



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00522)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2006 annual general meeting of ASM Pacific Technology Limited (the “Company”) will be held at Suite 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on 24 April 2006 at 3:30 p.m. to transact the following as ordinary business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.
- (2) To declare a final and second special dividend of HK\$1.00 per share and HK\$0.30 per share respectively for the year ended 31 December 2005.
- (3) To re-elect the retiring directors and 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.

SPECIAL BUSINESS

- (5) As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

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

- (a) By inserting the words “voted by way of poll as required by the Designated Stock Exchange or” in the existing Article 60 immediately after the words “shall be” in the second line and by adding the words “or on the withdrawal of any other demand for a poll” immediately after the words “show of hands” in the third line of the existing Article 60.

- (b) By deleting the full-stop at the end of existing Article 60.4 and replacing therewith a semicolon and the word “or” and inserting the following new Article 60.5:

“60.5 if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all the members having the right to vote at the meeting.”

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

“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.”

(d) By deleting the existing Article 113 in its entirety and substituting therefor the following:

“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 Director 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.”

(e) By deleting the words “the next following annual general meeting of the Company when he” in the existing Article 117 and substituting therefor the words “the first general meeting of the Company after his appointment and”.

On behalf of the Board
Lam See Pong, Patrick
Director

Hong Kong, 31 March 2006.

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) To be valid, the form of proxy 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 together with the power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) The register of members of the Company will be closed from 13 April 2006 to 24 April 2006, both days inclusive, during which period no transfer of shares will be effected. To qualify for the proposed final dividend and second special dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars in Hong Kong, Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on 12 April 2006.

*Please also refer to the published version of this announcement in **The Standard**.*