
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.

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This circular is solely for the purpose of providing shareholders with certain information in connection with a special 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)

REMUNERATION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of PacMOS Technologies Holdings Limited to be held at Gloucester Room II, 3/F., The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 11 April, 2013 at 2:30 p.m. is set out on pages 7 to 9 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

Dr. Ma Kwai Yuen

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal office in Hong Kong:

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

Hong Kong

23 March 2013

To all Shareholders of the Company

Dear Sir or Madam,

REMUNERATION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING

The purpose of this circular is to provide you with further information on resolutions to be proposed at the special general meeting of PacMOS Technologies Holdings Limited (the “**Company**”) to be held on Thursday, 11 April, 2013 (the “**Special General Meeting**”), and to give you the notice of the Special General Meeting at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

* *For identification purpose only*

LETTER FROM THE BOARD

1. REMUNERATION OF DIRECTORS

- 1.1 At the Annual General Meeting of the Company held on 25 June 2012 (“**2012 AGM**”), among other things, the motion to authorize the directors of the Company (“**Directors**”) to fix their remuneration for the financial year ended 31 December 2012 (“**FY 2012**”) was dropped, which was mainly due to certain shareholder(s) (“**Relevant Shareholder(s)**”), which held approximately 43.3% of the issued share capital of the Company voting against the motion. According to bye-law 93 of the bye-laws of the Company, the consent by the Company in general meeting shall be required in relation to the payment of remuneration to Directors for their services as directors. Thus, the Directors (including the independent non-executive Directors (“**INED**”)) have not been paid any remuneration for FY 2012.
- 1.2 The Company considered that it would be important to pay reasonable remuneration to the Directors in order to reward the Directors for working for the Company, and maintaining the ongoing operation of the Company without undue interruption, which was not only just fair, but was also in the best interest of the Company and the shareholders of the Company (“**Shareholders**”). In the premises, the Company proposed to the Relevant Shareholder(s) that for FY 2012, the Directors would be paid the remuneration based on the amounts for the financial year ended 31 December 2011 (“**FY 2011**”) plus 5% taking into account of inflation (“**5% Increment**”), as follows:

Name	FY 2011 Remuneration	Proposed FY 2012 Remuneration
Executive Directors		
Yip Chi Hung (“ Mr. Yip ”)	HK\$500,000	HK\$525,000
Chen Che Yuan (“ Mr. Chen ”)	HK\$200,000	HK\$210,000
Each INED	HK\$120,000	HK\$126,000

LETTER FROM THE BOARD

In making recommendations on the Proposed FY 2012 Remuneration, the remuneration committee of the Company (“**Remuneration Committee**”) considered a number of factors, including the following:

- (i) time commitment, responsibilities and employment conditions (including the activities undertaken by the Group during FY 2012, the highlights of which had been set out in the relevant annual report of the Company);
- (ii) the information contained in “Towers Watson 2011/12 Report on Executive and Director Remuneration & Corporate Governance” (the “**Report**”), and in respect of the executive Directors’ remuneration, consideration was also given to corporate and individual performance. The Report provided remuneration analysis by market, industry and revenue size, and in considering information provided in the Report, the Remuneration Committee paid particular attention to remuneration data concerning company market capitalization, and industry sector which are relevant and/or comparable to those of the Company (i.e. small cap companies with market capitalization below HK\$2.5 billion and the information technology sector). The Remuneration Committee further considered that the Proposed FY 2012 Remuneration to be at the low end of the rates quoted in the Report and thus were reasonable; and
- (iii) the remuneration of the Directors for the 5 financial years ended FY 2011 as follows:

Name	FY 2007	FY 2008	FY 2009	FY 2010	FY 2011
Executive Directors					
Mr. Yip					
<i>Salary</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$Nil	HK\$Nil
<i>Bonus</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$500,000	HK\$500,000
Mr. Chen					
<i>Salary</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$Nil	HK\$Nil
<i>Bonus</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$100,000	HK\$200,000
Each INED					
<i>Salary</i>	HK\$120,000	HK\$120,000	HK\$120,000	HK\$120,000	HK\$120,000

LETTER FROM THE BOARD

The Executive Directors were not receiving fee/salary during the subject period, bonuses were paid after taking into account of the additional responsibilities/time spent in respect of the following activities in FY 2010 and FY 2011:

FY 2010: the acquisition of the 8% convertible bonds in the amount of US\$1.5 million issued by ChipMOS as referred to in the announcement of the Company dated 21 December 2009. The valuation of the bonds at year end was US\$2.4 million and resulted in a gain of approximately HK\$7 million. The bonds were converted in 19 April 2011 at US\$5 per ChipMOS share with 8% make-whole interest received into an aggregate of 351,734 ChipMOS shares. Between June 2010 and June 2011, 265,752 ChipMOS shares were disposed of, which resulted in a gain of approximately HK\$5.2 million as disclosed in the announcement of the Company dated 15 June 2011.

FY 2011: the disposal of 55% of SyncMOS Technologies as referred to in the announcement of the Company dated 2 December 2011, which resulted in a gain of approximately HK\$10.6 million to the Group for FY 2011.

- 1.3 After certain exchanges of correspondence, the Company was informed that the Relevant Shareholder(s) only agreed that the Directors' remuneration for FY 2012 was to remain unchanged (i.e. HK\$500,000 for Mr. Yip, HK\$200,000 for Mr. Chen and HK\$120,000 for each INED (“**Offered FY2012 Remuneration**”)), but refused to the 5% Increment; and the Directors' remuneration for FY 2013 would remain unchanged at the Offered FY2012 Remuneration (subject to pro-rata payment in the event any Director's appointment is terminated prior to 31 December 2013).
- 1.4 In the premises, the Company convene the Special General Meeting for the consideration and, if thought fit, approve the following:
- (i) the remuneration for Directors for FY 2012 be equal to the Offered FY2012 Remuneration; and
 - (ii) the remuneration for Directors for FY 2013 be equal to the Offered FY2012 Remuneration (subject to pro-rata payment in the event any Director's appointment is terminated prior to 31 December 2013).

LETTER FROM THE BOARD

2. SPECIAL GENERAL MEETING

- 2.1 The Notice of the Special General Meeting is set out on pages 7 to 9 of this circular.
- 2.2 There is enclosed a form of proxy for use at the Special 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 Special 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, 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 Special General Meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Special General Meeting should you so wish.

3. 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 Special General Meeting shall therefore demand voting on all resolutions set out in the Notice of Special 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.

4. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders will be closed from 9 April 2013 to 11 April 2013 (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 8 April 2013.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that it would be important to pay reasonable remuneration to the Directors in order to reward the Directors for working for the Company, and maintaining the ongoing operation of the Company without undue interruption, which is not only just fair, but is also in the best interest of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Special General Meeting.

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

NOTICE OF SPECIAL 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 Special General Meeting of PacMOS Technologies Holdings Limited (the “**Company**”) will be held at Gloucester Room II, 3/F., The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 11 April, 2013 at 2:30 p.m. to transact the following business:

1. to approve the payment of remuneration of the directors of the Company (the “**Directors**”) for the financial year ended 31 December 2012 as follows:
 - (a) as for Mr. Yip Chi Hung (Executive Director), HK\$500,000;
 - (b) as for Mr. Chen Che Yuan (Executive Director), HK\$200,000;
 - (c) as for Mr. Wong Chi Keung (Independent Non-executive Director), HK\$120,000;
 - (d) as for Mr. Cheng Hok Ming, Albert (Independent Non-executive Director), HK\$120,000; and
 - (e) as for Dr. Ma Kwai Yuen (Independent Non-executive Director), HK\$120,000; and

2. to approve the payment of remuneration of the Directors for the financial year ending 31 December 2013 as follows:
 - (a) as for Mr. Yip Chi Hung (Executive Director), HK\$500,000;
 - (b) as for Mr. Chen Che Yuan (Executive Director), HK\$200,000;
 - (c) as for Mr. Wong Chi Keung (Independent Non-executive Director), HK\$120,000;

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NOTICE OF SPECIAL GENERAL MEETING

(d) as for Mr. Cheng Hok Ming, Albert (Independent Non-executive Director), HK\$120,000; and

(e) as for Dr. Ma Kwai Yuen (Independent Non-executive Director), HK\$120,000,

provided that in respect of any Director, in the event his appointment is terminated prior to 31 December 2013, the above payment will be made on a pro rata basis.

By order of the Board

Lau Lai Yee

Company Secretary

Hong Kong, 23 March 2013

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 9 April 2013 to 11 April 2013 (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 8 April 2013.
- (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 Special General Meeting shall therefore demand voting on all resolutions set out in the Notice of Special 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 Special General Meeting despatched to shareholders which contains important information concerning the resolutions set out in this notice.

NOTICE OF SPECIAL GENERAL MEETING

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.