
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 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)

**RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of PacMOS Technologies Holdings Limited to be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 30 June 2014 at 2:30 p.m. is set out on pages 17 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*)

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:

15th Floor

Siu On Centre

188 Lockhart Road

Wan Chai

Hong Kong

6 June 2014

To all Shareholders of the Company

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
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, 30 June 2014 (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

LETTER FROM THE BOARD

1. RE-ELECTION OF RETIRING DIRECTORS

1.1 At the Annual General Meeting, Mr. Yip Chi Hung (“**Mr. Yip**”) 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 (“**INED**”) respectively. Separate resolutions will be proposed at the Annual General Meeting to re-elect Mr. Yip and Mr. Wong as Executive Director and INED respectively.

1.2 (i) Mr. Yip, aged 55, has been appointed as an Executive Director of the Company since November 1998 and elected as Chairman of the Company’s board of directors (the “**Board**”) since March 2006. He has extensive experience in corporate management and is responsible for formulating the Group’s management philosophy and corporate strategies. Mr. Yip is also experienced in the construction industry.

Mr. Yip has been a member of the Remuneration Committee and Nomination Committee of the Company since May 2006. If Mr. Yip shall be re-elected as Executive Director at the Annual General Meeting, Mr. Yip will continue to act as the Chairman, and a member of the Remuneration Committee and Nomination Committee of the Company.

(ii) Mr. Yip is an independent non-executive director of Perfectech International Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and is a director of Fong Wing Shing Construction Company Limited, a reputable registered building contractor in Hong Kong. He has over 30 years of experience in a variety of building and maintenance projects for both the public and private sectors. He is well versed in the development of properties in Hong Kong.

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

(iii) As at 31 May 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (the “**Latest Practicable Date**”), Mr. Yip 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

LETTER FROM THE BOARD

“SFO”). Mr. Yip does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company, save and except that according to the information provided by Mr. Yip, Mr. Yip was a director of All Dragon International Limited (from 1 January 1999 to 7 January 2013) (“**All Dragon**”) but he does not hold any shares in All Dragon. All Dragon had notified to the Company that being the controlling corporation of Texan Management Limited (“**Texan**”), it was deemed to be interested in the 145,610,000 shares of the Company (“**Shares**”) held by Texan, representing approximately 43.3% of the Company’s existing issued share capital. Texan and All Dragon, among other parties, are involved in a legal action in relation to the Shares held by Texan, which was instituted by Pacific Electric Wire and Cable Company Limited (“**Pacific Electric**”), as plaintiff, on 23 September 2004 in the High Court of Hong Kong (the “**Legal Action**”). In connection with the Legal Action:

- (a) the Company had been provided with a judgment of the court dated 18 January 2008 (“**Judgment**”) in respect of an application for summary judgment (“**Application**”) by Pacific Electric. Pursuant to the Judgment, it was held, among other things, Texan held the Shares owned by it upon trust for Pacific Electric. Pacific Electric had notified the Company on 22 January 2008 that Pacific Electric was the beneficial owner of the 145,610,000 Shares, representing approximately 43.26% of the Company’s issued share capital. The Company had also been notified by Texan that Texan would appeal against the Judgment and the findings made therein, including, the finding that Texan held the Shares upon trust for Pacific Electric;
- (b) on 16 October 2008, the Company was notified that in compliance with the order of the Court (“**Order**”) which ordered Texan and Pacific Capital (Asia) Limited (“**PC Asia**”) to transfer their respective Shares (being 145,609,998 Shares for Texan and 1 Share for PC Asia) to PEWC Asset Holdings Limited, a wholly owned subsidiary of Pacific Electric (“**PAH**”), made pursuant to the Application, Texan and PC Asia had prepared documents for the transfer of their respective said Shares to be delivered to Pacific Electric. (On or about 27 February 2009, the said 145,609,999 Shares had been registered in the name of PAH);

LETTER FROM THE BOARD

- (c) on 18 November 2008, PAH had notified the Company that PAH was interested, as nominee, in 145,609,999 Shares, representing approximately 43.26% of the Company's issued share capital;
- (d) on 4 March 2009, the Company was notified by the solicitors acting for Texan and PC Asia of the following:
 - (1) Texan and PC Asia, amongst others, had successfully appealed against the Order in the Court of Appeal on 2 and 3 March 2009; and
 - (2) the Court of Appeal ordered on 3 March 2009 that the Order be discharged;
- (e) on or about 20 August 2009, the Company was notified by the solicitors acting for, among others, All Dragon, Texan and PC Asia of the following:
 - (1) pursuant to an order of the Court of Appeal dated 3 March 2009 ("**Court of Appeal Order**"), Pacific Electric was ordered by the Court of Appeal to procure PAH to transfer 145,609,999 Shares to Texan and PC Asia; and
 - (2) due to Pacific Electric's non-compliance with the Court of Appeal Order, Texan and PC Asia applied to the court for the execution of the relevant share transfers by a judicial officer in place of PAH, and such application was approved by the court on 31 July 2009. Accordingly, the said 145,609,999 Shares had been transferred to Texan (as to 145,609,998 Shares) and to PC Asia (as to 1 Share).

On 27 August 2009, the said 145,609,998 Shares and 1 Share had been registered in the name of Texan and PC Asia respectively.

LETTER FROM THE BOARD

(f) On 12 April 2012, the Company was notified that judgment has been delivered by the High Court of Hong Kong in relation to the Legal Action (the “**2012 Judgment**”), which contains, among other things, the following:

- (1) there be a declaration that Texan holds all its Shares on constructive trust for Pacific Electric, and Texan is to transfer all of its such Shares to Pacific Electric within 28 days; and
- (2) there be a declaration that PC Asia holds all its Share on constructive trust for the Pacific Electric, and PC Asia is to transfer all of its such Share to Pacific Electric within 28 days.

On 16 April 2012, the solicitors acting for Pacific Electric notified the Company that Pacific Electric was beneficially interested in 145,610,000 Shares representing approximately 43.26% of the Company’s issued share capital.

(g) On 31 May 2012, the solicitors acting for Full Global International Limited (“**Full Global**”) notified the Company that pursuant to the 2012 Judgment, the following transfer of Shares were executed on 29 May 2012:

- (1) 145,609,998 Shares from Texan to Full Global (as nominee of Pacific Electric); and
- (2) 1 Share from PC Asia to Full Global (as nominee of Pacific Electric).

As at 18 June 2012, the said 145,609,998 Shares and 1 Share had been registered in the name of Full Global. Full Global, a company incorporated in the British Virgin Islands, is wholly-owned by Developer Global Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Dragon Conqueror Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Pacific Electric.

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Further details on the Legal Action are set out in the announcements of the Company dated 8 October 2004, 2 December 2004, 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009, 25 August 2009 and 20 April 2012.

As disclosed in the announcements of the Company dated 21 January 2009 and 5 October 2009, and based on the information provided by Mr. Yip:

- (a) in connection with the Legal Action,
 - (1) amongst others, Mr. Yip was a director of PCL Holdings Limited (“**PCL**”) (from 6 November 2000 to 7 January 2013) and each of its wholly owned subsidiaries (the “**PCL Subsidiaries**”), being China Dragon International Limited (“**China Dragon**”), Ever Dragon Investments Limited (“**Ever Dragon**”), PCL Development Limited (“**PCL Development**”), Pacific Capital (Asia) Limited (“**PC Asia**”) and Marina Square Property Management Limited (“**Marina Management**”), but Mr. Yip does not hold any shares in PCL or any of the PCL Subsidiaries and is not named as a defendant in the Legal Action. PCL and PC Asia are named as defendants in the Legal Action;
 - (2) according to information provided by Mr. Yip, PCL and PC Asia are investment holding and/or inactive companies and incorporated in Hong Kong on 6 August 1991 and 27 August 1991 respectively.

Further details on the Legal Action are set out above and in the announcements of the Company dated 8 October 2004, 2 December 2004, 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009, 25 August 2009 and 20 April 2012.

- (b) in about December 2004, legal proceedings (the “**Second Legal Action**”) were instituted in the High Court of Hong Kong against, amongst others, Mr. Yip, All Dragon, Casparson Properties Limited (“**Casparson**”), Haddowe Limited (“**Haddowe**”), and Harmutty Limited (“**Harmutty**”), companies (the “**Second Action Defendant Companies**”) of which Mr. Yip was then a director

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(Mr. Yip resigned as director of each of the Second Action Defendant Companies on or about 7 January 2013). According to information provided by Mr. Yip, the Second Legal Action relates to, amongst others, disputes on the ownership of the shares of the Second Action Defendant Companies, but Mr. Yip does not hold any shares of any of the Second Action Defendant Companies. All Dragon, Casparson, Haddowe and Harmutty were investment holding companies and incorporated in the British Virgin Islands on 20 November 1996, 23 September 1992, 13 October 1992 and 29 September 1992 respectively.

The then principle assets of the Second Action Defendant Companies and their subsidiaries included approximately 43.3% Shares held by Texan (which had been transferred to Full Global (as nominee of Pacific Electric) as set out above); various commercial properties and car parking spaces in the Marina Square of the South Horizons (the “**South Horizon Properties**”); and various residential houses in Shouson Hill Road (the “**Shouson Hill Properties**”). On or about 12 April 2012, judgment has been delivered by the High Court of Hong Kong (the “**Second Legal Action Judgment**”), which provides, among other things, that (1) all claims against Mr. Yip in the Second Legal Action be dismissed with costs to Mr. Yip; and (2) ownership of the shares of the Second Action Defendant Companies be transferred to the plaintiff (“**Transfer of Second Action Defendant Companies Shares**”). An appeal had been made against the Second Legal Action Judgment regarding the Transfer of Second Action Defendant Companies Shares; and

- (c) in about December 2004, legal proceedings (the “**Third Legal Action**”) were instituted in the High Court of Hong Kong against, amongst others, Mr. Yip, Greateam Limited (“**Greateam**”), Gold Global Limited (“**Gold Global**”) and Harmutty, companies (the “**Third Action Defendant Companies**”) of which Mr. Yip was then a director (Mr. Yip resigned as director of each of the Third Action Defendant Companies on or about 7 January 2013). According to information provided by Mr. Yip, the Third Legal Action relates to, amongst others, disputes on the ownership of the shares of the Third Action Defendant Companies, but Mr. Yip does not hold any shares of any of the Third Action Defendant

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Companies. Greateam was an investment holding company and incorporated in Hong Kong on 5 March 1997. Gold Global and Harmutty were investment holding companies and incorporated in the British Virgin Islands on 28 July 1997 and 29 September 1992 respectively.

The then principle assets of the Third Action Defendant Companies and their subsidiaries included the South Horizons Properties and the Shouson Hill Properties. On or about 12 April 2012, judgment has been delivered by the High Court of Hong Kong (the “**Third Legal Action Judgment**”), which provides, among other things, that (1) all claims against Mr. Yip in the Third Legal Action be dismissed with costs to Mr. Yip; and (2) ownership of the shares of the Third Action Defendant Companies be transferred to the plaintiff (“**Transfer of Third Action Defendant Companies Shares**”). An appeal had been made against the Third Legal Action Judgment regarding the Transfer of Third Action Defendant Companies Shares.

- (iv) Mr. Yip entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that Mr. Yip is subject to retirement by rotation at least once every three years and re-election in accordance with the requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Company’s Bye-laws and 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 or as mutually agreed at such notice shorter than three months.

Mr. Yip’s director’s remuneration will be based on the recommendations from the Remuneration Committee, which will be with reference to the qualification, experience and duties of Mr. Yip and the prevailing market rate, and subject to approval by the Board and the shareholders of the Company (the “**Shareholders**”). Details of proposal for Mr. Yip’s remuneration for the financial year ending 31 December 2014 are set out in the section headed “Remuneration of Directors” below.

- (v) Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Yip 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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- 1.3 (i) Mr. Wong, aged 59, holds a master's degree in business administration from the University of Adelaide in Australia. Mr. Wong has been appointed as an INED 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; 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 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 36 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 INED 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, who, if re-elected at the Annual General Meeting, would be serving the Board of Directors for more than 18 years, confirmed that he has satisfied all factors set out in Rule 3.13(1) to (8) of the Listing Rules in assessing his independence.
- (iii) 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), a 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, Golden Eagle Retail Group Limited, Ngai Lik Industrial Holdings Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited and Zhuguang Holdings Group Company Limited, all of these companies are listed on the Stock Exchange. Mr. Wong was also an independent non-executive director of (i) First Natural Foods Holdings Limited (“FNF”)

LETTER FROM THE BOARD

for the period from 26 November 2007 to 21 November 2013, and (ii) FU JI Food and Catering Services Holdings Limited (“**FU JI**”) for the period from 22 November 2004 to 24 June 2011, companies listed on the Stock Exchange.

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

- (a) FNF, a company of which Mr. Wong was an independent non-executive director and chairman for the period from 26 November 2007 and 9 October 2009 respectively to 21 November 2013, appointed provisional liquidators for the period from 6 January 2009 to 4 September 2012. Based on published information, FNF was a holding company, and its subsidiaries are principally engaged in processing and trading of frozen and functional food products. 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 had been suspended for the period from 15 December 2008 to 6 September 2012;
- (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 (which was dismissed on 4 September 2012), 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 (“**FNF 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

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its Decision Letter dated 30 September 2011, agreed in principle 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. FNF had since undertaken certain restructuring to facilitate compliance with the resumption conditions. All resumption conditions had been satisfied and fulfilled as at 4 September 2012; and the petition was dismissed on, and the provisional liquidators were discharged with effect from 4 September 2012. As all the resumption conditions had been fulfilled, trading in the shares of FNF on the Stock Exchange was resumed on 6 September 2012.

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

As disclosed in certain 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 on 19 October 2009 (which was dismissed on 2 July 2013), and appointed provisional liquidators for the period from 19 October 2009 to 2 July 2013. Based on the information published by Fu Ji in its 2008 annual report, it was then a holding company and its subsidiaries were 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 of Fu Ji on the Stock Exchange had been suspended for the period from 29 July 2009 to 8 July 2013.
- (b) 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.

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- (c) A resumption proposal was submitted to the Stock Exchange (“**Fu Ji Resumption Proposal**”). As disclosed in the announcement of Fu Ji dated 26 October 2012, the Stock Exchange had conditionally approved the resumption subject to fulfilment of certain conditions as stated therein. Fu Ji had since undertaken certain restructuring to facilitate compliance with the resumption conditions. All resumption conditions had been satisfied and fulfilled as at 4 July 2013; and the petition was dismissed on, and the provisional liquidators were discharged with effect from 2 July 2013. As all the resumption conditions had been fulfilled, trading in the shares of Fu Ji on the Stock Exchange was resumed on 8 July 2013.

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.

As at 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 entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that Mr. Wong is subject to retirement by rotation at least once every three years and re-election in accordance with 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 or as mutually agreed at such notice shorter than three months.

Mr. Wong’s director’s remuneration will be based on the recommendations from the Remuneration Committee, which will be with reference to the qualification, experience and duties of Mr. Wong and the prevailing market rate, and subject to approval by the Board and the Shareholders. Details of proposal for Mr. Wong’s remuneration for the financial year ending 31 December 2014 are set out in the section headed “Remuneration of Directors” below.

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- (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) Pursuant to paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Wong, if re-elected at the Annual General Meeting, would be serving the Board of Directors for more than 18 years. Separate resolution will be proposed for his re-election at the Annual General Meeting.

The Company has received from Mr. Wong his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Wong has not involved in the daily management of the Company nor in any relationships or circumstances which would materially interfere with his exercise of independent judgment. In addition, he does not hold or receive any interest in the shares of the Company and/or its associated corporation, and he has satisfied all the criteria for independence set out in Rule 3.13(1) to (8) of the Listing Rules. During his years of appointment, Mr. Wong has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding his years of service as an INED, the Board considers that Mr. Wong continues to be independent and to fulfill his roles as required.

2. REMUNERATION OF DIRECTORS

- 2.1 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. In the premises, the Company proposed that for the financial year ending 31 December 2014 (“**FY 2014**”), the Directors would be paid the remuneration based on the amounts for the financial year ended 31 December 2013 (“**FY 2013**”) plus 5% taking into account of inflation (“**5% Increment**”), as follows (subject to pro-rata

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payment in the event any Director's appointment is terminated prior to 31 December 2014):

Name	Proposed FY 2014 Remuneration
<i>Executive Directors</i>	
Mr. Yip	HK\$420,000
Chen Che Yuan ("Mr. Chen")	HK\$168,000
Each INED	HK\$126,000

In making recommendations on the Proposed FY 2014 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 2013, the highlights of which had been set out in the annual report of the Company);
- (ii) the information contained in "Towers Watson 2013/14 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 2014 Remuneration to be at the low end of the rates quoted in the Report and thus were reasonable; and

LETTER FROM THE BOARD

- (iii) the remuneration of the Directors for the 5 financial years ended FY2013 as follows:

Name	FY 2009	FY 2010	FY 2011	FY2012	FY2013
Executive Directors					
Mr. Yip					
<i>Salary</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$400,000	HK\$400,000
<i>Bonus</i>	HK\$Nil	HK\$500,000	HK\$500,000	HK\$Nil	HK\$Nil
Mr. Chen					
<i>Salary</i>	HK\$Nil	HK\$Nil	HK\$Nil	HK\$160,000	HK\$160,000
<i>Bonus</i>	HK\$Nil	HK\$100,000	HK\$200,000	HK\$Nil	HK\$Nil
Each INED					
<i>Salary</i>	HK\$120,000	HK\$120,000	HK\$120,000	HK\$120,000	HK\$120,000

- 2.2 As at the date of this circular, the Directors have not been paid any fee/salary for the financial year ending 31 December 2014.

3. ANNUAL GENERAL MEETING

- 3.1 The Notice of the Annual General Meeting is set out on pages 17 to 18 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. 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, Level 22, Hopewell Centre, 183 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. 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.

LETTER FROM THE BOARD

4. 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.

5. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders will be closed from 26 June 2014 to 30 June 2014 (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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 June 2014.

6. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors and the payment of remuneration to the Directors 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

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 PacMOS Technologies Holdings Limited (the “**Company**”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 30 June 2014 at 2:30 p.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 financial year ended 31 December 2013;
2. to re-elect Directors, namely (a) Mr. Yip Chi Hung as Executive Director; and (b) Mr. Wong Chi Keung as Independent Non-executive Director;
3. to approve the payment of remuneration of the directors of the Company (the “**Directors**”) for the financial year ending 31 December 2014 as follows:
 - (a) as for Mr. Yip Chi Hung (Executive Director), HK\$420,000;
 - (b) as for Mr. Chen Che Yuan (Executive Director), HK\$168,000;
 - (c) as for Mr. Wong Chi Keung (Independent Non-executive Director), HK\$126,000;
 - (d) as for Mr. Cheng Hok Ming, Albert (Independent Non-executive Director), HK\$126,000; and
 - (e) as for Dr. Ma Kwai Yuen (Independent Non-executive Director), HK\$126,000.

Provided that in respect of any Director, in the event his appointment is terminated prior to 31 December 2014, the above payment will be made on a pro rata basis; and

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

4. to re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

By order of the Board

Lau Lai Yee

Company Secretary

Hong Kong, 6 June 2014

Principal Office in Hong Kong:

15th Floor

Siu On Centre

188 Lockhart 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, Level 22, Hopewell Centre, 183 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 26 June 2014 to 30 June 2014 (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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 June 2014.
- (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.