
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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,
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, 27 August 2010 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.

** For identification purpose only*

Hong Kong, 29 July 2010

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Share Issue Mandate	4
3. Share Repurchase Mandate	4
4. Re-election of retiring Directors	4
5. 2010 AGM	5
6. Voting by Poll	5
7. Actions to be Taken	6
8. Recommendation	6
Appendix I — Explanatory Statement on the Share Repurchase Mandate	7
Appendix II — Biography of Retiring Directors Proposed for Re-election	10
Notice of Annual General Meeting	14

DEFINITIONS

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

“2010 AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 27 August 2010 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 2010 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
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 July, 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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
“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

DEFINITIONS

“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
“Shareholder(s)”	holder(s) of the Share(s)
“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
“%”	per cent

LETTER FROM THE BOARD



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
Mr. LAM Hing Chau, Leon

Non-executive Directors

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. LAU Yiu Tong

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

29 July 2010

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 2010 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.

* For identification purpose only

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 28 August 2009, 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 2010 AGM.

An ordinary resolution no. 5 set out in the AGM Notice will be proposed at the 2010 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 2010 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 2010 AGM.

In addition, an ordinary resolution no. 7 as set out in the AGM Notice will be proposed at the 2010 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 28 August 2009, 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 2010 AGM.

An ordinary resolution no. 6 as set out in the AGM Notice will be proposed at the 2010 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 2010 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 2010 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, Mr. Lam Hing Chau, Leon who are executive Directors; Mr. Choi Kin Chung, Mr. Ip Ping Im, Mr. Lau Yiu Tong, 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.

LETTER FROM THE BOARD

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. Tsang Kang Po (Vice Chairman and executive Director), Mr. Choi Kin Chung (non-executive Director), Mr. Chan Yue Kwong, Michael (independent non-executive Director) and Mr. Sze Kwok Wing, Nigel (independent non-executive Director) will retire from the Board at the 2010 AGM and, being eligible, will offer themselves for re-election as Directors.

Biographical details of the retiring Directors who proposed to be re-elected at 2010 AGM are set out in the Appendix II to this circular.

5. 2010 AGM

An AGM Notice convening the 2010 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. VOTING BY 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.

LETTER FROM THE BOARD

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by way of poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the 2010 AGM in accordance with article 90 of the Articles. The results of the poll will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.pacific-textiles.com).

7. ACTIONS TO BE TAKEN

A form of proxy for use at the 2010 AGM is enclosed with this circular. Whether or not you intend to be present at the 2010 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 2010 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2010 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 as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2010 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.

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 2010 AGM, the date by which the next annual general meeting following the 2010 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 2010 (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 and Articles of Association 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 2009	2.80	2.02
August 2009	2.87	2.44
September 2009	2.81	2.43
October 2009	3.89	2.66
November 2009	4.08	3.66
December 2009	5.25	3.80
January 2010	5.90	5.20
February 2010	5.60	4.60
March 2010	5.28	4.75
April 2010	4.97	4.57
May 2010	5.02	3.99
June 2010	4.32	3.37
1 July 2010 to the Latest Practicable Date	4.69	3.75

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 and Articles of Association 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 403,000,000 Shares representing approximately 28.12% 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 28.12% to approximately 31.25% 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 2010 AGM are set out below:

Mr. Tsang Kang Po

Vice Chairman and executive Director, aged 59.

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 31 years of experience in the textile industry. 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 103,488,000 Shares within the meaning of Part XV of the SFO, representing approximately 7.22% 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 2010, the total amount of emoluments payable to Mr. Tsang was approximately HK\$8,011,000. 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.

Mr. Choi Kin Chung

Non-executive Director and a founder of the Group, aged 74.

Mr. Choi co-founded our Group in 1997 and has been the chairman of the Group since its inception until 2005. Mr. Choi is the emeritus chairman of the Company. Mr. Choi was appointed as a Director in 2004 and a director of several subsidiaries of the Group. He has approximately 42 years of experience in the textile industry. Mr. Choi was educated in the 華南理工大學，建築系 (School of Architecture, South China University of Technology) and is a Honorary Professor of the University. He is also a Honorary Citizen of Guangzhou City and Jiangmen City.

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

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

As at the Latest Practicable Date, Mr. Choi is deemed to be interested in 171,102,000 Shares within the meaning of Part XV of the SFO, representing approximately 11.94% of the issued capital of the Company.

Mr. Choi has been appointed for an initial term of two years on the terms and conditions of his appointment with effective from 1 May 2007 and subsequently the term of the appointment has been extended for a further two years. 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. Choi.

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. Choi.

Mr. Chan Yue Kwong, Michael

Independent non-executive Director, aged 58.

Mr. Chan was appointed as a Director in 2007. Mr. Chan is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He is currently the executive chairman of Café de Coral Holdings Limited, a Hong Kong listed company which he joined in 1984, and has considerable experience in planning and management. Mr. Chan is also an independent non-executive director of Starlite Holdings Limited since 1993 and Kingboard Laminates Holdings Limited since 2006 and a non-executive director of Tao Heung Holdings Limited in 2007, all three companies are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Chan holds a Bachelor of Arts, a Master degree in City Planning from the University of Manitoba, Canada, an Honorary Doctorate Degree in Business Administration and is also bestowed as Honorary Fellow from Lingnan University. He is currently an executive committee member of the Hong Kong Retail Management Association, the general committee member of the Employers' Federation of Hong Kong, an appointed member of the Quality Tourism Services Association, a full member of the Canadian and the Hong Kong Institute of Planners, a Fellow of the Chartered Institute of Marketing, the Honorary President of Hong Kong Foodstuffs Association as well as being appointed by the HKSAR Government as member of the Hong Kong Tourism Board and member of the Provisional Minimum Wage Commission. He is also the Honorary Chairman of the Hong Kong Institute of Marketing and the chairman of the Business Enterprise Management Centre of the Hong Kong Management Association.

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

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

As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chan has been appointed for an initial term of two years on the terms and conditions of his appointment with effect from 1 May 2007 and subsequently the term of the appointment has been extended for a further two years. 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, Mr. Chan will receive a director's fee of HK\$150,000 per annum, which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and by reference to 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. Chan.

Mr. Sze Kwok Wing, Nigel

Independent non-executive Director, aged 53.

Mr. Sze was appointed as a Director in 2007. Mr. Sze is the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Sze has senior management experience in the private and investment banking industry serving high net worth clients and institutions. He currently serves as deputy chief executive of EFG Bank AG, Hong Kong Branch for Asia Pacific Region. He was the managing director, head of investment of Citi Wealth Management for Asia Pacific region, the chief executive officer of Asia-Pacific for Barclays Wealth and an executive director in the private clients division at Morgan Stanley Asia Limited, Hong Kong. Mr. Sze holds a Master of Business from the University of Newcastle, Australia. He is a Fellow of CPA Australia.

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

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

As at the Latest Practicable Date, Mr. Sze does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sze has been appointed for an initial term of two years on the terms and conditions of his appointment with effect from 1 May 2007 and subsequently the term of the appointment has been extended for a further two years. 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, Mr. Sze will receive a director's fee of HK\$150,000 per annum, which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and by reference to 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. Sze.

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, 27 August 2010 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 2010.
2. To consider and declare a final dividend for the year ended 31 March 2010.
3. To re-elect the following retiring directors and authorize the board of directors to fix the remuneration of directors:
 - (a) Mr. Tsang Kang Po as executive director;
 - (b) Mr. Choi Kin Chung as non-executive director;
 - (c) Mr. Chan Yue Kwong, Michael as independent non-executive director; and
 - (d) Mr. Sze Kwok Wing, Nigel as independent 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
Lam Hing Chau, Leon
Company Secretary

Hong Kong, 29 July 2010

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 48 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 29 July 2010.
- (iv) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.