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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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, together with 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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PACMOS TECHNOLOGIES HOLDINGS LIMITED

(弘 茂 科 技 控 股 有 限 公 司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL
AND
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting (the "SGM") of PacMOS Technologies Holdings Limited to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 15 December 2015 at 10:30 a.m. is set out on pages 6 to 8 of this circular. A form of proxy for use at the SGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://pacmos.etnet.com.hk/>).

Whether or not you are able to attend the SGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM if they so wish.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Company”	PacMOS Technologies Holdings Limited, an exempted company incorporated under the laws of Bermuda, the issued shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	13 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Bye-Laws Amendments”	has the meaning ascribed to it herein
“Proposed Change of Company Name”	has the meaning ascribed to it herein
“Proposed Increase of Authorised Share Capital”	has the meaning ascribed to it herein
“SGM”	the special general meeting of the Company that is proposed to be convened for Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name, the Proposed Increase of Authorised Share Capital and the Proposed Bye-Laws Amendments
“Share(s)”	the share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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(弘 茂 科 技 控 股 有 限 公 司)*

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Executive Directors:

Cheng Chow-Chun (*Chairman*)
Lee Chao-Chun (*Chief Executive Officer*)
Sun Tao-Heng
Yuan Chun-Tang

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Independent Non-executive Directors:

Suen Sai Wah Simon
Li Kwan In
Wang Chiang-Ming

*Principal Place of Business in
Hong Kong:*

Unit 408, 4/F., Nan Fung Tower
88 Connaught Road Central
Hong Kong

17 November 2015

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL
AND
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the SGM to be held on 15 December 2015 and to give you the notice of the SGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change its English name from “PacMOS Technologies Holdings Limited” to “PacRay International Holdings Limited” and to adopt “太睿國際控股有限公司” as its secondary name (collectively, the “Proposed Change of Company Name”).

Reasons for the Proposed Change of Company Name

The Board considers the Proposed Change of Company Name will better reflect the diversification of the Group’s business and facilitates its further development and expansion. The Board believes that the new Company name can provide the Company with a fresh new corporate identity and image, which will benefit the Group’s future business development. The Board is therefore of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM; and
- (b) the Registrar of Companies in Bermuda granting approval for the Proposed Change of Company Name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the new English name of the Company in place of the existing English name together with the new secondary name of the Company are entered on the register of companies maintained by the Registrar of Companies in Bermuda. The Registrar of Companies shall issue the certificate of incorporation on change of name of the Company and the certificate of secondary name of the Company thereafter. The Company will then carry out the necessary procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong including those with the Companies Registry in Hong Kong.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Group’s daily business operation and its financial position. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company will be under the new name of the Company and the Shares will be traded on the Main Board of the Stock Exchange under the new stock short name of the Company.

LETTER FROM THE BOARD

3. PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$50,000,000 divided into 500,000,000 Shares. As at the Latest Practicable Date, 336,587,142 Shares were in issue. In order to provide the Company with greater flexibility for future investment opportunities, the Board proposes to increase the authorised share capital of the Company from HK\$50,000,000 divided into 500,000,000 Shares to HK\$100,000,000 divided into 1,000,000,000 Shares by the creation of 500,000,000 new Shares. Immediately after completion of the increase in authorised share capital of the Company and assuming no new Shares are issued or no Share are repurchased from the Latest Practicable Date up to the SGM, the authorised share capital of the Company will be HK\$100,000,000 divided into 1,000,000,000 Shares, with 336,587,142 Shares in issue and 663,412,858 Shares remaining unissued (the “Proposed Increase of Authorised Share Capital”).

4. PROPOSED BYE-LAWS AMENDMENTS

The Board proposes to amend the Bye-Laws to reflect the Proposed Change of Company Name and the Proposed Increase of Authorised Share Capital (the “Proposed Bye-Laws Amendments”). Details of the Proposed Bye-Laws Amendments are as follows:

- (a) by deleting the existing definition of ““the Company” or “this Company”” in existing bye-law 1.(A) and replacing it with the following new definition of “the Company” or “this Company”:

““the Company” or “this Company” shall mean PacRay International Holdings Limited 太睿國際控股有限公司, an exempted company incorporated in Bermuda on 12 October 1993;” and

- (b) by deleting the existing bye-law 6.(A) in its entirety and replacing it with the following new bye-law 6.(A):

“6.(A) The authorised share capital of the Company as at the date on which this Bye-Law comes into effect is HK\$100,000,000 divided into 1,000,000,000 shares of par value HK\$0.10 each.”

5. SGM AND PROXY ARRANGEMENT

The Proposed Change of Company Name, the Proposed Increase of Authorised Share Capital and the Proposed Bye-Laws Amendments are subject to announcement, circular and the Shareholders’ approval requirements under the Listing Rules. The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name, the Proposed Increase of Authorised Share Capital and the Proposed Bye-Laws Amendments. The notice of the SGM is set out on pages 6 to 8 of this circular.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). An announcement on the poll results will be published by the Company after the SGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://pacmos.etnet.com.hk/>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.

6. RECOMMENDATION

The Directors consider that (i) the Proposed Change of Company Name; (ii) the Proposed Increase of Authorised Share Capital; and (iii) the Proposed Amendments to the Bye-Laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions in relation to the above matters as set out in the notice of the SGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Change of Company Name, the Proposed Increase of Authorised Share Capital and the Proposed Bye-Laws Amendments and therefore no Shareholder shall be required to abstain from voting for the related resolutions as stated in the notice of the SGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
Cheng Chow-Chun
Chairman



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 a special general meeting (the “SGM”) of PacMOS Technologies Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 15 December 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following ordinary resolution and special resolutions of the Company.

ORDINARY RESOLUTION

1. **“THAT:**

the authorised share capital of the Company be and is hereby increased from HK\$50,000,000 divided into 500,000,000 shares of par value HK\$0.10 each (“Shares”) to HK\$100,000,000 divided into 1,000,000,000 Shares by the creation of 500,000,000 new Shares which are to rank pari passu with the existing Shares in all respect; and the directors of the Company (the “Directors”) be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid increase in authorised share capital of the Company.”

SPECIAL RESOLUTIONS

2. **“THAT:**

Subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “PacMOS Technologies Holdings Limited” to “PacRay International Holdings Limited” and the new Chinese name of the Company “太睿國際控股有限公司” be adopted as the secondary name of the Company; and the Directors be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid name change of the Company.”

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

3. “THAT:

- (a) the existing bye-laws of the Company be and are hereby amended as follows:
- (i) by deleting the existing definition of ““the Company” or “this Company”” in existing bye-law 1.(A) and replacing it with the following new definition of ““the Company” or “this Company””:
- ““the Company” or “this Company” shall mean PacRay International Holdings Limited 太睿國際控股有限公司, an exempted company incorporated in Bermuda on 12 October 1993;” and
- (ii) by deleting the existing bye-law 6.(A) in its entirety and replacing it with the following new bye-law 6.(A):
- “6.(A) The authorised share capital of the Company as at the date on which this Bye-Law comes into effect is HK\$100,000,000 divided into 1,000,000,000 shares of par value HK\$0.10 each.”; and
- (b) the Directors be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid amendments to the bye-laws of the Company and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under all domestic or overseas applicable laws, including but not limited to the laws of Bermuda, or under the rules of any stock exchange on which any securities of the Company are listed, including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

By order of the Board of
PacMOS Technologies Holdings Limited
Cheng Chow-Chun
Chairman

Hong Kong, 17 November 2015

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

NOTICE OF SPECIAL GENERAL MEETING

- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Friday, 11 December 2015 to Tuesday, 15 December 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 10 December 2015.
- (5) Shareholders are recommended to read the circular of the same date of the above notice despatched to shareholders which contains important information concerning the resolutions set out in this notice.

As at the date of this notice, the Board comprises seven Directors. The executive Directors are Mr. Cheng Chow-Chun, Mr. Lee Chao-Chun, Mr. Sun Tao-Heng and Mr. Yuan Chun-Tang, and the independent non-executive Directors are Mr. Suen Sai Wah Simon, Mr. Li Kwan In, and Mr. Wang Chiang-Ming.