

**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, APPOINTMENT OF EXECUTIVE DIRECTOR, RATIFICATION OF THE ISSUE OF SHARES TO EXECUTIVE DIRECTORS AND NOTICE OF 2011 ANNUAL GENERAL MEETING**

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A notice convening the 2011 annual general meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) to be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 28 April 2011 at 3:00 p.m. is set out on pages 14 to 15 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed 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 26 April 2011. 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.

24 March 2011

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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 Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 28 April 2011 at 3:00 p.m. or any adjournment thereof
“Articles”	the existing articles of association of the Company
“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
“Director(s)”	director(s) of the Company
“EUR”	Euro, the lawful currency from time to time of the European Monetary Union
“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
“Independent Shareholders”	Shareholders of the Company other than Mr. Lee Wai Kwong, Mr. Lo Tsan Yin, Peter and Mr. Chow Chuen, James
“Latest Practicable Date”	17 March 2011, 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
“Scheme”	an employee share incentive scheme adopted by the Company on 23 March 1990 for the benefit of members of management and employees of the Company and its participating subsidiaries
“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
“SGD”	Singapore dollar(s), the lawful currency of Singapore
“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

### 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

24 March 2011

### To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE  
TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF EXECUTIVE DIRECTOR,  
RATIFICATION OF THE ISSUE OF  
SHARES TO EXECUTIVE DIRECTORS  
AND  
NOTICE OF 2011 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 28 April 2011. These include (i) ordinary resolution relating to the granting to the Directors the Repurchase Mandate; (ii) ordinary resolutions relating to the re-election of the retiring Directors; (iii) ordinary resolution relating to the appointment of Mr. Robin Gerard Ng Cher Tat as Executive Director of the Company; (iv) ordinary resolution relating to the ratification of the issue of Shares to the Executive Directors of the Company under the Employee Share Incentive Scheme on 15 December 2010; and (v) declaration of final and special dividends.

## 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 AND SPECIAL DIVIDENDS

On 2 March 2011, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2010 whereby the Board has recommended a final dividend of HK\$2.10 per share and a special dividend of HK\$1.10 per share for the year ended 31 December 2010. Subject to the passing of this resolution, such final and special dividends will be paid on or about 4 May 2011.

The Register of Members will be closed from 20 April 2011 to 28 April 2011, both days inclusive. In order to qualify for the proposed final and special dividends and attendance at AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrars 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 19 April 2011.

### RE-ELECTION OF RETIRING DIRECTORS

In relation to Resolution 3 as set out in the notice of the AGM, Mr. Arthur H. del Prado, Mr. Lee Wai Kwong and Mr. Chow Chuen, James, will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to Articles 113 and 114 of the Articles.

In addition, pursuant to Article 117 of the Company's Articles, Mr. Charles Dean del Prado and Mr. Petrus Antonius Maria van Bommel, who were appointed as Non-Executive Directors by the Board with effect from 29 April 2010 and 29 October 2010 respectively, had been re-elected as directors at the extraordinary general meeting of the Company held on 6 January 2011.

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.

### APPOINTMENT OF EXECUTIVE DIRECTOR

In relation to Resolution 5 as set out in the notice of the AGM, the Board recommends the appointment of Mr. Robin Gerard Ng Cher Tat, the Chief Financial Officer of the Group, as an Executive Director of the Company pursuant to Article 115 of the Company's Articles. Biographical details of Mr. Robin Gerard Ng Cher Tat to be proposed for appointment which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix III to this circular.

## LETTER FROM THE BOARD

### **RATIFICATION OF THE ISSUE OF SHARES TO EXECUTIVE DIRECTORS UNDER THE SCHEME ON 15 DECEMBER 2010**

#### **Background**

The Scheme is for the benefit of employees and members of management of the Company and its participating subsidiaries and has been operated for more than 20 years since March 1990. At the annual general meeting of the Company held on 24 April 2009, the Shareholders approved to extend the period of the Scheme for a term of a further 10 years up to 23 March 2020 and allow up to 7.5% of the issued share capital of the Company from time to time (excluding any Shares subscribed for or purchased pursuant to the Scheme since 23 March 1990) to be subscribed for or purchased pursuant to the Scheme during such extended period and that no more than 3.5% of the issued share capital of the Company from time to time (excluding any Shares subscribed for or purchased pursuant to the Scheme since 23 March 1990) to be subscribed for or purchased pursuant to the Scheme for the period from 24 March 2010 to 23 March 2015.

On 2 March 2010, the Board resolved to contribute HK\$174,710 to the Scheme and to grant a total of 1,747,100 Shares in the Company, enabling the trustee of the Scheme to subscribe for the Shares granted for the benefit of employees and members of the management of the Group, including the three Executive Directors of the Company, upon expiration of the qualification period on 15 December 2010. 1,726,900 Shares were issued on 15 December 2010, details of which were set out on the Company's Announcement entitled "Issue of Shares Pursuant to Employee Share Incentive Scheme" dated 15 December 2010.

#### **Reasons for the Ratification of Issue of Shares to Executive Directors**

Since the issue of Shares to the three Executive Directors of the Company, namely, Mr. Lee Wai Kwong, Mr. Lo Tsan Yin, Peter and Mr. Chow Chuen, James, under the Scheme on 15 December 2010 constitute connected transactions under Chapter 14A of the Listing Rules, which requires the approval of the Independent Shareholders of the Company. Having issued the Shares without the prior approval of the Independent Shareholders, the Board recommends ratifying the issue of Shares to the three Executive Directors by obtaining the approval by the Independent Shareholders at the AGM. An ordinary resolution relating to the ratification of the issue of: (i) 110,000 Shares to Mr. Lee Wai Kwong; (ii) 96,000 Shares to Mr. Lo Tsan Yin, Peter and (iii) 78,000 Shares to Mr. Chow Chuen, James, under the Scheme on 15 December 2010 will be proposed to Independent Shareholders of the Company at the AGM.

#### **NOTICE OF 2011 ANNUAL GENERAL MEETING**

Notice of the AGM is set out in Appendix IV to this circular. A proxy form for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.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.

## LETTER FROM THE BOARD

### VOTING AT THE 2011 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.

### RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the proposed granting of the Repurchase Mandate to the Directors, the re-election of the retiring Directors, the appointment of executive director, the ratification of issue of shares to the three Executive Directors on 15 December 2010 and the declaration of final and special dividends are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

### 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 396,119,000 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 39,611,900 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 2010) 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:

Month	Share Prices (Per Share)	
	Highest HK\$	Lowest HK\$
<b>2010</b>		
March	77.40	69.35
April	80.45	71.30
May	76.00	52.75
June	66.00	58.10
July	73.80	58.55
August	74.40	62.00
September	71.20	63.30
October	73.50	68.55
November	73.90	67.95
December	101.20	72.80
<b>2011</b>		
January	106.80	92.00
February	113.40	94.00
March (up to and including the Latest Practicable Date)	110.50	84.60

#### 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 52.36% 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 58.18% 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. Arthur H. del Prado, Chairman and Executive Director**

Mr. Arthur H. del Prado, aged 79, is the Chairman of the Company and founder of ASM International N.V. (“ASM International”), the ultimate holding company of the Company. Mr. del Prado currently serves on the Board of several companies, civic and non profit organisations, among which the MEDEA+ Board, the “Micro Electronics Development for European Applications” project. Mr. del Prado was formerly a member of the Board of Directors of: Océ van der Grinten Nederland N.V., Manufacturer of Copiers and Printers; G.T.I. Holding N.V., an Electronic Equipment and Installations company; Delft Instruments N.V., a Manufacturer of High-Technology Industrial and Defence Products; Breevast N.V., Project Development and Management; Dujat, Dutch & Japanese Trade Federation and ABN-AMRO Bank, Advisory Counsel. Mr. del Prado is the father of Mr. Charles Dean del Prado, the non-executive director of the Company.

There is no service contract entered into between Mr. del Prado and the Group other than retirement by rotation and re-election provisions at annual general meetings of the Company as contained in the Articles. No emolument was paid to Mr. del Prado during the year ended 31 December 2010. A Director fee of HK\$450,000 per annum will be payable to Mr. del Prado in relation to his appointment. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office save as in accordance with the Articles and subject to the applicable statutory requirements.

Save as disclosed herein, Mr. del Prado 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. del Prado, as well as a Dutch private liability company and a foundation both controlled by him, altogether held about 20.64% of the share capital of ASM International, represented by 11,342,878 common shares. ASM International through its wholly-owned subsidiary, ASM Pacific Holding B.V., is a controlling shareholder of the Company, holding 207,427,500 Shares which is approximately 52.36% of the entire share capital of the Company.

As at the Latest Practicable Date, Mr. del Prado had the following options granted by ASM International to subscribe for shares in ASM International:

<b>Date of grant</b>	<b>Exercise period</b>	<b>Exercise price</b>	<b>Share options of ASM International</b>
23.5.2007	23.5.2010 – 23.5.2015	EUR19.47	52,886

Save as disclosed herein, Mr. del Prado does not have, and is not deemed to have, interest in any shares or underlying shares of the Company or its associated companies within the meaning of Part XV of the SFO.

Mr. del Prado 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. Lee Wai Kwong, Executive Director**

Mr. Lee Wai Kwong, aged 56, was appointed to the Board as the Chief Executive Officer of the Company on 1 January 2007. He has a Bachelor of Science degree and a Master of Philosophy degree from The Chinese University of Hong Kong, Hong Kong; both degrees are in Electronics. He also has a Masters degree in Business Administration from the National University of Singapore, Singapore. Mr. Lee joined the Group in 1980. He has over 30 years of working experience in the semiconductor industry. Mr. Lee served as a member of the Management Board of ASM International from 1 January 2007 to 31 December 2010.

There is no service contract entered into between Mr. Lee 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 2010, Mr. Lee received total emoluments of HK\$13,656,000 from the Group. The emoluments of Mr. Lee are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rate for the position.

Mr. Lee is also a director of certain Group members. Save as disclosed herein, 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 was interested in 846,700 Shares in the Company, representing approximately 0.21% of the issued share capital of the Company. Pursuant to the Scheme of the Company, the Board resolved to allocate Share entitlements at par value to the management and employees of the Company in respect of their services for the vesting period from 11 March 2011 to 15 December 2011 (both days inclusive) (“Vesting period”) whereby the Company has agreed on 11 March 2011 to allocate to Mr. Lee an entitlement of 130,000 Shares in the Company in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Lee. His interest of 846,700 Shares includes this 130,000 Shares entitlement. Save as disclosed herein, Mr. Lee 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. 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.

**(c) Mr. Chow Chuen, James, Executive Director**

Mr. Chow Chuen, James, aged 54, was appointed to the Board as the Chief Operating Officer of the Company on 1 January 2007. He has a Bachelor of Science degree in Electrical Engineering from the University of Hong Kong and a Master of Science degree in Manufacturing System Engineering from the University of Warwick, England. Mr. Chow joined the Group in 1982. He has over 25 years of working experience in the electronics and semiconductor industry.

There is no service contract entered into between Mr. Chow 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 2010, Mr. Chow received total emoluments of HK\$9,738,000 from the Group. The emoluments of Mr. Chow are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Chow is also a director of certain Group members. Save as disclosed herein, Mr. Chow 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 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. Chow was interested in 450,000 Shares in the Company, representing approximately 0.11% of the issued share capital of the Company. Pursuant to the Scheme, the Company has also agreed on 11 March 2011 to allocate to Mr. Chow an entitlement of 78,000 Shares in the Company in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Chow. His interest of 450,000 Shares includes this 78,000 Shares entitlement. Save as disclosed herein, Mr. Chow 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. Chow 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.

**Mr. Robin Gerard Ng Cher Tat**

Mr. Robin Gerard Ng Cher Tat, aged 47, was appointed as the Chief Financial Officer of the Group and the director of certain Group members with effect from 1 February 2010. Prior to the appointment of Chief Financial Officer of the Group, Mr. Ng was the Finance Director of the Company, a position which he assumed on 1 January 2009. With an accountancy degree from the National University of Singapore and a Master of Laws (Commercial Law) from the University of Derby, Mr. Ng is also a Fellow Certified Public Accountant of Singapore. He has acquired more than 20 years of work experience in finance, audit and accounting.

Save as disclosed herein, Mr. Ng does not and did not hold any other directorships in other listed public companies, the securities of which are listed in Hong Kong or overseas, in the past three years, nor does he have any relationship with any directors, senior management or substantial shareholders or controlling Shareholders of the Company for the purpose of the Listing Rules.

Mr. Ng is entitled to receive a current monthly salary of SGD21,000, equivalent to approximately HK\$128,000, from the Group plus discretionary bonus that is depending on his performance and the performance of the Group. There is no service contract entered into between Mr. Ng and the Group and at present, the Board does not envisage that a service contract will be entered into upon his appointment. However, he will be subject to retirement and re-election provisions at annual general meetings of the Company in accordance with the Articles. Also, no other emolument will be payable to Mr. Ng by the Group apart from the above-mentioned emolument.

As at the Latest Practicable Date, Mr. Ng was interested in 49,000 Shares in the Company, representing approximately 0.012% of the issued share capital of the Company. Pursuant to the Scheme, the Company has also agreed on 11 March 2011 to allocate to Mr. Ng an entitlement of 24,000 Shares in the Company in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Ng. His interest of 49,000 Shares includes this 24,000 Shares entitlement. Save as disclosed herein, Mr. Ng 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.

Save as disclosed above, Mr. Ng 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.



## ASM Pacific Technology Limited

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

**(Stock Code: 0522)**

### NOTICE OF 2011 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 28 April 2011 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 Auditor for the year ended 31 December 2010.
2. To declare a final dividend of HK\$2.10 per share and a special dividend of HK\$1.10 for the year ended 31 December 2010.
3. To re-elect the retiring Directors and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint the auditor and to authorize the board of Directors to fix their remuneration.

**As special business**, to consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

5. To appoint Mr. Robin Gerard Ng Cher Tat as Executive Director of the Company and to authorize the board of Directors to fix the Directors’ remuneration.

**As special business**, to consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

6. **“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 recognised 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.”

**As special business**, to consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

- 7. To ratify the issue of shares to Mr. Lee Wai Kwong, Mr. Lo Tsan Yin, Peter and Mr. Chow Chuen, James, each being a director of the Company, pursuant to Employee Share Incentive Scheme on 15 December 2010.

On behalf of the Board  
**ASM Pacific Technology Limited**  
**Lee Wai Kwong**  
*Director*

Hong Kong, 24 March 2011

**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. Resolution 7 shall be approved by Independent Shareholders of the Company only.
- 3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- 4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, 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.
- 5. The register of members of the Company will be closed from 20 April 2011 to 28 April 2011, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final and special dividends and attendance at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on 19 April 2011.