
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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

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)

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of PacMOS Technologies Holdings Limited to be held at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 25 June 2008 at 2:30 p.m. is set out on pages 6 to 7 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.

30 May 2008

* 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

Ma Kwai Yuen

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal office in Hong Kong:

27th Floor, Cambridge House

Taikoo Place

979 King's Road

Island East

Hong Kong

30 May 2008

To all Shareholders of the Company

Dear Sir or Madam,

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 Wednesday, 25 June 2008 (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.

1. RE-ELECTION OF RETIRING DIRECTORS

- 1.1 At the Annual General Meeting, Mr. Chen Che Yuan ("**Mr. Chen**") and Mr. Ma Kwai Yuen ("**Mr. Ma**") 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. Ma as Independent Non-executive Director.

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LETTER FROM THE BOARD

- 1.2 (i) Mr. Chen, aged 53, joined the Company in March 2006 and has been appointed as an Executive Director and the Chief Executive Officer since 9 March 2006. Mr. Chen bears executive responsibility for the business of the Company. 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 27 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.

- (ii) Mr. Chen is the supervisor to the board of directors, elected by respective members, of each of the following companies: (i) Mosel Vitelic Inc. (“**MVI**”), a listed company in Taiwan and the Company's substantial shareholder holding approximately 31.5% of the Company's issued share capital. Mr. Chen will retire from such position at the coming shareholders' meeting of MVI to be held in June 2008, (ii) DenMOS TECHNOLOGY, Inc., a subsidiary of MVI holding approximately 44% of its issued share capital, (iii) Mau Fu Investments Corp. Ltd., a wholly owned subsidiary of MVI, and (iv) Bau De Investment Corp. Limited, a wholly owned subsidiary of MVI.

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

- (iii) As at 27 May 2008, 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 above, Mr. Chen does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company.

Mr. Chen has not entered into any service agreement with the Company. There is no fixed term or proposed length of service except that Mr. Chen is subject to retirement by rotation at least once every three years and re-election in accordance with the Company's Bye-laws. Mr. Chen's director's remuneration will be approved by the Directors 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

LETTER FROM THE BOARD

Directors are so authorised by the shareholders of the Company at the Annual General Meeting. Mr. Chen's director's remuneration will be disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") when they are fixed by Directors.

- (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 of the Company.
- 1.3 (i) Mr. Ma, aged 55, has been appointed an Independent Non-executive Director of the Company since 28 June 2005. Mr. Ma has over thirty years of professional experience in the accounting and financial management and consulting industries. He was a council member (1994 to 1999) of the Chartered Institute of Management Accountants — Hong Kong Regional Office and the Vice-chairman (1994 to 1997) of the Guangdong Liaison Office of the Chartered Institute of Management Accountants. Mr. Ma is a fellow member of the Chartered Institute of Cost and Management Accountants, a member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Hong Kong Institute of Directors and a fellow member of the CPA Australia. Mr. Ma has been a member of the Audit Committee of the Company since June 2005 and a member of both the Remuneration Committee and the Nomination Committee of the Company since April 2006.

If Mr. Ma shall be re-elected as Independent Non-executive Director at the Annual General Meeting, Mr. Ma will continue to act as members of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

- (ii) Mr. Ma is an executive director of a consulting company in Hong Kong. He has been the corporate planning manager of Sino Realty and Enterprises Limited and a consultant of Jardine Management Consulting Services Pty., Ltd. He is an independent non-executive director and a member of the audit committee of China Aoyuan Property Group Limited (stock code: 3883), a company listed on The Stock Exchange of Hong Kong Limited; an independent non-executive director of Vision Tech International Holdings Limited (stock code: 922), a listed company in Hong Kong and an independent non-executive director (with effect from 6 May 2008) of China Shineway Pharmaceutical Group Limited (stock code: 2877), also a listed company in Hong Kong.

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

LETTER FROM THE BOARD

- (iii) As at the Latest Practicable Date, Mr. Ma did not have any interests in any shares of the Company within the meaning of Part XV of the SFO. Mr. Ma does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company. Mr. Ma has not entered into any service agreement with the Company. There is no fixed term or proposed length of service except that Mr. Ma is subject to retirement by rotation at least once every three years and re-election in accordance with the Company's Bye-laws. Mr. Ma's director's remuneration will be approved by the Directors after reviewing recommendations from the remuneration committee which will be with reference to the qualification, experience and duties of Mr. Ma and the prevailing market rate, if the Directors are so authorised by the shareholders of the Company at the Annual General Meeting. Mr. Ma's director's remuneration will be disclosed pursuant to the Listing Rules when they are fixed by Directors.
- (iv) Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Ma 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 of the Company.

2. ANNUAL GENERAL MEETING

- 2.1 The Notice of the Annual General Meeting is set out on pages 6 to 7 of this circular.
- 2.2 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 of the Company. 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, 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.

3. PROCEDURE FOR DEMANDING A POLL

- 3.1 Below is the information required under the Listing Rule 13.55(3) to be disclosed to shareholders of the Company the procedure by which shareholders may demand a poll pursuant to the Bye-laws of the Company.

LETTER FROM THE BOARD

- 3.2 According to Bye-law 70 of the Company's Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
- (i) by the Chairman of such meeting; or
 - (ii) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized 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, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the rights to vote at the meeting; or
 - (iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized 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.
- 3.3 The chairman of the Annual General Meeting will exercise his power under Bye-law 70 of the Company's Bye-laws to put each of the resolutions to the vote by way of a poll.

4. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders of the Company will be closed from 19 June 2008 to 25 June 2008 (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 18 June 2008.

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 the Company will be held at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 25 June 2008 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 2007;
2. to re-elect Directors, namely (a) Mr. Chen Che Yuan as Executive Director and (b) Mr. Ma Kwai Yuen 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.

By order of the Board

Chung Che Ling

Company Secretary

Hong Kong, 30 May 2008

Principal Office in Hong Kong:

27th Floor, Cambridge House

Taikoo Place

979 King's Road

Island East

Hong Kong

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 19 June 2008 to 25 June 2008 (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 18 June 2008.
- (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 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 Mr. MA Kwai Yuen being the independent non-executive directors, and Mr. YIP Chi Hung and Mr. CHEN Che Yuan, being the executive directors.