

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

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

**If you have sold or transferred** all your shares in ASM Pacific Technology Limited, you should at once hand this circular together with the accompanying form of proxy and annual report 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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## **ASM Pacific Technology Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0522)**

**PROPOSALS FOR GENERAL MANDATE  
TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2012 ANNUAL GENERAL MEETING**

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A notice convening the 2012 annual general meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) to be held at The Focal Point, Worldwide Executive Centre, Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 27 April 2012 at 3:00 p.m. is set out on pages 29 to 35 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s principal place of business in Hong Kong at 12th Floor, Watson Centre, 16-22 Kung Yip Street, Kwai Chung, New Territories, Hong Kong as soon as possible but in any event not later than 3:00 p.m. on 25 April 2012. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish.

26 March 2012

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at The Focal Point, Worldwide Executive Centre, Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Friday, 27 April 2012 at 3:00 p.m. or any adjournment thereof
“Amended and Restated Articles”	the Articles, having consolidated the Articles Amendments and all previous amendments to the existing Articles, proposed to be adopted as the amended and restated Articles in substitution for the existing Articles
“Articles”	the articles of association of the Company
“Articles Amendments”	the proposed amendments to the existing Articles as set out in item 6 in the notice of the AGM on pages 30 to 34 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors of the Company
“Company”	ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 0522)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	19 March 2012, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission
“%”	per cent.



## ASM Pacific Technology Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0522)**

**Executive Directors:**

Arthur H. del Prado (*Chairman*)  
Lo Tsan Yin, Peter (*Vice Chairman*)  
Lee Wai Kwong  
Chow Chuen, James  
Robin Gerard Ng Cher Tat

**Non-executive Directors:**

Charles Dean del Prado  
Petrus Antonius Maria van Bommel

**Independent Non-executive Directors:**

Orasa Livasiri  
Lee Shiu Hung, Robert  
Lok Kam Chong, John

**Registered Office:**

Caledonian House, George Town  
Grand Cayman, Cayman Islands

**Principal Place of Business in Hong Kong:**

12th Floor, Watson Centre  
16-22 Kung Yip Street, Kwai Chung  
New Territories  
Hong Kong

26 March 2012

**To the Shareholders**

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE  
TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2012 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on 27 April 2012. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate; (ii) the re-election of the retiring Directors; and (iii) declaration of final dividends; and special resolutions relating to (iv) the Articles Amendments; and (v) the adoption of the Amended and Restated Articles.

## LETTER FROM THE BOARD

### THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

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

### DECLARATION OF FINAL DIVIDENDS

On 6 March 2012, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2011 whereby the Board has recommended a final dividend of HK\$0.80 per share for the year ended 31 December 2011. Subject to the passing of this resolution, such final dividends will be paid on or about 14 May 2012.

The Register of the Members of the Company will be closed during the following periods:

- (i) From Wednesday, 25 April 2012 to Friday, 27 April 2012, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2012 AGM. In order to be eligible to attend and vote at the 2012 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 24 April 2012; and
- (ii) From Friday, 4 May 2012 to Monday, 7 May 2012, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 3 May 2012.

## LETTER FROM THE BOARD

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Directors propose to seek approval from the Shareholders at the AGM for the amendments to the existing Articles, the provisions of which will principally reflect the current amendments made to the Listing Rules, and certain housekeeping amendments proposed by the Board and the adoption of the Amended and Restated Articles.

The major proposed amendments include the following:

- (a) the principal or branch register of members of the Company could be kept at such place as the Board shall determine from time to time;
- (b) no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
- (c) allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll; and
- (d) the term of appointment of each Director shall not be more than 3 years.

Details of the proposed amendments to the existing Articles are set out in Appendix III to this circular.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to the existing articles 113 and 114 of the Articles, Mr. Lo Tsan Yin, Peter, Mr. Lok Kam Chong, John, Mr. Lee Shiu Hung, Robert and Miss Orasa Livasiri, will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election.

Further, pursuant to Appendix 14 of the Listing Rules, it is required to seek separate shareholders' approval on further appointment of an independent non-executive director who has served more than 9 years.

Miss Orasa Livasiri has been appointed as independent non-executive director for more than nine years. Nonetheless, the Company has received from her a confirmation of independence pursuant to the Listing Rules and Miss Livasiri has not engaged in any executive management of the Group. Taking into consideration of her independent scope of work in the past years, the Directors consider Miss Livasiri to be independent under the Listing Rules despite the fact that she has served the Company for more than nine years. Furthermore, the Directors consider the professional knowledge and expertise possessed by Miss Livasiri are beneficial to the Board. The Directors also consider it important to have a female director in the Board.

## LETTER FROM THE BOARD

In order to streamline the current provisions on appointment and retirement of directors as set out in the existing Articles, the Directors have proposed to amend the existing Articles such that each Director elected by the Company at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment. Subject to the passing of the resolution in relation to the Articles Amendments, the Directors have further proposed to have the current term of appointment for all existing Directors to expire on the end of the third annual general meeting since their last appointment. In view of the above,

- (a) Mr. Lok Kam Chong, John, having served for a term of nearly three years, will retire at the AGM and, being eligible, will offer himself for re-election should the resolutions at items 6 and 8 as set out in the notice of the AGM be approved by the Shareholders; and
- (b) Mr. Lo Tsan Yin, Peter, Mr. Lee Shiu Hung, Robert and Miss Orasa Livasiri will not be required to retire at the AGM should the resolutions at items 6 and 8 as set out in the notice of the AGM be approved by the Shareholders.

Biographical details of the above retiring Directors proposed for re-election which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### **NOTICE OF 2012 ANNUAL GENERAL MEETING**

Notice of the AGM is set out in Appendix IV to this circular. A proxy form for appointing proxy is dispatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.asmpacific.com](http://www.asmpacific.com)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions stated thereon and return it to the Company's principal place of business in Hong Kong at 12th Floor, Watson Centre, 16-22 Kung Yip Street, Kwai Chung, New Territories, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

### **VOTING AT THE 2012 ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 60 of the Articles. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors (including the Independent Non-executive Directors) consider that the proposed granting of the Repurchase Mandate to the Directors, the proposed re-election of the retiring Directors, the declaration of final dividends and the proposed Articles Amendments 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 the relevant resolutions as set out in the notice of the AGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of the Board  
**ASM Pacific Technology Limited**  
**Lee Wai Kwong**  
*Director*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 397,637,100 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 39,763,710 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

### **2. REASONS FOR REPURCHASES**

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

### **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2011) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

<b>Month</b>	<b>Share Prices (Per Share)</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2011</b>		
March	110.50	84.60
April	107.50	94.05
May	118.40	101.10
June	111.10	100.00
July	113.20	83.40
August	87.55	71.40
September	85.00	75.05
October	97.00	72.10
November	89.30	80.75
December	91.90	81.10
<b>2012</b>		
January	101.10	87.05
February	111.90	95.60
March (up to and including the Latest Practicable Date)	109.50	96.25

#### 5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, ASM Pacific Holding B.V. (a wholly owned subsidiary of ASM International N.V.) which held 207,427,500 Shares representing approximately 52.17% of the issued share capital of the Company, is a substantial Shareholder of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of ASM Pacific Holding B.V. in the Company would be increased to approximately 57.96% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the number of Shares held by the public to less than 25% of the Company's issued share capital.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

*The following are the biographical details of the Directors proposed for re-election at the AGM:*

**(a) Mr. Lo Tsan Yin, Peter, Executive Director**

Mr. Lo Tsan Yin, Peter, aged 63, was appointed to the Board as the Vice Chairman of the Company on 1 January 2007. He has a Bachelor of Science degree in Electronics Engineering from the University of Southampton, England. Mr. Lo joined the Group in 1980. He has over 30 years of experience in the computer and semiconductor industry.

There is no service contract entered into between Mr. Lo and the Group but he is subject to retirement and re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2011, Mr. Lo received total emoluments of HK\$14,809,000 from the Group. The emoluments of Mr. Lo are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rate for the position.

Mr. Lo is also a director of certain Group members. Save as disclosed herein, Mr. Lo does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Lo was interested in 242,000 Shares in the Company, representing approximately 0.06% of the issued share capital of the Company and was also interested in 2,500 shares in ASM International N.V. ("ASM International"), the controlling shareholder of the Company. Save as disclosed herein, Mr. Lo was not interested nor deemed to be interested in any shares or underlying shares of the Company or its associated companies within the meaning of Part XV of the SFO.

Mr. Lo has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders of the Company or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(b) Mr. Lok Kam Chong, John, Independent Non-executive Director**

Mr. Lok Kam Chong, John, aged 49, was appointed to the Board as an Independent Non-executive Director on 9 March 2007. Mr. Lok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has 20 years of experience in financial management and corporate controllership. Mr. Lok started his career as an auditor in an international accounting firm and then moved to work for some major financial information companies, including Moneyline Telerate (Hong Kong) Ltd. and Dow Jones Telerate. He is currently a director of Oriental Link CPA Limited. Mr. Lok holds Dual Degrees in Master in Business Administration and Master of Science in Information Technology from The Hong Kong University of Science and Technology.

There is no service contract entered into between Mr. Lok and the Company. He has no fixed term of service with the Company other than retirement by rotation and re-election provisions at annual general meeting of the Company as contained in the Articles. For the year ended 31 December 2011 Mr. Lok received a fee of HK\$350,000 from the Company. The emoluments of Mr. Lok are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Lok does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Lok did not have any interest, and was not deemed to have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lok has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders of the Company or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(c) Mr. Lee Shiu Hung, Robert, Independent Non-executive Director**

Mr. Lee Shiu Hung, Robert, aged 79, was appointed to the Board on 23 December 2004. Mr. Lee is a Certified Public Accountant with over 40 years of practical experience in auditing, accounting and finance, taxation and general management. He was engaged in public accounting practice in the name of Robert S.H. Lee & Co., Certified Public Accountants, since 1984 until his retirement in 2000. Mr. Lee previously held senior executive positions in multinational groups, including Jardine Matheson & Co. Limited and Hutchison International Limited. He was a President of the Society of Chinese Accountants & Auditors, Hong Kong in 1983/84 and a President of the Australian Society of Certified Practising Accountants (CPA Australia) Hong Kong Branch in 1986/87. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, CPA Australia; the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is a member of the Advisory Board of the Society of Chinese Accountants & Auditors, Hong Kong.

There is no service contract entered into between Mr. Lee and the Company. He has no fixed term of service with the Company other than retirement by rotation and re-election provisions at annual general meeting of the Company as contained in the Articles. For the year ended 31 December 2011, Mr. Lee received a fee of HK\$350,000 from the Company. The emoluments of Mr. Lee are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Lee does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Lee did not have any interest, and was not deemed to have any interests in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders of the Company or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(d) Miss Orasa Livasiri, Independent Non-executive Director**

Miss Orasa Livasiri, aged 56, was appointed to the Board as an Independent Non-executive Director in 1994. She is a solicitor in private practice and is a partner of Messrs. Ng, Lie, Lai & Chan.

There is no service contract entered into between Miss Orasa Livasiri and the Company. She has no fixed term of service with the Company other than retirement by rotation and re-election provisions at annual general meeting of the Company as contained in the Articles. For the year ended 31 December 2011, Miss Orasa Livasiri received a fee of HK\$400,000 from the Company. The emoluments of Miss Orasa Livasiri are determined by the Board with reference to her duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Miss Orasa Livasiri does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does she have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Miss Orasa Livasiri did not have any interest, and was not deemed to have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Miss Orasa Livasiri has confirmed that she is not aware of any matters that need to be brought to the attention of the Shareholders of the Company or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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The below sets out the existing Articles and the proposed amendments for ease of reference:

<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
1. “the Register”	means the register of members maintained by the Company at the Office and any branch register or registers of members maintained by the Company from time to time;	1. “Register”	means the principal register and, where applicable, any branch register of members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;
7. 7.1	The Company shall maintain the Register at the Office provided that the Company may also maintain a branch register or registers of members at such place or places as the Directors may from time to time determine, where transfers or other documents of title are to be lodged for registration and registered.	7. 7.1	<p>The Company shall keep the Register and shall enter therein the following particulars, that is to say:</p> <ul style="list-style-type: none"> <li>(a) the name and address of each member, the number and class of shares held by him and the amount paid or agreed to be considered as paid on such shares;</li> <li>(b) the date on which each person was entered in the Register as a member; and</li> <li>(c) the date on which any person ceased to be a member.</li> </ul>

**APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
7.2	The following shall apply in relation to any branch register of members kept pursuant to Article 7.1 in Hong Kong:	7.2	The Company may keep in any country or territory one or more branch registers as the Board determines and vary such regulations as it determines in respect of the keeping of any such register.
7.2.1	save where the branch register is closed pursuant to Article 7.2.3 below, the branch register shall during business hours (subject to such reasonable restrictions as the Company in general meeting may impose, so that not less than 2 hours in each day be allowed for inspection) be open to the inspection of any member without charge;		
7.2.2	any member may require a copy of the branch register, or of any part thereof, on payment of 25 cents, or such less sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied; such copy so required shall be sent to that member within a period of 10 days commencing on the day next after the day on which the requirement is received by the Company; and		

**APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
7.2.3	the Company may close the branch register at such times or for such periods not exceeding in the whole thirty days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution.		
7.3	The Directors may, in their absolute discretion, at any time and from time to time transfer any share upon that part of the Register maintained at the Office (the "Office Register") to any branch register, or any share on any branch register to the Office Register or any other branch register.	7.3	The Register shall during business hours (subject to such reasonable restrictions as the Board may impose, so that not less than 2 hours in each day be allowed for inspection) be open for the inspection by any member without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the place at which the Register is kept in accordance with the Statutes.

**APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
7.4	Unless the Directors otherwise agree, no share on the Office Register may be transferred to any branch register, nor may shares on any branch register be transferred to the Office Register or any other branch register. All transfers and other documents of title must be lodged for registration, in the case of shares on a branch register, at the relevant registration office and, in the case of shares on the Office Register, at the Office.	7.4	The Register may, after notice has been given in accordance with the requirements of any Designated Stock Exchange or by any means (including electronic means) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution at a general meeting of the Company.
7.5	Up-to-date copies of all branch registers shall be maintained at the Office.	7.5	The Directors may, in their absolute discretion, at any time and from time to time transfer any share upon the principal register of members to any branch register of members or any share on any branch register to the principal register or any other branch register.

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
7.6	Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claims to or interest in such share on the part of any other person (even when it has actual notice thereof).	7.6	Unless the Directors otherwise agree, no share on the principal register may be transferred to any branch register, nor may shares on any branch register be transferred to the principal register or any other branch register. All transfers and other documents of title must be lodged for registration at the place at which the principal register or branch register is kept.
		7.7	Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claims to or interest in such share on the part of any other person (even when it has actual notice thereof).

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
60.	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.	60. 60.1	At any general meeting, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular issued to the members of the Company; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
		60.2	<p>Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <ul style="list-style-type: none"><li>(a) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</li><li>(b) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or</li></ul>

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
			<p>(c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p>
			<p>A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.</p>
		60.3	<p>A poll shall be taken in such manner as the Chairman may direct.</p>

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
61.	A poll shall be taken in such manner as the Chairman may direct.	61.	Where a resolution is voted by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect is made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.
62.	Any question of adjournment shall be decided at the meeting and without adjournment.	62.	Where a resolution is voted by a poll, the result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.
65.	Votes may be given by members present in person, by proxy or by representative (in case the member is a corporation) and every member shall have one vote for every share held by him.	65.	On a poll, votes may be given by members present in person, by proxy or by representative (in case the member is a corporation) and every member shall have one vote for every share held by him.

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
96.	A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire and (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he shall cease to hold the office of Director from any cause.	96.	A Managing Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he shall cease to hold the office of Director from any cause.
110.2.4	any contract or arrangement concerning any other company in which the director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived);		

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
110.2.5	any proposal concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;		Renumbered as 110.2.4
110.2.6	any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the director or his associate(s) benefits in a similar manner as the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom such arrangement relates;		Renumbered as 110.2.5
110.2.7	such other exceptions applicable to all listed companies as shall be approved by the Designated Stock Exchange from time to time.		Renumbered as 110.2.6

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
113.	Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors (including the Chairman and/or the Managing Directors of the Company) for the time being (or, if their number is not a multiple of three (3) the number nearest to but not less than one-third) shall retire from office by rotation and shall be eligible for re-election provided that every Director (including those appointed for a specific term) shall retire from office by rotation at least once every three years, provided that if there are only two Directors subject to retirement by rotation, one of them shall retire and if there is only one Director who is subject to retirement by rotation, he shall retire. A Director retiring at a meeting as aforesaid shall retain office until the dissolution of that meeting.	113.	Without prejudice to Article 117 and any other provisions in these Articles, any Director elected by the Company at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment.

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
114.	The Directors to retire under the last preceding Article shall be those who have been longest in office. As between two or more Directors who have been in office an equal length of time the Director to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.	114.	The Directors whose term so expired under Article 113 shall be eligible for re-election at general meetings.
116.1	The Company at any general meeting at which a Director retires in manner aforesaid shall if possible fill the vacated office unless at such meeting it is determined to reduce the number and also may without notice in that behalf fill any other vacancies.		Renumbered as 116
116.2	If at any general meeting at a Director retires, the office(s) of the retiring Director(s) are not filled up the retiring Director(s) may continue in office until the annual general meeting in the next year, and so on from year to year unless the number shall be reduced as aforesaid or unless the Company at the annual general meeting shall resolve that a retiring Director shall not remain in office.		

<b>APPENDIX III      PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>
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<b>Article No.</b>	<b>Existing Articles</b>	<b>Article No.</b>	<b>Proposed new Articles</b>
117.	The Directors may appoint any person to be a director, either to fill a vacancy or as an additional director and any person so chosen shall retain his office until the first general meeting of the Company after his appointment and shall be eligible for re-election, but shall not be taken into account in determining which Directors are to retire by rotation.	117.	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any person so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election at such meeting.
118.	The Company in general meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.	118.	The Company in general meeting may from time to time increase or reduce the number of Directors but so that the number of Directors shall not be less than three.



## ASM Pacific Technology Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0522)**

### NOTICE OF 2012 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2012 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at The Focal Point, Worldwide Executive Centre, Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 27 April 2012 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.80 per share for the year ended 31 December 2011.
3. To authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint the auditors and to authorize the board of Directors to fix their remuneration.
5. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, 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 repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorized;

- (b) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and
  - (c) for the purpose 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
6. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the articles of association of the Company be amended as follows:

- (a) by deleting the expression and meaning of “the Register” under the existing Article 1 in its entirety and substituting therefor the following:

““Register” means the principal register and, where applicable, any branch register of members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;”;

- (b) by deleting the existing Article 7 in its entirety and substituting therefor the following:

‘7. 7.1 The Company shall keep the Register and shall enter therein the following particulars, that is to say:

- (a) the name and address of each member, the number and class of shares held by him and the amount paid or agreed to be considered as paid on such shares;
- (b) the date on which each person was entered in the Register as a member; and
- (c) the date on which any person ceased to be a member.

- 7.2 The Company may keep in any country or territory one or more branch registers as the Board determines and vary such regulations as it determines in respect of the keeping of any such register.
- 7.3 The Register shall during business hours (subject to such reasonable restrictions as the Board may impose, so that not less than 2 hours in each day be allowed for inspection) be open for the inspection by any member without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the place at which the Register is kept in accordance with the Statutes.
- 7.4 The Register may, after notice has been given in accordance with the requirements of any Designated Stock Exchange or by any means (including electronic means) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution at a general meeting of the Company.
- 7.5 The Directors may, in their absolute discretion, at any time and from time to time transfer any share upon the principal register of members to any branch register of members or any share on any branch register to the principal register or any other branch register.
- 7.6 Unless the Directors otherwise agree, no share on the principal register may be transferred to any branch register, nor may shares on any branch register be transferred to the principal register or any other branch register. All transfers and other documents of title must be lodged for registration at the place at which the principal register or branch register is kept.
- 7.7 Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claims to or interest in such share on the part of any other person (even when it has actual notice thereof).’;

- (c) by deleting the existing Article 60 in its entirety and substituting therefor the following:

‘60. 60.1 At any general meeting, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular issued to the members of the Company; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

60.2 Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (b) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.

60.3 A poll shall be taken in such manner as the Chairman may direct.';

- (d) by deleting the existing Article 61 in its entirety and substituting therefor the following:

'61. Where a resolution is voted by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect is made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.';

- (e) by deleting the existing Article 62 in its entirety and substituting therefor the following:

'62. Where a resolution is voted by a poll, the result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.';

- (f) by deleting the existing Article 65 in its entirety and substituting therefor the following:

'65. On a poll, votes may be given by members present in person, by proxy or by representative (in case the member is a corporation) and every member shall have one vote for every share held by him.';

- (g) by deleting the existing Article 96 in its entirety and substituting therefor the following:

'96. A Managing Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he shall cease to hold the office of Director from any cause.';

- (h) by deleting the existing Article 110.2.4 in its entirety and renumbering each of the existing Articles 110.2.5 to 110.2.7 as Articles 110.2.4 to 110.2.6 respectively;

- (i) by deleting the existing Article 113 in its entirety and substituting therefor the following:

‘113. Without prejudice to Article 117 and any other provisions in these Articles, any Director elected by the Company at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment.’;

- (j) by deleting the existing Article 114 in its entirety and substituting therefor the following:

‘114. The Directors whose term so expired under Article 113 shall be eligible for re-election at general meetings.’;

- (k) by deleting the existing Article 116.2 in its entirety and renumbering the existing Article 116.1 as Article 116;

- (l) by deleting the existing Article 117 in its entirety and substituting therefor the following:

‘117. The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any person so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election at such meeting.’;

- (m) by deleting the existing Article 118 in its entirety and substituting therefor the following:

‘118. The Company in general meeting may from time to time increase or reduce the number of Directors but so that the number of Directors shall not be less than three.’”

7. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to the passing of special resolution 6 as set out in the notice of this meeting, the adoption of an amended and restated articles of association of the Company (incorporating the amendments stated in special resolution 6 and all previous amendments to the existing articles of association, a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing articles of association of the Company be and is hereby approved.”

8. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the special resolution 6 as set out in the notice of this meeting, the current term of appointment for all existing Directors be expired on the end of the third annual general meeting since their last election.”

9. **As ordinary business**, to re-elect the retiring directors.

For and on behalf of the Board  
**ASM Pacific Technology Limited**  
**Lee Wai Kwong**  
*Director*

Hong Kong, 26 March 2012

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Exchange”) and the results of the poll will be published on the websites of the Exchange and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the AGM is entitled to appoint up to two proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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, must be deposited at the Company’s principal place of business in Hong Kong at 12th Floor, Watson Centre, 16-22 Kung Yip Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. The register of the members of the Company will be closed during the following periods:
  - (i) From Wednesday, 25 April 2012 to Friday, 27 April 2012, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders’ entitlement to attend and vote at the 2012 AGM. In order to be eligible to attend and vote at the 2012 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 24 April 2012; and
  - (ii) From Friday, 4 May 2012 to Monday, 7 May 2012, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Thursday, 3 May 2012.
5. The articles of association (the “Articles”) of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolutions above on amendments of the Articles is purely a translation only. Should there be any discrepancy, the English version shall prevail.