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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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

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**PACMOS TECHNOLOGIES HOLDINGS LIMITED**  
**( 弘茂科技控股有限公司 )\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1010)**

**RE-ELECTION OF DIRECTORS**  
**PROPOSED GENERAL MANDATES TO ISSUE**  
**AND REPURCHASE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of PacMOS Technologies Holdings Limited to be held at Marina Room II, 2nd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong, on Monday, 25 June 2012 at 2:30 p.m. is set out on pages 14 to 18 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.

\* For identification purpose only



**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*)

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Independent Non-executive Directors:*

Wong Chi Keung

Cheng Hok Ming, Albert

Ma Kwai Yuen

*Principal office in Hong Kong:*

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

Hong Kong

25 May 2012

*To all Shareholders of the Company*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS  
PROPOSED GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND  
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 Monday, 25 June 2012 (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.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 1. RE-ELECTION OF RETIRING DIRECTORS

1.1 At the Annual General Meeting, Mr. Chen Che Yuan (“**Mr. Chen**”) and Mr. Wong Chi Keung (“**Mr. Wong**”) will retire pursuant to Bye-law 99 of the Bye-laws of the Company, and, being eligible, offer themselves for re-election as Executive Director and Independent Non-executive Director respectively. Separate resolutions will be proposed at the Annual General Meeting to re-elect Mr. Chen as Executive Director and Mr. Wong as Independent Non-executive Director.

1.2 (i) Mr. Chen, aged 57, joined the Company in March 2006. He has been appointed as an Executive Director and the Chief Executive Officer of the Company since March 2006 and a director of a number of subsidiaries of the Company. Mr. Chen bears executive responsibility for the Company’s business. With effect from 11 March 2011 Mr. Chen has resigned as the supervisor to the board of directors, elected by respective member, of each of the following companies: (i) DenMOS TECHNOLOGY, Inc., a subsidiary of Mosel Vitelic Inc. (“**MVI**”) representing approximately 44% of its issued share capital. (ii) Mau Fu Investments Corp. Ltd., a wholly owned subsidiary of MVI, and (iii) Bau De Investment Corp. Limited, a wholly owned subsidiary of MVI. MVI is a listed company in Taiwan and the Company’s substantial shareholder representing approximately 31.5% of the Company’s issued share capital.

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 30 years of experience in design and developing semiconductor IC packaging, semiconductor backend manufacturing and has extensive experience in corporate management.

If Mr. Chen shall be re-elected as Executive Director at the Annual General Meeting, Mr. Chen will continue to act as the Chief Executive Officer of the Company.

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## LETTER FROM THE BOARD

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- (ii) In March 2011, Mr. Chen joined Opto Tech Corporation (“**Opto Tech**”), a listed company in Taiwan, as Project Director and as the General Manager of its affiliated company, Ningbo Opto Tech Semiconductor Co., Ltd. Opto Tech is engaged in manufacturing of products of LED, silicon based components and outdoor displays and lightings, who is one of the major LED chips manufacturer in the Science-Base Industrial Park, Hsin Chiu, Taiwan.

Save as described, Mr. Chen has not held any directorship in any listed public companies in the past three years.

- (iii) As at 22 May 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”). Save as disclosed herein, Mr. Chen does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company.

Mr. Chen has entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that the appointment is subject to the requirements under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company’s Bye-laws and any other applicable laws and regulations, and the appointment can be terminated by either party by giving the other party three months’ written notice in advance. Mr. Chen’s director’s remuneration will be approved by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Chen and the prevailing market rate, if the Board are so authorised by the shareholders of the Company (the “**Shareholders**”) at the Annual General Meeting. Mr. Chen’s director’s remuneration will be disclosed pursuant to the Listing Rules when they are fixed by the Board. For the 12 months ended 31 December 2011, the aggregate remuneration paid to Mr. Chen was HK\$200,000.

- (iv) 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.

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## LETTER FROM THE BOARD

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- 1.3 (i) Mr. Wong, aged 57, holds a master's degree in business administration from the University of Adelaide in Australia. Mr. Wong has been appointed as an Independent Non-executive Director of the Company since August 1995. He is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia and an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr. Wong is also a licensed representative for asset management, advising on securities and advising on corporate finance for Greater China Capital Limited (formerly known as Sinox Fund Management Limited) under the Securities and Futures Ordinance of Hong Kong. Mr. Wong has over 34 years of experience in finance, accounting and management.

Mr. Wong has been the Chairman of the Audit Committee of the Company since April 1999, and the Chairman of Remuneration Committee and Nomination Committee of the Company since April 2006. If Mr. Wong shall be re-elected as Independent Non-executive Director at the Annual General Meeting, Mr. Wong will continue to act as the Chairman of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

- (ii) Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited), company listed on the Stock Exchange, for over 10 years. 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 Nickel Resources Holdings Company Limited, China Ting Group Holdings Limited, ENM Holdings Limited, First Natural Foods Holdings Limited (Provisional Liquidators Appointed) (“FNF”), Golden Eagle Retail Group Limited, Ngai Lik Industrial Holdings limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited and TPV Technology Limited, all of these companies are listed on the Stock Exchange. Mr. Wong was also an independent non-executive director of (i) Great Wall Motor Company Limited for the period from 20 August 2003 to 5 June 2009, (ii) International Entertainment Corporation for the period from 24 September 2004 to 23 September 2008, and (iii) FU JI Food and Catering Services Holdings Limited (Provisional Liquidators

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## LETTER FROM THE BOARD

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Appointed) (“**FU JI**”) for the period from 22 November 2004 to 24 June 2011, all of these companies are listed on the Stock Exchange.

As disclosed in the announcements of FNF and based on the information provided by Mr. Wong:

- (a) FNF, a company of which Mr. Wong is an independent non-executive director and chairman since 26 November 2007 and 9 October 2009 respectively, appointed provisional liquidators with effect from 6 January 2009. Based on published information, FNF is a holding company, and its subsidiaries are principally engaged in the manufacture and sale of frozen marine food, frozen functional food and frozen seasoned convenient food; and sale of food products in UBI brand. It was incorporated in Bermuda on 27 July 2001, and its shares are listed on the Stock Exchange under the stock code 1076. Trading in the shares of FNF on the Stock Exchange has been suspended upon the request of FNF since 15 December 2008;
- (b) notwithstanding the resignations and changes of directors of FNF since about December 2008, Mr. Wong determined to remain on the board of directors of FNF (“**FNF Board**”) to ensure continuity in the functioning of the FNF Board and arranged for the appointment of new director(s);
- (c) On 6 January 2009, FNF presented a petition to the High Court of the Hong Kong, and on the same day, the Court ordered that Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai of Ernst & Young Transactions Limited be appointed joint and several provisional liquidators of FNF to take control and possession of the assets of FNF and its subsidiaries. The petition was filed with the Court on 7 January 2009 to effect the appointment.
- (d) A resumption proposal was submitted to the Stock Exchange on 6 October 2010 (“**Resumption Proposal**”). Following rejections by the Listing Committee of the Stock Exchange and the Listing (Review) Committee of the Stock Exchange and appeals by FNF, the Listing Appeals Committee of the Stock Exchange, in its Decision Letter dated 30 September 2011, agreed in principle

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## LETTER FROM THE BOARD

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that the trading in the shares of FNF be resumed subject to FNF's compliance with various resumption conditions to the satisfaction of the Listing Division of the Stock Exchange. The hearing of the winding-up petition against FNF has been adjourned to 16 January 2012. Based on the announcement of FNF dated 26 April 2012, FNF has, among other things, entered into a restructuring agreement to undergo a capital restructuring to facilitate compliance with the resumption conditions.

For further information, please refer to the announcements of FNF.

As disclosed in the announcements of Fu Ji and based on the information provided by Mr. Wong:

- (a) Fu Ji, a company incorporated in the Cayman Islands with limited liabilities and its shares listed on the Stock Exchange (stock code: 1175), of which Mr. Wong was an independent non-executive director from 22 November 2004 to 24 June 2011, presented a petition to the High Court of Hong Kong to wind up Fu Ji, and the petition was filed with the High Court of Hong Kong on 19 October 2009 and provisional liquidators were appointed on the same date. Based on the information published by Fu Ji in its 2008 annual report, it is a holding company and its subsidiaries are principally engaged in the provision of catering services, operations of Chinese restaurants and theme restaurants and production and sales of convenience food products and other related businesses. Trading in the shares and convertible bonds of Fu Ji has remained suspended on the Stock Exchange since 29 July 2009.
- (b) On 30 July 2010, the Stock Exchange informed Fu Ji that the Stock Exchange decided to place Fu Ji in the second delisting stage under Practice 17 to the Listing Rules from 30 July 2010, as the Stock Exchange had not received a resumption proposal that demonstrated sufficiency of operations or assets under Rule 13.24 of the Listing Rules. On 14 January 2011, Fu Ji submitted a resumption proposal to the Stock Exchange seeking resumption of trading in the shares of Fu Ji.

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## LETTER FROM THE BOARD

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- (c) With effect from 24 June 2011, Mr. Wong resigned as an independent non-executive director due to his other personal business commitments. According to Mr. Wong, he has no knowledge of the amount involved, the possible outcome as well as the current position of Fu Ji's winding up process.

For further information, please refer to the announcements of Fu Ji.

Save as described, Mr. Wong has not held any directorship in any listed public companies in the past three years.

- (iii) As at 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 SFO. Mr. Wong does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company.

Mr. Wong has entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that the appointment is subject to the requirements under the Listing Rules, the Company's Bye-laws and any other applicable laws and regulations, and the appointment can be terminated by either party by giving the other party three months' written notice in advance. Mr. Wong's director's remuneration will be approved by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Wong and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. Mr. Wong's director's remuneration will be disclosed pursuant to the Listing Rules when they are fixed by the Board. For the 12 months ended 31 December 2011, the aggregate remuneration paid to Mr. Wong was HK\$120,000.

- (iv) 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.
- (v) The Company has received from Mr. Wong his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Mr. Wong is independent.



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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution No. 4(A) will be proposed to grant a general mandate to the directors of the Company (the “Directors”) to exercise the powers of the Company to allot and issue new ordinary shares in the share capital of the Company (the “Shares”) (as at the date of this circular, Shares of HK\$0.10 each) up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing the relevant resolution in relation to such general mandate. In addition, subject to a separate approval of the ordinary resolution No. 4(C), the number of Shares purchased by the Company under ordinary resolution No. 4(B) will also be added to the 20 per cent. general mandate as mentioned in the ordinary resolution No. 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of a repurchase mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing the relevant resolution in relation to such repurchase mandate (the “**Proposed Repurchase Mandate**”).

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### 4. ANNUAL GENERAL MEETING

- 4.1 The Notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.
- 4.2 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. 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 Tricor Tengis Limited,

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## LETTER FROM THE BOARD

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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.

### 5. VOTING BY POLL

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 Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Bye-law 70 of the Company's Bye-laws. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each share of the Company registered in his/her name in the register of shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

### 6. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders will be closed from 20 June 2012 to 25 June 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 Share Registrar in Hong Kong at Tricor Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2012.

### 7. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors, the granting to the Directors of the general mandate to issue Shares and the Proposed Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

*The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 336,587,142 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 33,658,714 Shares which represent 10 per cent. of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. If such a repurchase is made, the Directors propose to use the Company's internal cash surplus to fund such repurchase.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, any repurchases by the Company may be made out of capital paid up on the Shares to be repurchased, or out of funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of premiums payable on repurchases, funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it could have a material adverse impact on the working capital but not the gearing position of the Company, as compared with the positions disclosed in the audited

consolidated financial statements of the Company as at 31 December 2011, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months.

<b>Month</b>	<b>Highest trade price</b> <i>HK\$</i>	<b>Lowest trade price</b> <i>HK\$</i>
<b>2011</b>		
May	1.23	0.97
June	1.08	0.83
July	1.00	0.63
August	0.84	0.60
September	0.81	0.60
October	0.80	0.59
November	0.71	0.67
December	0.77	0.56
<b>2012</b>		
January	0.72	0.59
February	0.80	0.53
March	0.75	0.56
April	0.55	0.50
May (up to the Latest Practicable Date)	0.50	0.41

*Source: The Stock Exchange of Hong Kong Limited*

**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws of the Company.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the shareholders register of the Company, Texan Management Limited ("**Texan**") is the registered shareholder of 145,609,998 Shares, representing approximately 43.3% of the issued Shares (Note 1), and Vision2000 Venture Ltd. ("**Vision2000**") is the registered shareholder of 106,043,142 Shares, representing approximately 31.5% of the issued Shares (Note 2). In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of Texan and Vision2000 in the Company will be increased to approximately 48.1% and 35.0% of the issued share capital of the Company respectively. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeovers Code for Texan and Vision2000 to make a mandatory offer.

*Notes:*

1. Texan had notified the Company, as of 27 June 1997, it was interested in 145,610,000 Shares, representing approximately 43.3% of the Company's issued share capital. All Dragon International Limited ("**All Dragon**") had notified the Company, as of 27 June 1997, it was deemed to be interested in the 145,610,000 Shares held by Texan, as being the controlling corporation of Texan. Pacific Electric Wire and Cable Company Limited ("**Pacific Electric**") notified the Company on 16 April 2012 that it was interested in the 145,610,000 Shares held by Texan.

As disclosed in the 2011 Annual Report and the announcements of the Company dated 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009, 25 August 2009 and 20 April 2012, among others, Texan and All Dragon (as defendants) are involved in a legal action with Pacific Electric (as plaintiff) in respect of the Shares held by Texan. In the announcement of the Company dated 20 April 2012, it was disclosed that judgment has been delivered by the High Court of Hong Kong on 12 April 2012 in relation to the legal action ("**Judgment**"), which contains, among other things there be a Declaration that Texan holds all its Shares on constructive trust for Pacific Electric, and Texan is to transfer all its such Shares to Pacific Electric within 28 days. The Company does not know whether any party to the legal action would appeal against the Judgment.

2. Mosel Vitelic Inc. had notified the Company, as of 27 June 1997, it was deemed to be interested in the 106,043,142 Shares held by Vision2000, as being the controlling corporation of Vision2000.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent. (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE PURCHASE MADE BY THE COMPANY**

The Company had not purchased any Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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 PacMOS Technologies Holdings Limited (the “**Company**”) will be held at Marina Room II, 2nd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong, on Monday, 25 June 2012 at 2:30 p.m. to transact the following business:

#### **As 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 2011;
2. to re-elect Directors, namely (a) Mr. Chen Che Yuan as Executive Director and (b) Mr. Wong Chi Keung as Independent Non-executive Director, and to authorise the Directors to fix the Directors’ remuneration; and
3. to re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

#### **As special business**

4. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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(A) “That:

- (i) Subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other 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 of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this Resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

**(B) “That:**

- (i) Subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(ii) the aggregate nominal amount of the Shares, which may be repurchased pursuant to the approval in paragraph (i) 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 of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this Resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount 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 of the said resolutions.”

By order of the Board

**Lau Lai Yee**

*Company Secretary*

Hong Kong, 25 May 2012

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal Office in Hong Kong:*

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

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 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 Tricor 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 2012 to 25 June 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 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 19 June 2012.
- (4) 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 Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Bye-law 70 of the Company's Bye-laws.
- (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 set out in this notice.

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