

---

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

---

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

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, 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 and the form of proxy accompanying with the Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

---



### **ASM Pacific Technology Limited**

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

**(Stock Code: 0522)**

## **RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of ASM Pacific Technology Limited (the “Company”) to be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 21 April 2008 at 3:30 p.m. or any adjournment thereof (“2008 AGM”) at which the above proposals will be considered is set out in Appendix II to this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

28 March 2008



---

## DEFINITIONS

---

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

“2008 AGM”	annual general meeting of the Company to be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 21 April 2008 at 3:30 p.m. or any adjournment thereof
“AGM Notice”	notice dated 28 March 2008 convening the 2008 AGM as set out on page 10 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	board of directors of the Company or a duly authorized committee thereof for the time being
“Articles”	the Articles of Association of the Company
“Company”	ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	18 March 2008, being the latest practicable date prior to the printing of this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Shares”	share(s) of HK\$0.10 each in the share capital of the Company

---

## DEFINITIONS

---

“Shareholders”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Euro”	European dollars, the lawful currency of the European Union

---

## LETTER FROM THE BOARD

---



### **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*)  
Chow Chuen, James  
Lee Wai Kwong  
Tang Koon Hung, Eric

**Non-executive Director:**

Arnold J.M. van der Ven

**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

28 March 2008

**To the Shareholders**

Dear Sir/Madam,

### **RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the 2008 AGM and explanation in connection with the matters to be dealt with at the 2008 AGM, as required by the relevant rules set out in the Listing Rules. These include (i) declaration of final and second special dividends; and (ii) re-election of Director.

---

## LETTER FROM THE BOARD

---

### DECLARATION OF FINAL AND SECOND SPECIAL DIVIDENDS

On 27 February 2008, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2007 whereby the Board has recommended a final and second special dividend of HK\$1.10 per share and HK\$0.40 per share respectively for the year ended 31 December 2007. Subject to the passing of this resolution, such final and special dividends will be paid on or about 28 April 2008.

The Register of Members will be closed from 14 April 2008, Monday to 21 April 2008, Monday, both days inclusive. In order to qualify for the proposed final and second special dividends, all transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrars in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 11 April 2008.

### RE-ELECTION OF DIRECTORS

According to Article 113 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company provided that every Director shall retire from office by rotation at least once every three years. Accordingly, two executive Directors, Mr. Arthur H. del Prado and Mr. Tang Koon Hung, Eric, and one non-executive Director, Mr. Arnold J.M. van der Ven, shall pursuant to Articles 113 and 114, retire from their offices at the 2008 AGM and being eligible, will offer themselves for re-election.

At the 2008 AGM, ordinary resolutions will be proposed to re-elect Mr. Arthur H. del Prado and Mr. Tang Koon Hung, Eric as executive Directors, and Mr. Arnold J.M. van der Ven as non-executive Director.

Details of the above Directors, which are required to be disclosed herein pursuant to the Listing Rules, are set out in Appendix I to this circular.

### NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice of the 2008 AGM is set out in Appendix II to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.asmpacific.com](http://www.asmpacific.com)). Whether or not you intend to attend the 2008 AGM, you are requested to complete the proxy form 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 less than 48 hours before the time appointed for the holding of the 2008 AGM or the adjournment meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and any adjournment thereof if you so wish.

---

## LETTER FROM THE BOARD

---

### PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 60 of the Articles, a resolution put to the vote of a meeting shall be voted by way of poll as required by the Stock Exchange or decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (a) the chairman of the meeting; or
- (b) not less than five members present in person or by proxy and having the right to vote at the meeting; or
- (c) a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a member or members holding Shares of 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 the Shares conferring that right; or
- (e) 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.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the above proposals are in the best interests of the Company and so recommend you to vote in favour of the resolutions to be proposed at the 2008 AGM.

Yours faithfully,  
For and on behalf of the Board  
**Lee Wai Kwong**  
*Director*

*The details of the Directors who will retire from their offices at the 2008 AGM and being eligible, will offer themselves for re-election at the 2008 AGM, are set out below:*

**(a) Arthur H. del Prado, Chairman and Executive Director**

Mr. del Prado, aged 76, is the Chairman of the Company and founder of ASM International N.V. ("ASM International"), the controlling shareholder of the Company. He was the President and Chief Executive Officer of ASM International prior to 1 March 2008. He is also a director of certain subsidiaries of ASM International. He currently serves on the Board of several companies, civic and non profit organizations, 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.

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 meeting of the Company as contained in the Articles. No emolument was paid to Mr. del Prado during the year ended 31 December 2007. No emolument is to be paid or payable or any benefit is to be given to Mr. del Prado for 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 listed public companies 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, a member of his immediate family and a foundation controlled by him together held about 21.25% (equivalent to 11,476,878 shares) of the issued share capital of ASM International. A wholly-owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N.V. held 207,427,500 Shares of the Company as at the Latest Practicable Date. Mr. del Prado is deemed or taken to be interested in the 207,427,500 Shares in the Company, representing approximately 53.10% of the issued 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:

Date of grant	Exercise period	Exercise price	Share options of ASM International
19.5.2006	19.5.2009 – 19.5.2014	Euro14.08	100,856
23.5.2007	23.5.2010 – 23.5.2015	Euro19.47	60,441

Save as disclosed herein, Mr. del Prado was not interested nor deemed to be interested in any Shares or underlying shares of the Company 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 paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(b) Tang Koon Hung, Eric, Executive Director**

Mr. Tang, aged 62, was re-designated as executive Director and was appointed as the Chief Financial Officer of the Company on 1 February 2007. Mr. Tang was qualified as a Chartered Accountant in Canada and he is also a member of the Hong Kong Institute of Certified Public Accountants. He has worked in the fields of manufacturing, banking, and public utilities with some major corporations both in Canada and in Hong Kong. Graduated from the University of Toronto, Canada, Mr. Tang holds a Bachelor degree in Industrial Engineering and a Masters degree in Business Administration.

Pursuant to a service agreement entered into between Mr. Tang and a member of the Group, the appointment of Mr. Tang is for an initial term of three years and the contract may be further extended for another 12 months upon mutual agreement and such appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. For the year ended 31 December 2007, Mr. Tang receives total emoluments of HK\$1,554,000 from the Group. The emoluments of Mr. Tang are determined by the Board and its Remuneration Committee with regard to his duties and responsibilities and the market rates for the position.

Except for being an executive Director, Mr. Tang is also a director of certain Group members. Save as disclosed herein, Mr. Tang does not hold any directorships in other listed public companies 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. Tang was interested in 100,000 Shares in the Company, representing approximately 0.03% of the issued share capital of the Company. Save as disclosed herein, Mr. Tang was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Tang 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 paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(c) Arnold J.M. van der Ven, Non-executive Director**

Mr. van der Ven, aged 49, was appointed as the non-executive Director of the Company on 14 March 2006. Mr. van der Ven is the Chief Financial Officer and member of the Management Board of ASM International. Mr. van der Ven has more than 16 years of experience in finance and management. He holds a MBA degree from the University of Chicago, the United States, and a law degree from the University of Leiden, the Netherlands. Mr. van der Ven started his career at McKinsey & Company in 1985. Mr. van der Ven was Chief Financial Officer of Axxicon Group N.V., the Netherlands from 1991 to 1997. He was also the Chief Financial Officer and Member of the Executive Board of Novamedia Holding B.V., the Netherlands from 2001 to 2004 and of Vedior N.V., the Netherlands from 1997 to 2000.

There is no service contract entered into between Mr. van der Ven and the Group. 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. No emolument was paid to Mr. van der Ven during the year ended 31 December 2007. No emolument is to be paid or payable or any benefit is to be given to Mr. van der Ven for 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 and except for being a non-executive Director, Mr. van der Ven does not hold any directorships in other listed public companies 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.

---

**APPENDIX I****DETAILS OF DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2008 AGM**

---

As at the Latest Practicable Date, Mr. van der Ven 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>
15.5.2005	15.5.2008 – 15.5.2013	Euro11.18	30,000
2.1.2006	2.1.2009 – 2.1.2014	Euro14.13	20,000
19.5.2006	19.5.2009 – 19.5.2014	Euro14.08	15,680
23.5.2007	23.5.2010 – 23.5.2015	Euro19.47	21,917

Save as disclosed herein, Mr. van der Ven was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. van der Ven 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 paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**ASM Pacific Technology Limited**

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

**(Stock Code: 0522)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2008 annual general meeting of ASM Pacific Technology Limited (the “Company”) will be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 21 April 2008 at 3:30 p.m. to transact the following as ordinary business:

**ORDINARY BUSINESS**

- (1) To receive, consider and adopt the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2007.
- (2) To declare a final and second special dividend of HK\$1.10 per share and HK\$0.40 per share respectively for the year ended 31 December 2007.
- (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.

On behalf of the Board  
**Lee Wai Kwong**  
*Director*

Hong Kong, 28 March 2008

**Notes:**

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint 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 registrar of members of the Company will be closed from 14 April 2008 to 21 April 2008, 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, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on 11 April 2008.