

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, company secretary, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Pacific Textiles Holdings Limited (the "Company"), you should at once hand this circular and the accompanying 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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PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES,
AND
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 August 2008 at 11:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use in connection with the Annual General Meeting is enclosed herewith.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the head office and principal place of the Company in Hong Kong at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

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DEFINITIONS

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

“2008 AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 29 August 2008 at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong
“AGM Notice”	the notice convening the 2008 AGM as set out on pages 14 to 17 of this circular
“Articles”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law (2004 Revision) of the Cayman Islands and any amendments or other statutory notifications thereof
“Company”	Pacific Textiles Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	listing of Shares on the Main Board of the Stock Exchange on 18 May 2007
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	share option(s) to subscribe for Shares granted pursuant to the Share Option Scheme

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	share(s) with a nominal value of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares in the manner set out in the resolution numbered 5 of the AGM Notice
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolutions of the Shareholders of the Company passed on 27 April 2007
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner set out in the resolution numbered 6 of the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholders”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

Executive Directors

Mr. WAN Wai Loi (*Chairman*)
Mr. TSANG Kang Po (*Vice Chairman*)
Mr. LAM Wing Tak (*Chief Executive Officer*)
Dr. LAM King Man

Non-executive Directors

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. HO Hsiang Ming, James
Mr. LAU Yiu Tong
Mr. Vivek KALRA
(*Alternate Director to Mr. Ho Hsiang Ming, James*)

Independent Non-executive Directors

Mr. CHAN Yue Kwong, Michael
Mr. NG Ching Wah
Mr. SZE Kwok Wing, Nigel

Registered office

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

*Head office and principal place of
business in Hong Kong*

7th Floor, Block B
Eastern Sea Industrial Building
48-56 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

30 July 2008

Dear Shareholders,

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES,
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you information regarding the resolutions to be proposed at the 2008 AGM of the Company in relation to the Share Issue Mandate, the Share Repurchase Mandate and the re-election of the retiring Directors and to give you the AGM Notice.

2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 14 September 2007, a general mandate was granted to the Directors to allot, issue and deal with Shares in accordance with the Listing Rules. Such general mandate will lapse at the conclusion of the 2008 AGM.

* For identification purpose only

LETTER FROM THE BOARD

An ordinary resolution no. 5 set out in the AGM Notice will be proposed at the 2008 AGM to grant Share Issue Mandate to the Directors so as to give the Directors the flexibility to issue Shares when it is in the interest of the Company. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,432,936,000 fully paid-up Shares. If there is no allotment or repurchase of the Shares prior to the date of the 2008 AGM, the Company shall be authorized under the Share Issue Mandate to allot, issue and deal with a maximum of 286,587,200 Shares, being 20% of the Shares in issue as at the date of the 2008 AGM.

In addition, an ordinary resolution no. 7 as set out in the AGM Notice will be proposed at the 2008 AGM to grant to the Directors to extend the Share Issue Mandate by adding any Shares repurchased under the Share Repurchase Mandate to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

3. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 14 September 2007, a general mandate was given to the Directors to repurchase Shares in accordance with the Listing Rules. Such general mandate will lapse at the conclusion of the 2008 AGM.

An ordinary resolution no. 6 as set out in the AGM Notice will be proposed at the 2008 AGM to grant Share Repurchase Mandate to the Directors. If there is no allotment or repurchase of the Shares prior to the date of the 2008 AGM, the Company shall be authorized under the Share Repurchase Mandate to repurchase a maximum of 143,293,600 Shares, being 10% of the Shares in issue as at the date of the 2008 AGM.

An explanatory statement, as required by the Listing Rules, to provide Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution in relation to the Share Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Wan Wai Loi, Mr. Tsang Kang Po, Mr. Lam Wing Tak, Dr. Lam King Man who are executive Directors; Mr. Choi Kin Chung, Mr. Ip Ping Im, Mr. Ho Hsiang Ming, James, Mr. Lau Yiu Tong, Mr. Vivek Kalra (alternate director to Mr. Ho Hsiang Ming, James) who are non-executive Directors; Mr. Chan Yue Kwong, Michael, Mr. Ng Ching Wah, Mr. Sze Kwok Wing, Nigel who are independent non-executive Directors.

Pursuant to article 130 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. Accordingly, Mr. Wan Wai Loi (Chairman and Executive Director), Mr. Tsang Kang Po (Vice Chairman and Executive Director), Dr. Lam King Man (Executive Director) and Mr. Ho Hsiang Ming, James (non-executive Director) will retire by rotation from the Board at the 2008 AGM and, being eligible, will offer themselves for re-election as Directors.

LETTER FROM THE BOARD

Biographical details of the retiring Directors who are proposed to be re-elected at 2008 AGM are set out in the Appendix II to this circular.

5. 2008 AGM

An AGM Notice convening the 2008 AGM is set out on pages 14 to 17 of this circular to consider, if thought fit, to pass the resolutions in relation to, inter alia, the re-election of the retiring Directors, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate.

6. PROCEDURE FOR DEMANDING A POLL

Pursuant to the article 90 of the Articles, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, not withdrawn or otherwise required under the Listing Rules, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

If a poll is required or demanded as aforesaid, it shall (subject as provided in article 94 of the Articles) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result

LETTER FROM THE BOARD

of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll whichever is earlier.

7. ACTIONS TO BE TAKEN

A form of proxy for use at the 2008 AGM is enclosed with this circular. Whether or not you intend to be present at the 2008 AGM, you are requested to complete the form of proxy and return it to the head office and principal place of business of the Company in Hong Kong not less than 48 hours before the time appointed for holding the 2008 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2008 AGM if you so wish.

8. RECOMMENDATION

The Board considers that the re-election of the retiring Directors, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2008 AGM.

Yours faithfully
By order of the Board
Pacific Textiles Holdings Limited
Wan Wai Loi
Chairman

The following serves as an explanatory statement in compliance with the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution numbered 6 of the AGM Notice in relation to the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$1,432,936 comprising 1,432,936,000 Shares. There were also outstanding Options carrying the rights to subscribe for 22,230,000 Shares. None of the outstanding Options are exercisable to subscribe for Shares before the 2008 AGM.

Subject to the passing of the relevant ordinary resolution to approve the Share Repurchase Mandate (as set out in resolution no. 6 of the AGM Notice) and on the basis that no further Shares are issued or repurchased, the Company would be authorized under the Share Repurchase Mandate to repurchase a maximum of 143,293,600 Shares during the period ending on the earliest of the date of the next annual general meeting following the 2008 AGM, the date by which the next annual general meeting following the 2008 AGM of the Company is required by the Articles or any applicable laws of Cayman Islands to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Board wishes to state that it has no immediate plans to repurchase any Shares but consider that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and/or liquidity of the Shares.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2008 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Share Repurchase Mandate is carried out in full during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles and all applicable laws of Cayman Islands and the Listing Rules. Subject to the foregoing, any repurchases by the Company may be made out of its funds which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

4. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the month during the previous twelve months up to the Latest Practicable Date were as follows:

	Highest Per Share	Lowest Per Share
	<i>HK\$</i>	<i>HK\$</i>
July 2007	5.45	4.65
August 2007	4.80	4.12
September 2007	4.60	3.75
October 2007	4.00	2.91
November 2007	3.30	2.39
December 2007	2.72	2.05
January 2008	2.23	1.79
February 2008	1.86	1.75
March 2008	1.79	1.41
April 2008	1.70	1.52
May 2008	1.69	1.55
June 2008	1.63	1.37
1 July 2008 to the Latest Practicable Date	1.43	1.26

5. DIRECTORS, ASSOCIATES AND CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of his respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Share Repurchase Mandate in the event that such mandate is approved by Shareholders.

No connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company, nor has he/she undertaken not to do so in the event that the Share Repurchase Mandate is approved by Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Cayman Islands and in accordance with the Memorandum of Association and Articles of the Company.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) 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 for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. IP Ping Im is beneficially interested in 402,540,000 Shares representing approximately 28.09% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then, (if the shareholdings otherwise remain the same) the interest of Mr. IP Ping Im in the Company would be increased from approximately 28.09% to approximately 31.21% of the total issued share capital of the Company. In the opinion of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to an extent which may result in any possible mandatory offer being made under the Takeovers Code.

8. SHARES REPURCHASES MADE BY THE COMPANY

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

The biographical details of four retiring Directors who are proposed to be re-elected at the 2008 AGM are set out below:

Mr. WAN Wai Loi

Chairman and executive Director, aged 58.

Mr. Wan joined the Group in 1997 and was appointed as a Director in 2004. Mr. Wan is also a director of various subsidiaries of the Group. Mr. Wan is responsible for production of our products and the formulation of the overall corporate direction and business strategies of the Group. Mr. Wan has over 35 years of experience in the textile industry. He obtained a Bachelor of Science Degree in Chemical Engineering from Taiwan National Cheng Kung University.

Mr. Wan had not held directorship in any public listed companies in the last three years.

Mr. Wan does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Mr. Wan is deemed to be interested in 101,743,000 Shares within the meaning of Part XV of the SFO, representing approximately 7.10% of the issued capital of the Company.

Mr. Wan has entered into a service agreement for an initial term of two years with effect from 1 April 2007 and the service agreement will continue thereafter until terminated by either party by giving to the other party at least six months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his service agreement, Mr. Wan is entitled to basic salary and directors fee in a total sum of HK\$4,290,000 per annum plus a bonus at the discretion of the Company. For the year ended 31 March 2008, the total amount of emoluments payable to Mr. Wan was approximately HK\$6,524,000. The amount of emoluments payable to Mr. Wan is determined having regard to his duties and responsibilities, the Company's performance, prevailing market conditions and by reference to the emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Wan.

Mr. Tsang Kang Po

Vice Chairman and executive Director, aged 57.

Mr. Tsang joined the Group in 1997 and was appointed as a Director in 2004. Mr. Tsang is a member of the Remuneration Committee and Nomination Committee of the Company and is also a director of various subsidiaries of the Group. Mr. Tsang is responsible for sales and marketing and the formulation of the overall corporate direction and business strategies for the Group. Mr. Tsang has over 29 years of experience in the textile industry. He is the vice chairman of Hong Kong Intimate Apparel Industries' Association. Mr. Tsang obtained a MBA degree from The Open University of Hong Kong and a Master of Science in Business Economics from The Chinese University of Hong Kong.

Mr. Tsang had not held directorship in any public listed companies in the last three years.

Mr. Tsang does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Mr. Tsang is deemed to be interested in 101,176,000 Shares within the meaning of Part XV of the SFO, representing approximately 7.06% of the issued capital of the Company.

Mr. Tsang has entered into a service agreement for an initial term of two years with effect from 1 April 2007 and the service agreement will continue thereafter until terminated by either party by giving to the other party at least six months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his service agreement, Mr. Tsang is entitled to basic salary and directors fee in a total sum of HK\$3,900,000 per annum plus a bonus at the discretion of the Company. For the year ended 31 March 2008, the total amount of emoluments payable to Mr. Tsang was approximately HK\$6,028,000. The amount of emoluments payable to Mr. Tsang is determined having regard to his duties and responsibilities, the Company's performance, prevailing market conditions and by reference to the emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Tsang.

Dr. Lam King Man

Executive Director, aged 52.

Dr. Lam joined the Group in 1998 and was appointed as a Director in 2004. Dr. Lam is also a director of various subsidiaries of the Group. Dr. Lam is responsible for overseeing manufacturing and research and development. Dr. Lam has over 26 years of experience in the textile, garment, dyeing and finishing industry. Dr. Lam obtained a Ph.D. degree from the Postgraduate School of Colour Chemistry and Colour Technology at the University of Bradford, United Kingdom and a Higher Diploma in Textile Chemistry from Hong Kong Polytechnic. He is a Chartered Colourist and a Fellow of The Society of Dyers and Colourists, United Kingdom.

Dr. Lam had not held directorship in any public listed companies in the last three years.

Dr. Lam does not have relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Dr. Lam is deemed to be interested in 30,075,000 Shares within the meaning of Part XV of the SFO, representing approximately 2.10% of the issued capital of the Company.

Dr. Lam has entered into a service agreement for an initial term of two years with effect from April 1, 2007 and the service agreement will continue thereafter until terminated by either party by giving to the other party at least six months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his service agreement, Dr. Lam is entitled to basic salary and directors fee in a total sum of HK\$2,730,000 per annum plus a bonus at the discretion of the Company. For the year ended 31 March 2008, the total amount of emoluments payable to Dr. Lam was approximately HK\$4,037,000. The amount of emoluments payable to Dr. Lam is determined having regard to his duties and responsibilities, the Company's performance, prevailing market conditions and by reference to the emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Dr. Lam.

Mr. Ho Hsiang Ming, James

Non-executive Director, aged 49.

Mr. Ho was appointed as a Director in 2004. Mr. Ho is a vice president of Capital International, Inc., responsible for private equity in Asia. Prior to joining Capital International, Inc. in 1996, Mr. Ho was a vice president of global equity investments at the Bank of America in Hong Kong. Mr. Ho is a director of China Digital TV Holding Co. Limited, a New York Stock Exchange listed company since November 2006 and was a director of ON*Media Corporation, a Korea listed company, from June 2000 to March 2007. He received a Bachelor of Arts in Economics from the National Taiwan University and an MBA from the Wharton School of Business at the University of Pennsylvania.

Save as disclosed above, Mr. Ho had not held directorship in any public listed companies in the last three years.

Mr. Ho does not have any relationship with other Directors, senior management or substantial Shareholders of the Company.

As at the Latest Practicable Date, Capital International, Inc. has 8.63% interest in the issued share capital of the Company according to the register required to be kept by the Company pursuant to section 336 of the SFO. Mr. Ho does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Ho has been appointed for an initial term of two years on the terms and conditions of his appointment with effective from 1 May 2007. His appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles.

In accordance with his appointment letter, no emolument is payable to Mr. Ho.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in connection with the re-election of Mr. Ho.

NOTICE OF ANNUAL GENERAL MEETING



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 August 2008 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 March 2008.
2. To consider and declare a final dividend for the year ended 31 March 2008.
3. To re-elect the following retiring directors and authorize the board of directors to fix the remuneration of directors:
 - (a) Mr. Wan Wai Loi as executive director;
 - (b) Mr. Tsang Kang Po as executive director;
 - (c) Dr. Lam King Man as executive director; and
 - (d) Mr. Ho Hsiang Ming, James as non-executive director.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the board of directors to fix the remuneration of the auditor.
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options or warrants which would or might require shares to be issued, allotted or disposed of be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options or warrants which would or might require shares to be issued, allotted or disposed of whether during the continuance of the Relevant Period or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription or conversion rights attaching to any warrants or any securities which are convertible into shares of the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or other 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 Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Articles of Association or any applicable laws of Cayman Islands to be held; and
- (iii) 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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company appearing on its register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any another stock exchange on which the securities of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or equivalent rules or regulations of such other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period 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 this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Articles of Association or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

ORDINARY RESOLUTION

“**THAT** conditional upon resolutions numbered 5 and numbered 6 set out in the notice convening this meeting being passed, the exercise by the directors of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to resolution numbered 5 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 shares of the Company purchased by the Company under the authority granted pursuant to resolution numbered 6 set out in the notice convening this meeting, provided that the amount of share capital repurchased by the Company 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 this resolution.”

By order of the Board of Directors
Wu Tai Cheung
Company Secretary

Hong Kong, 30 July 2008

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the head office and principal place of business of the Company in Hong Kong at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than forty-eight hours before the time for holding the annual general meeting or any adjourned meeting.
- (iii) With regard to resolutions numbered 3 and 5 to 7, details of the re-election of Directors and general mandates to issue and to repurchase shares are set out in the circular to shareholders dated 30 July 2008.
- (iv) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.