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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

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**PACMOS TECHNOLOGIES HOLDINGS LIMITED**

**(弘茂科技控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1010)**

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

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A notice convening the annual general meeting of PacMOS Technologies Holdings Limited to be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 21 June 2013 at 2:30 p.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

\* For identification purpose only

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LETTER FROM THE BOARD

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**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

29 May 2013

*To all Shareholders of the Company*

Dear Sir or Madam,

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

The purpose of this circular is to provide you with further information on resolutions to be proposed at the annual general meeting of PacMOS Technologies Holdings Limited (the “**Company**”) to be held on Friday, 21 June 2013 (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

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## LETTER FROM THE BOARD

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### 1. RE-ELECTION OF RETIRING DIRECTORS

1.1 At the Annual General Meeting, Mr. Cheng Hok Ming, Albert (“**Mr. Cheng**”) and Dr. Ma Kwai Yuen (“**Dr. Ma**”) will retire pursuant to Bye-law 99 of the Bye-laws of the Company, and, being eligible, offer themselves for re-election as Independent Non-executive Directors. Separate resolutions will be proposed at the Annual General Meeting to re-elect Mr. Cheng and Dr. Ma as Independent Non-executive Directors.

1.2 (i) Mr. Cheng Hok Ming, Albert, aged 51, has been appointed as an Independent Non-executive Director of the Company since 30 September 2004. Mr. Cheng has extensive working experience in accounting and commercial fields. He is currently the senior audit manager of a certified public accountants firm practicing in Hong Kong.

Mr. Cheng is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. If he shall be re-elected as Independent Non-executive Director at the Annual General Meeting, he will continue to act as members of such committees.

(ii) Mr. Cheng, who, if re-elected at the Annual General Meeting, would be serving the Board of Directors for more than 9 years after September 2013, confirmed that he has satisfied all factors set out in Rule 3.13(1) to (8) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) in assessing his independence.

Save as Independent Non-executive Director of the Company, Mr. Cheng has not held any directorship in any listed public companies in the past three years. As at 24 May 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (the “**Latest Practicable Date**”), Mr. Cheng did not have any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Mr. Cheng does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company.

Mr. Cheng entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that Mr. Cheng is subject to retirement by rotation at least once every three years and re-election in accordance with the

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## LETTER FROM THE BOARD

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Listing Rules, the Company's Bye-laws and any other applicable laws and regulations, and the appointment can be terminated by either party by giving the other party three months' written notice in advance or as mutually agreed at such notice shorter than three months. Pursuant to the resolutions passed by the shareholders of the Company (the "**Shareholders**") at the Special General Meeting held on 11 April 2013, Mr. Cheng's remuneration for each of the financial year ended 31 December 2012 and ending 31 December 2013 would be HK\$120,000 (subject to pro-rata payment in relation to the remuneration for the financial year ending 31 December 2013, in the event his appointment is terminated prior to 31 December 2013). The remuneration was fixed with reference to a number of factors, including time commitment, responsibilities, and market remuneration, etc. Further details are set out in the circular and announcement of the Company dated 23 March and 11 April 2013 respectively.

- (iii) Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Cheng 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.
- (iv) Pursuant to paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Cheng, if re-elected at the Annual General Meeting, would be serving the Board of Directors for more than 9 years after September 2013. Separate resolution will be proposed for his re-election at the Annual General Meeting.

The Company has received from Mr. Cheng his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board of Directors considers that Mr. Cheng continues to be independent as he does not hold or receive any interest in the shares of the Company and/or its associated corporation, and he has satisfied all the criteria for independence set out in Rule 3.13(1) to (8) of the Listing Rules.

- 1.3 (i) Dr. Ma Kwai Yuen, aged 60, has been appointed as an Independent Non-executive Director of the Company since June 2005. Dr. Ma received a Doctor of Philosophy in Business Administration from Bulacan State University in May 2011. In October 2009, Dr. Ma obtained his master's degree in law from University of Wolverhampton (U.K.). Dr. Ma has

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## LETTER FROM THE BOARD

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over 30 years of professional experience in the accounting and financial management and consulting industries. He 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, nomination and remuneration committees 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. Further, Dr. Ma is an independent non-executive director and chairman of the audit and corporate governance committees of China Fiber Optic Network System Group Limited, a listed company in Hong Kong. Dr. Ma was also an independent non-executive director of (i) Vision Tech International Holdings Limited for the period from 6 March 2008 to 10 June 2009, and (ii) China Shineway Pharmaceutical Group Limited for the period from 30 May 2008 to 16 December 2009, which are also listed companies in Hong Kong.

Dr. Ma 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. Dr. Ma is a fellow member of the Chartered Institute of Management Accountants, a member of the Institute of Chartered Secretary and Administrators, 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.

Dr. Ma is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. If he shall be re-elected as Independent Non-executive Director at the Annual General Meeting, he will continue to act as members of such committees.

- (ii) Save as described above, Dr. Ma has not held any directorship in any listed public companies in the past three years. As at the Latest Practicable Date, Dr. Ma did not have any interests in any shares of the Company within the meaning of Part XV of the SFO. Dr. Ma does not have any relationship with other directors, members of senior management, substantial or controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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Dr. Ma entered into an appointment agreement with the Company dated 2 March 2012. There is no fixed term or proposed length of service except that Dr. Ma is subject to retirement by rotation at least once every three years and re-election in accordance with the Listing Rules, the Company's Bye-laws and any other applicable laws and regulations, and the appointment can be terminated by either party by giving the other party three months' written notice in advance or as mutually agreed at such notice shorter than three months. Pursuant to the resolutions passed by the Shareholders at the Special General Meeting held on 11 April 2013, Dr. Ma's remuneration for each of the financial year ended 31 December 2012 and ending 31 December 2013 would be HK\$120,000 (subject to pro-rata payment in relation to the remuneration for the financial year ending 31 December 2013, in the event his appointment is terminated prior to 31 December 2013). The remuneration was fixed with reference to a number of factors, including time commitment, responsibilities, and market remuneration, etc. Further details are set out in the circular and announcement of the Company dated 23 March and 11 April 2013 respectively.

- (iii) Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Dr. 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.
- (iv) The Company has received from Dr. Ma his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Dr. Ma is independent.

## 2. ANNUAL GENERAL MEETING

- 2.1 The Notice of the Annual General Meeting is set out on pages 7 to 8 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. 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,

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## LETTER FROM THE BOARD

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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 will be closed from 19 June 2013 to 21 June 2013 (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 2013.

### 5. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Yip Chi Hung**  
*Chairman*

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NOTICE OF ANNUAL GENERAL MEETING

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**PACMOS TECHNOLOGIES HOLDINGS LIMITED**

**(弘茂科技控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1010)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of PacMOS Technologies Holdings Limited (the “**Company**”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 21 June 2013 at 2:30 p.m. to transact the following ordinary business:

1. to receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2012;
2. to re-elect Directors, namely (a) Mr. Cheng Hok Ming, Albert as Independent Non-executive Director; and (b) Dr. Ma Kwai Yuen as Independent Non-executive Director; 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

**Lau Lai Yee**

*Company Secretary*

Hong Kong, 29 May 2013

*Principal Office in Hong Kong:*

Suites 2905-10

Dah Sing Financial Centre

108 Gloucester Road

Wan Chai

Hong Kong

\* *For identification purpose only*



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## NOTICE OF ANNUAL GENERAL MEETING

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*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 2013 to 21 June 2013 (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 2013.
- (4) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Bye-law 70 of the Company's Bye-laws.
- (5) Shareholders are recommended to read the circular of the same date of this notice of Annual General Meeting despatched to shareholders which contains important information concerning the resolutions set out in this notice.

*As at the date of this notice, the Company's Board of Directors comprises Mr. WONG Chi Keung, Mr. CHENG Hok Ming Albert and Dr. MA Kwai Yuen being the independent non-executive directors, and Mr. YIP Chi Hung and Mr. CHEN Che Yuan, being the executive directors.*