



# PacMOS Technologies Holdings Limited

## (弘茂科技控股有限公司)\*

(incorporated in Bermuda with limited liability)  
(Stock Code: 1010)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 27 JUNE 2007

I/We' \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares of HK\$0.10 each in the capital of PacMOS Technologies Holdings Limited (the "Company"), hereby appoint' the Chairman of the meeting or  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf in the manner indicated below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Annual General Meeting of the Company to be held at Gloucester Room II, 3/F., The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong, on Wednesday, 27 June 2007, at 2:30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, with or without amendment or modification, passing the resolutions set out in the notice convening the said Annual General Meeting (the "Notice of Annual General Meeting").

| ORDINARY RESOLUTION |  | FOR' | AGAINST' |
|---------------------|--|------|----------|
| 1.                  | To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2006.                          |      |          |
| 2(a)                | To re-elect Mr Yip Chi Hung an executive director.   |      |          |
| (b)                 | To re-elect Mr Cheng Hok Ming, Albert an independent non-executive director.   |      |          |
| (c)                 | 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.  |      |          |
| SPECIAL RESOLUTION  |  | FOR' | AGAINST' |
| 4(a)                | (i) To consider and approve as special resolution the amendment to the definition of "writing" or "printing" in Bye-law 1.(A) of the Company's Bye-Laws.                       |      |          |
|                     | (ii) To consider and approve as special resolution the amendment to the definition of "Statutes" in Bye-law 1.(A) of the Company's Bye-Laws.                                   |      |          |
|                     | (iii) To consider and approve as special resolution the amendment to Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of "address".                        |      |          |
|                     | (iv) To consider and approve as special resolution the amendment to Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of "electronic".                      |      |          |
|                     | (v) To consider and approve as special resolution the amendment to Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of "full financial statements".        |      |          |
|                     | (vi) To consider and approve as special resolution the amendment to Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of "summarized financial statements". |      |          |
| (b)                 | To consider and approve as special resolution the amendment to Bye-Law 1(C) of the Company's Bye-Laws.   |      |          |
| (c)                 | To consider and approve as special resolution the amendment to Bye-Law 1(D) of the Company's Bye-Laws.   |      |          |
| (d)                 | To consider and approve as special resolution the amendment to Bye-Law 60(B) of the Company's Bye-Laws.  |      |          |
| (e)                 | To consider and approve as special resolution the amendment to the Company's Bye-Laws by adding the new Bye-Law 67A.   |      |          |
| (f)                 | To consider and approve as special resolution the amendment to Bye-Law 70 of the Company's Bye-Laws.   |      |          |
| (g)                 | To consider and approve as special resolution the amendment to Bye-Law 73 of the Company's Bye-Laws.   |      |          |
| (h)                 | To consider and approve as special resolution the amendment to Bye-Law 76(A) of the Company's Bye-Laws.  |      |          |
| (i)                 | To consider and approve as special resolution the amendment to Bye-Law 119 of the Company's Bye-Laws.  |      |          |
| (j)                 | To consider and approve as special resolution the amendment to Bye-Law 162(B) of the Company's Bye-Laws.   |      |          |
| (k)                 | (i) To consider and approve as special resolution the amendment to the Company's Bye-Laws by adding the new Bye-Law 162(C).  |      |          |
|                     | (ii) To consider and approve as special resolution the amendment to the Company's Bye-Laws by adding the new Bye-Law 162(D).   |      |          |
| (l)                 | (i) To consider and approve as special resolution the amendment to Bye-Law 167 of the Company's Bye-Laws by adding the new Bye-Law 167(A).                                     |      |          |
|                     | (ii) To consider and approve as special resolution the amendment to Bye-Law 167 of the Company's Bye-Laws by adding the new Bye-Law 167(B).                                    |      |          |
| (m)                 | To consider and approve as special resolution the amendment to Bye-Law 169 of the Company's Bye-Laws.  |      |          |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007.

Signature(s) of Shareholder(s) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolution in the Notice of Annual General Meeting, please place a "tick" in the relevant box under "For". If you wish to vote against the resolution in the Notice of Annual General Meeting, please place a "tick" in the relevant box under "Against". In the event that neither the box under "For" nor that under "Against" is completed, the proxy will be entitled to vote at his discretion.
- If the shareholder is a corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint shareholders, any one of such persons may vote at the meeting either personally or by proxy, in respect of such share as if he/she were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, the person so present whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this Form of Proxy, duly executed, and the power of attorney, or other authority (if any) under which it is executed or a notarially certified copy thereof, must reach the office of 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 48 hours before the time appointed for the meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only