumstances prescribed by the Listing Rules and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Bye-law 71

71. If a poll is demanded as aforesaid, it shall (subject as provided in Bye-law 72) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

Poll

Bye-law 97

97. (A) A Director shall vacate his office:
- When office of
Director to be
vacated
- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;
 - (ii) if he becomes a lunatic or of unsound mind;
 - (iii) if he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;
 - (iv) if he becomes prohibited by law from acting as a Director;
 - (v) if by notice in writing delivered to the Company at its Registered Office or at the Head Office he resigns his office;

- (vi) if he shall be removed from office by a ~~Special~~ an Ordinary Resolution of the Company under Bye-law 104.

Bye-law 99

99. (A) Subject to Bye-law 99(B) below, At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but no less than one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office. A retiring Director shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices. Rotation and retirement of Directors
- (B) Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years or within such other period as the Listing Rules may from time to time prescribe or within such other period as the law of such jurisdiction as is applicable to the Company may require notwithstanding that this may result in retirement of more than one-third of the Directors at such general meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

Bye-law 102

102. (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall be subject to the rotation and retirement requirements set out in Bye-law 99 and hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. ~~at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.~~ Appointment of Directors
- (B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not, in the case of re-election at an annual general meeting, be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. Such Director(s) shall also be subject to the rotation and retirement requirements set out in Bye-law 99.

Bye-law 104

104. The Company may by ~~Special~~ Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Power to remove Director by ~~Special~~ Ordinary Resolution