

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **PACMOS TECHNOLOGIES HOLDINGS LIMITED**

**( 弘茂科技控股有限公司 ) \***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1010)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of PacMOS Technologies Holdings Limited (the “**Company**”) will be held at Marina Room II, 2/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 10 January 2012 at 2:30 p.m., for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution of the Company:

**“THAT**

- (a) the stock purchase agreement dated 2 December 2011 entered into among the Company, SyncMOS Technologies, Inc. (a wholly owned subsidiary of the Company) as selling stockholders collectively and On-Bright Electronics Incorporated as the purchaser (the “**Agreement**”), in relation to the disposal of approximately 55% of the issued share capital of SyncMOS Technologies International, Inc. (the “**Disposal**”) (a copy of which has been marked “A” and produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Agreement and/or the Disposal.”

Yours faithfully,

By order of the Board of

**PacMOS Technologies Holdings Limited**

**Yip Chi Hung**

*Chairman*

Hong Kong, 23 December 2011

\* *For identification purpose only*

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal place of business in Hong Kong:*

Suites 2905-10  
Dah Sing Financial Centre  
108 Gloucester Road  
Wan Chai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong at Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the meeting or any adjourned meeting thereof should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholdings.
4. The register of shareholders of the Company will be closed from 6 January 2012 to 10 January 2012 (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 branch share registrar in Hong Kong at Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 5 January 2012.
5. Shareholders are recommended to read the circular of the same date of this notice of SGM despatched to shareholders which contains important information concerning the resolutions set out in this notice.
6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Meeting shall therefore demand voting on all resolutions set out in the Notice of SGM be taken by way of poll pursuant to Bye-law 70 of the Company's Bye-laws.

*As at the date of this notice, the Board comprises five Directors. The executive Directors of the Company are Mr. Yip Chi Hung and Mr. Chen Che Yuan and the independent non-executive Directors are Mr. Wong Chi Keung, Mr. Cheng Hok Ming, Albert and Dr. Ma Kwai Yuen.*