
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

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, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 June 2009 at 2:30 p.m. is set out on pages 13 to 14 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.

27 May 2009

* For identification purpose only

LETTER FROM THE BOARD



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

27 May 2009

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 Friday, 26 June 2009 (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 respectively. Separate resolutions will be proposed at the Annual General Meeting to re-elect Mr. Yip as Executive Director and Mr. Wong as Independent Non-executive Director.

1.2 (i) Mr. Yip, aged 50, 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 Company’s management philosophy and corporate strategies. Mr. Yip is also experienced in the construction industry. He has over 20 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 and Singapore.

If Mr. Yip shall be re-elected as Executive Director at the Annual General Meeting, Mr. Yip will continue to act as the Chairman 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.

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

LETTER FROM THE BOARD

(iii) As at 22 May 2009, 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 “**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 is a director of All Dragon International Limited (“**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. 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;

LETTER FROM THE BOARD

- (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 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.). Pacific Electric and PAH had undertaken to the Court that they would not (a) dispose, transfer, encumber, pledge, charge or otherwise deal with the said Shares transferred to PAH without leave of the Court; and/or (b) exercise any shareholders’ rights in respect of the said Shares without prior approval of the Court, until all appeals had been concluded or further order of the Court;
- (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 successful 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**.

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

LETTER FROM THE BOARD

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

- (a) in connection with the Legal Action,
- (1) amongst others, Mr. Yip is a director of PCL Holdings Limited (“**PCL**”) 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. As set out above, on 18 January 2008, the Judgment was given in favour of Pacific Electric against, amongst others, Texan and PC Asia and receivers were appointed to PCL and PC Asia;
- (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 is a director. 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 are 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 principle assets of the Second Action Defendant Companies and

LETTER FROM THE BOARD

their subsidiaries include approximately 43.3% Shares held by Texan (which is a subsidiary of All Dragon); 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 18 January 2008, summary judgments were given in favour of the plaintiff against, amongst others, the Second Action Defendant Companies and receivers to Casparson, Haddowe, PCL and the PCL Subsidiaries were appointed. Mr Yip is a director of PCL and each of the PCL Subsidiaries, but does not hold any shares in any of them. China Dragon, Ever Dragon, PCL Development, PC Asia and Marina Management are investment holding and/or inactive companies and incorporated in Hong Kong on 7 February 1992, 28 July 1992, 23 January 1992, 27 August 1991 and 9 February 1993 respectively. On or about 23 June 2008, the Court, amongst others, also ordered (“**Second Action Order**”) the shares of Casparson and Haddowe be transferred to PAH. The plaintiff and PAH had undertaken to the Court that they would not (a) dispose, transfer, encumber, pledge, charge or otherwise deal with the said shares without leave of the Court; and/or (b) exercise any shareholders’ rights in respect of the said shares without prior approval of the Court, until all appeals had been concluded or further order of the Court. Mr. Yip was also ordered to pay the costs of certain defendants in the Second Legal Action, to be taxed if not agreed (“**Second Legal Action Costs**”). The Second Action Defendant Companies had filed appeal notices against the said judgments and the Second Action Order. Mr. Yip had also filed an appeal notice against the Second Legal Action Costs; and

(Based on the information provided by Mr. Yip, as at the Latest Practicable Date, the amount of the Second Legal Action Costs have not been agreed or taxed, and no date has been fixed for the hearing of the appeal by Mr. Yip against the Second Legal Action Costs. The Second Action Defendant Companies **had successful appealed against the said judgments and the Second Action Order** in the Court of Appeal on 2 and 3 March 2009.)

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- (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 is a director. 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 Companies. Greateam is an investment holding company and incorporated in Hong Kong on 5 March 1997. Gold Global and Harmutty are investment holding companies and incorporated in the British Virgin Islands on 28 July 1997 and 29 September 1992 respectively. The principle assets of the Third Action Defendant Companies and their subsidiaries include the South Horizons Properties and the Shouson Hill Properties. On or about 18 January 2008, summary judgments were given in favour of the plaintiff against, amongst others, the Third Action Defendant Companies and receivers to Greateam were appointed. On or about 23 June 2008, the Court, amongst others, also ordered (“**Third Action Order**”) the shares of Gold Global and Greateam be transferred to PAH. The plaintiff and PAH had undertaken to the Court that they would not (a) dispose, transfer, encumber, pledge, charge or otherwise deal with the said shares without leave of the Court; and/or (b) exercise any shareholders’ rights in respect of the said shares without prior approval of the Court, until all appeals had been concluded or further order of the Court. Mr. Yip was also ordered to pay the costs of certain defendants in the Third Legal Action, to be taxed if not agreed (“**Third Legal Action Costs**”). The Third Action Defendant Companies had filed appeal notices against the said judgments and the Third Action Order. Mr. Yip had also filed an appeal notice against the Third Legal Action Costs.

Based on the information provided by Mr. Yip, as at the Latest Practicable Date, the amount of the Third Legal Action Costs have not been agreed or taxed, and no date has been fixed for the hearing of the appeal by Mr. Yip against the Third Legal Action Costs. The Third Action Defendant Companies **had successful appealed against the said judgments and the Third Action Order** in the Court of Appeal on 2 and 3 March 2009.

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Mr. Yip has not entered into any service agreement with the Company. 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 Company's Bye-laws. Mr. Yip's director's remuneration will be approved by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Yip and the prevailing market rate, if the Board are so authorised by the shareholders of the Company at the Annual General Meeting. Mr. Yip's director's remuneration will be disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") when they are fixed by the Board.

- (iv) 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 of the Company.

- 1.3 (i) Mr. Wong, aged 54, has been appointed as an Independent Non-executive Director of the Company since August 1995. He holds a master's degree in business administration from the University of Adelaide in Australia. 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 Responsible Officer for asset management, advising on securities and advising on corporate finance for Legend Capital Partners, Inc. under the SFO. Mr. Wong has over 30 years of experience in finance, accounting and management.

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

- (ii) Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of 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

LETTER FROM THE BOARD

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, First Natural Foods Holdings Limited (Provisional Liquidators Appointed) (“FNF”), FU JI Food and Catering Services Holdings Limited, Golden Eagle Retail Group Limited, Great Wall Motor Company Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited and TPV Technology Limited, all of these companies are listed on the Stock Exchange. Formerly during 24 September 2004 to 23 September 2008, he was also an independent non-executive director of International Entertainment Corporation, a company listed on the Stock Exchange.

As disclosed in the announcement of the Company dated 12 January 2009 and based on the information provided by Mr. Wong:

- (a) FNF, a company of which Mr. Wong is an independent non-executive director since 26th November, 2007, appointed provisional liquidators with effect from 6th January, 2009. Based on published information, FNF is a holding company, and its subsidiaries are principally engaged in the manufacture and sale of frozen marine food, frozen functional food and frozen seasoned convenient food; and sale of food products in UBI brand. It was incorporated in Bermuda on 27th July, 2001, and its shares are listed on the Stock Exchange under the stock code 1076. Trading in the shares of FNF on the Stock Exchange has been suspended upon the request of FNF since 15th December, 2008;
- (b) following the resignation of three China based directors of FNF on 12th December, 2008, the chairman and an executive director of FNF, Mr. Yeung Chung Lung (“**Mr. Yeung**”), became out of reach at the same time. Subsequently on 17th December, 2008, two other Hong Kong based directors resigned separately from the board of directors of FNF (the “**FNF Board**”). Mr. Wong determined to remain on the FNF Board to ensure continuity in the functioning of the FNF Board and arranged for the appointment of a new director to the FNF Board on 17th December, 2008 before the last resignation of the Hong Kong based executive director. Reference is made to the announcements of FNF dated 18th, 19th and 22nd December, 2008;

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- (c) Mr. Wong together with the newly appointed directors of the FNF Board reviewed the situation of FNF, and concluded that, in the interests of creditors and shareholders of FNF, provisional liquidators should be appointed to FNF to preserve the assets of FNF and its subsidiaries. On 6th January, 2009, FNF presented a petition to the High Court of the Hong Kong. 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 7th January, 2009 to effect the appointment. Reference is made to the announcement of FNF dated 8th January, 2009.

As disclosed in the announcement of FNF dated 26 March 2009,

- (a) since their appointment, the provisional liquidators have been investigating into the affairs of the FNF group. According to the information obtained by the PRC lawyers engaged by FNF, a sum of approximately HK\$84 million had been withdrawn in November 2008 from certain FNF's accounts maintained with Xiamen International Bank. Such withdrawal was not recorded in the books and records of FNF and had not been made known to the existing FNF board;
- (b) the Provisional Liquidators have engaged PRC lawyers to commence legal actions in the PRC against, among other, Mr. Yeung for the possible damages to the FNF group resulting from their illegal possessions of FNF's PRC subsidiaries' properties, including but not limited to, the company chops and statutory certificates of such PRC Subsidiaries;
- (c) the Provisional Liquidators are still investigating into the affairs of the FNF group and, are as yet, unable to ascertain whether FNF can demonstrate sufficient operation to warrant the continued listing of its shares according to Rule 13.24 of the Listing Rules;
- (d) at the adjourned winding-up hearing of FNF held on 23 March 2009, the High Court ordered that the hearing of the petition be further adjourned to 22 June 2009; and

LETTER FROM THE BOARD

- (e) on 12 March 2009, the Stock Exchange sent a Condition Letter to FNF, stating that in view of the prolonged suspension of trading in the shares of FNF, the delisting procedures set out in Practice Note 17 of the Listing Rules apply to FNF. According to the first part of paragraph 3.1 of Practice Note 17 of the Listing Rules, the first stage of delisting procedures commenced on the date of the suspension.

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

- (iii) As at the Latest Practicable Date, Mr. Wong did not have any interests in any shares of the Company within the meaning of Part XV of the SFO. Mr. Wong does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company. Mr. Wong has not entered into any service agreement with the Company. 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 Company's Bye-laws. Mr. Wong's director's remuneration will be approved by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Wong and the prevailing market rate, if the Board are so authorised by the shareholders of the Company at the Annual General Meeting. Mr. Wong's director's remuneration will be disclosed pursuant to the Listing Rules when they are fixed by the Board.
- (iii) 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 of the Company.

2. ANNUAL GENERAL MEETING

- 2.1 The Notice of the Annual General Meeting is set out on pages 13 to 14 of this circular.

LETTER FROM THE BOARD

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. 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.

4. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders of the Company will be closed from 22 June 2009 to 26 June 2009 (both days inclusive) for the purpose of establishing the entitlement of shareholders to vote at the meeting convened by the above notice. During this period, no share transfers will be registered. In order to qualify for voting, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong at Tricor Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2009.

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, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 June 2009 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 2008;
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, 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, 27 May 2009

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 22 June 2009 to 26 June 2009 (both days inclusive) for the purpose of establishing the entitlement of shareholders to vote at the meeting convened by the above notice. During this period, no share transfers will be registered. In order to qualify for voting, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong at Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 June 2009.
- (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 Mr. MA Kwai Yuen being the independent non-executive directors, and Mr. YIP Chi Hung and Mr. CHEN Che Yuan, being the executive directors.