



PacMOS Technologies Holdings Limited
(弘 茂 科 技 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1010)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Gloucester Room II, 3/F., The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 27 June 2007 at 2:30 p.m. 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 year ended 31 December 2006;
2. to re-elect Directors, namely (a) Mr. Yip Chi Hung as Executive Director and (b) Mr. Cheng Hok Ming, Albert as Independent Non-executive Director; and (c) to authorise the Directors to fix the Directors' remuneration;
3. to re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration; and

by way of special business to consider and, if thought fit, pass the following, with or without amendment or modification:

4. (a) (i) the special resolution to amend the definition of “writing” or “printing” in Bye-law 1.(A) of the Company's Bye-Laws in the manner set out in appendix I of the circular dated 4 June 2007 (“**Circular**”) of which this Notice of Annual General Meeting forms a part;
- (ii) the special resolution to amend the definition of “Statutes” in Bye-law 1.(A) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (iii) the special resolution to amend Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of “address” in the manner set out in appendix I of the Circular;
- (iv) the special resolution to amend Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of “electronic” in the manner set out in appendix I of the Circular;
- (v) the special resolution to amend Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of “full financial statements” in the manner set out in appendix I of the Circular;
- (vi) the special resolution to amend Bye-law 1.(A) of the Company's Bye-Laws by adding the new definition of “summarized financial statements” in the manner set out in appendix I of the Circular;

- (b) the special resolution to amend Bye-Law 1(C) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (c) the special resolution to amend Bye-Law 1(D) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (d) the special resolution to amend Bye-Law 60(B) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (e) the special resolution to amend the Company's Bye-Laws by adding the new Bye-Law 67A in the manner set out in appendix I of the Circular;
- (f) the special resolution to amend Bye-Law 70 of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (g) the special resolution to amend Bye-Law 73 of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (h) the special resolution to amend Bye-Law 76(A) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (i) the special resolution to amend Bye-Law 119 of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (j) the special resolution to amend Bye-Law 162(B) of the Company's Bye-Laws in the manner set out in appendix I of the Circular;
- (k) (i) the special resolution to amend the Company's Bye-Laws by adding the new Bye-Law 162(C) in the manner set out in appendix I of the Circular;
- (ii) the special resolution to amend the Company's Bye-Laws by adding the new Bye-Law 162(D) in the manner set out in appendix I of the Circular;
- (l) (i) the special resolution to amend Bye-Law 167 of the Company's Bye-Laws by adding the new Bye-Law 167(A) in the manner set out in appendix I of the Circular;
- (ii) the special resolution to amend Bye-Law 167 of the Company's Bye-Laws by adding the new Bye-Law 167(B) in the manner set out in appendix I of the Circular; and
- (m) the special resolution to amend Bye-Law 169 of the Company's Bye-Laws in the manner set out in appendix I of the Circular.

By order of the Board
Chung Che Ling
Company Secretary

Hong Kong, 4 June 2007

Principal Office in Hong Kong:
27th Floor, Cambridge House
Taikoo Place
979 King's Road
Island East
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 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 2007 to 26 June 2007 (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 Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2007.
- (4) At the meeting, the chairman of the meeting will exercise his power under Bye-law 70 of the Bye-laws of the Company to put each of the above resolutions to the vote by way of a poll.
- (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 respectively set out in this notice.

AMENDMENTS TO BYE-LAWS

The proposed amendments to the Bye-laws are as follows:

Bye-law 1.(A)

By deleting the existing definition of "writing" or "printing" in its entirety and substituting therefor the following new definition:

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting, electronic records and every other mode of representing words or figures in a legible form.”

By deleting the existing definition of "Statutes" in its entirety and substituting therefor the following new definition:

““Statutes” shall mean the Companies Act, the Electronic Transactions Act 1999 of Bermuda, and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents;”

By adding the following new definition immediately before the definition of “appointed newspaper”:

““address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”

By adding the following new definitions immediately before the definition of “Head Office”:

““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;

“full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;”

By adding the following new definition immediately before the definition of “Transfer Office”:

““summarized financial statements” shall have the meaning ascribed to them in the section 87A(3) of the Companies Act as may be amended from time to time;”

Bye-law 1.(C)

By deleting the existing Bye-Law 1(C) in its entirety and substituting therefor the following new Bye-Law 1(C):

“A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of shareholders which are corporations, by their respective duly authorized representatives or, where proxies are allowed, by proxy at a general meeting of which not less than 21 days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special resolution has been duly given.”

Bye-law 1.(D)

By deleting the existing Bye-Law 1(D) in its entirety and substituting therefor the following new Bye-Law 1(D):

“A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of shareholders which are corporations, by their respective duly authorized representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which not less than 14 days’ notice has been duly given.”

Bye-law 60 (B)

By deleting the existing Bye-Law 60(B) in its entirety and substituting therefor the following new Bye-Law 60(B):

- “(i) Save where a general meeting is required by the Companies Act or the Listing Rules, anything which may be done by Ordinary Resolution or Special Resolution in general meeting may be done by resolution in writing, signed by the required majority of the Shareholders or any class thereof or their proxies, or in the case of a Shareholder that is a corporation (whether or not a company within the meaning of the Companies Act) by its representative on behalf of such Shareholder, being the required majority of the Shareholders of the Company or any class thereof who at the date of the notice of the resolution in writing would be entitled to attend a meeting and vote on the resolution. Such resolution in writing may be signed in as many counterparts as may be necessary.
- (ii) Notice of any resolution in writing to be made under this Bye-Law shall be given, and a copy of the resolution shall be circulated, in the same manner as that required for a notice of a general meeting of the Company at which the resolution could have been considered, except that the length of the period of notice shall not apply.
- (iii) The accidental omission to give notice of, or to circulate a copy of, a resolution in writing to be made under this Bye-Law, or the non-receipt of such notice or copy by, any person entitled to receive such notice or copy shall not invalidate the passing of the resolution.
- (iv) For the purposes of this Bye-Law, the date of the resolution in writing is the date when the resolution is signed by, or on behalf of, the Shareholder who establishes the majority of votes required for the passing of the resolution and any reference in any enactment to the date of passing of a resolution is, in relation to a resolution in writing made in accordance with this Bye-Law, a reference to such date.
- (v) A resolution in writing made in accordance with this Bye-Law is as valid as if it had been passed by the Company in general meeting or, if applicable, by a meeting of the relevant class of Shareholders of the Company, as the case may be. A resolution in writing made in accordance with this Bye-Law shall constitute minutes for the purposes of the Companies Acts and these Bye-Laws.”

Bye-law 67 (A)

By adding the following new Bye-Law 67A immediately after Bye-Law 67:

“A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

Methods of attending meetings of Shareholders

Bye-law 70

By deleting the existing Bye-Law 70 in its entirety and substituting therefor the following new Bye-Law 70:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by a count of votes received in the form of electronic records unless a poll is (before or on the declaration of the result of the show of hands or count of votes received as electronic records or on the withdrawal of any other demand of a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (v) by the Listing Rules.

Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands or count of votes received as electronic records been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

Bye-law 73

By deleting the existing Bye-Law 73 in its entirety and substituting therefor the following new Bye-Law 73:

“In the case of an equality of votes, whether on a show of hands or count of votes received as electronic records or on a poll, the Chairman of the meeting at which the show of hands or count of votes received as electronic records takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”

Bye-law 76 (A)

By deleting the existing Bye-Law 76 (A) in its entirety and substituting therefor the following new Bye-Law 76 (A):

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands or by count of votes received in the form of electronic records, every shareholder (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one vote, and

on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or installments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.”

Bye-law 119

By deleting the existing Bye-Law 119 in its entirety and substituting therefor the following new Bye-Law 119:

“The Board may from time to time elect one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which, each of them is to hold office. The Chairman (if any), or in his absence the Deputy Chairman (if any) shall preside at meetings of the Board, or if no such Chairman or Deputy Chairman is elected or appointed, or if at any meeting the Chairman or the Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any office in accordance with the provisions of this Bye-Law.”

Bye-law 162 (B)

By adding at the beginning of the existing Bye-Law 162 (B) , the following words “Subject to paragraph (C) below,”.

Bye-law 162 (C) and 162 (D)

By adding the following new Bye-Law 162 (C) and 162 (D) immediately after Bye-Law 162 (B):

“(C) The Company may send summarized financial statements to members of the Company who has, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor’s report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor’s report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarized financial statements.

(D) Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a member within seven days of receipt of the member’s election to receive the full financial statements.”

Bye-law 167

By deleting the existing Bye-Law 167 and substituting therefor the following new Bye-Law 167A and 167B:

“167 A(1) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-Laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

A(2) A notice or document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or by leaving it at that address addressed to the member or by any other means authorised in writing by the member concerned or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a computer network and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.

A(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.

167 B(1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Company’s head office or registered office.

B(2) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.”

Bye-law 169

By deleting the existing Bye-Law 169 and substituting therefor the following new Bye-Law 169:

“Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.”

As at the date of this notice, the Company’s Board of Directors comprises Mr. Wong Chi Keung, Mr. Cheng Hok Ming Albert and Mr. Ma Kwai Yuen being the independent non-executive directors, and Mr. Yip Chi Hung and Mr. Chen Che Yuan, being the executive directors.

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.