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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
PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
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, 24 June 2011 at 2:30 p.m. is set out on pages 16 to 20 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.

31 May 2011



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:

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

Hong Kong

31 May 2011

To all Shareholders of the Company

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
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 Friday, 24 June 2011 (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. 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. Yip as Executive Director and Mr. Ma as Independent Non-executive Director.

1.2 (i) Mr. Yip, aged 52, 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.

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 members 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.

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

(iii) As at 26 May 2011, 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,

LETTER FROM THE BOARD

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;
- (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);
- (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;

LETTER FROM THE BOARD

- (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.

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, 5 March 2009 and 25 August 2009.

LETTER FROM THE BOARD

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 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.

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

- (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

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the British Virgin Islands on 20 November 1996, 23 September 1992, 13 October 1992 and 29 September 1992 respectively. The principal assets of the Second Action Defendant Companies and 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. 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 filed appeal notices against the said judgments and the Second Action Order. Mr. Yip also filed an appeal notice against the Second Legal Action Costs. On appeal, the summary judgements given in favour of the plaintiff against, amongst others, the Second Action Defendant Companies had been **set aside**, and the receivers appointed to Casparson, Haddowe, PCL and the PCL Subsidiaries had been discharged. The Second Legal Action Costs had been **set aside** and the plaintiff was further ordered to pay the costs of, among other, Mr. Yip; 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 is a director. According to information provided by Mr. Yip, the Third Legal Action relates to, amongst others, disputes on the ownership

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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 principal 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. 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 filed appeal notices against the said judgments and the Third Action Order. Mr. Yip also filed an appeal notice against the Third Legal Action Costs. On appeal, the summary judgements given in favour of the plaintiff against, amongst others, the Third Action Defendant Companies had been **set aside**, and the receivers appointed to Greateam had been discharged. The Third Legal Action Costs had been **set aside** and the plaintiff was further ordered to pay the costs of, among other, Mr. Yip.

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 (the “**Shareholders**”) 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.

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- (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.
- 1.3 (i) Mr. Ma, aged 58, has been appointed as an Independent Non-executive Director of the Company since June 2005. Mr. Ma has over 30 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. In October 2009, Mr. Ma obtained his master's degree in law from University of Wolverhampton (U.K.). 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, and Genvon Group Limited (formerly known as Wang Sing International Holdings Group Limited), companies listed on the Stock Exchange. Mr. Ma was also an independent non-executive director of (1) China Boon Holdings Limited (formerly known as Vision Tech International Holdings Limited) for the period from 6 March 2008 to 10 June 2009, and (2) China Shineway Pharmaceutical Group Limited for the period from 30 May 2008 to 16 December 2009, which are also listed companies in Hong Kong.

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

- (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 Board 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 Board are so authorised by the Shareholders at the Annual General Meeting. Mr. Ma's director's remuneration will be disclosed pursuant to 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. 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.

2. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution No.4(A) will be proposed to grant a general mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot and issue new ordinary shares in the share capital of the Company (the “**Shares**”) (as at the date of this circular, Shares of HK\$0.10 each) up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing the relevant resolution in relation to such general mandate. In addition, subject to a separate approval of the ordinary resolution No. 4(C), the number of Shares purchased by the Company under ordinary resolution No. 4(B) will also be added to the 20 per cent. general mandate as mentioned in the ordinary resolution No.4(A). The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate.

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3. GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of a repurchase mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing the relevant resolution in relation to such repurchase mandate (the “**Proposed Repurchase Mandate**”).

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. ANNUAL GENERAL MEETING

4.1 The Notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

4.2 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, 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.

5. 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

LETTER FROM THE BOARD

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.

6. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders will be closed from 22 June 2011 to 24 June 2011 (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 21 June 2011.

7. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors, the granting to the Directors of the general mandate to issue Shares and the Proposed Repurchase Mandate 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

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 336,587,142 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 33,658,714 Shares which represent 10 per cent. of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. If such a repurchase is made, the Directors propose to use the Company's internal cash surplus to fund such repurchase.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, any repurchases by the Company may be made out of capital paid up on the Shares to be repurchased, or out of funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of premiums payable on repurchases, funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it could have a material adverse impact on the working capital but not the gearing position of the Company, as compared with the positions disclosed in the audited

consolidated financial statements of the Company as at 31 December 2010, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months.

Month	Highest trade price HK\$	Lowest trade price HK\$
2010		
May	0.45	0.03
June	—	—
July	0.52	0.295
August	0.495	0.36
September	0.485	0.355
October	2.20	0.42
November	1.80	1.02
December	1.45	1.10
2011		
January	1.39	1.13
February	1.22	1.07
March	1.25	0.99
April	1.38	1.05
May (up to the Latest Practicable Date)	1.23	1.02

Source: The Stock Exchange of Hong Kong Limited

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws of the Company.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Texan Management Limited ("**Texan**") was interested in 145,610,000 Shares (Note 1) representing approximately 43.3% of the existing issued share capital of the Company, and Vision2000 Venture Ltd. ("**Vision2000**") was interested in 106,043,142 Shares (Note 2) representing approximately 31.5% of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of Texan and Vision2000 in the Company will be increased to approximately 48.1% and 35.0% of the issued share capital of the Company respectively. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeovers Code for Texan and Vision2000 to make a mandatory offer.

(Notes:

1. Texan had notified the Company, as of 27 June 1997, it was interested in 145,610,000 Shares, representing approximately 43.3% of the Company's issued share capital. All Dragon International Limited ("**All Dragon**") had notified the Company, as of 27 June 1997, it was deemed to be interested in the 145,610,000 Shares held by Texan, as being the controlling corporation of Texan. As disclosed in the 2010 Annual Report and the announcements of the Company dated 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009 and 25 August 2009, among others, Texan and All Dragon (as defendants) are involved in a legal action with Pacific Electric Wire and Cable Company Limited ("**Pacific Electric**") (as plaintiff) in respect of the Shares held by Texan.
2. Mosel Vitelic Inc. had notified the Company, as of 27 June 1997, it was deemed to be interested in the 106,043,142 Shares held by Vision2000, as being the controlling corporation of Vision2000.)

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent. (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



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 I, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 24 June 2011 at 2:30 p.m. to transact the following business:

As 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 2010;
2. to re-elect Directors, namely (a) Mr. Yip Chi Hung 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.

As special business

4. to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

(A) “That:

- (i) Subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company.)”

(B) “That:

- (i) Subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

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(iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolutions.”

By order of the Board
Chung Che Ling
Company Secretary

Hong Kong, 31 May 2011

NOTICE OF ANNUAL GENERAL MEETING

Principal Office in Hong Kong:

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, the form of proxy must be deposited at the Company's Share Registrar in Hong Kong at Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) The Register of Shareholders of the Company will be closed from 22 June 2011 to 24 June 2011 (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 21 June 2011.
- (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.