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ASM Pacific Technology Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0522)

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at 32th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 24 April 2009 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 2008.
2. To declare a final dividend of HK\$0.50 per share for the year ended 31 December 2008.
3. To re-elect the retiring Directors and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint 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. **“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 authorised;
 - (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 resolution as an Ordinary Resolution:

6. **“THAT:**

- (a) The existing provision of Rule 2.1.1 of an employee share incentive scheme adopted by the Company and other parties on 23 March 1990 (the “Scheme”) be deleted and be replaced in its entirety by the following with effect from 23 March 2010:

‘2.1.1 what percentage of the consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries in respect of the said previous year shall be paid to the Trustees to be held by them upon the terms of the Scheme, provided that such shall not exceed 2% of the annual average consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years, and further provided that the aggregate amount of funds to be paid to the Trustees pursuant to this Rule 2.1.1 and the funds paid to the Trustees in the preceding two years shall not exceed 2% of the combined consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years;’

- (b) The existing provision of Rule 4.1 of the Scheme be deleted and be replaced in its entirety by the following with effect from 23 March 2010:

‘4.1 The maximum aggregate number of Shares which may be subscribed for or purchased by the Trustees pursuant to the Scheme after 23 March 2010 shall not exceed 7.5% of the issued share capital of the Company from time to time, excluding any Shares acquired pursuant to the Scheme since 23 March 1990, provided that not more than 2% of the issued share capital of the Company as at the commencement of any year (excluding any Shares subscribed for or purchased then under the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme in that year, and further provided that not more than 3.5% of the issued share capital of the Company from time to time (excluding any Shares acquired pursuant to the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme for the period from 24 March 2010 to 23 March 2015.’

- (c) The existing provision of Rule 8.2 of the Scheme be deleted and be replaced in its entirety by the following to the effect that the Scheme shall only terminate on 23 March 2020:

‘8.2 The Scheme shall in any event terminate on the 30th anniversary of the date of the Deed whereupon the Trustees shall wind-up the Scheme in accordance with Rule 8.3 and, save for rights accrued prior to that date, the Deed shall thereupon cease to have any effect.’

- (d) The directors of the Company be and are hereby authorized to take all necessary actions and sign all documents on behalf of the Company to give full effect to the amendments to the Scheme as set out in this Resolution no. 6.”

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

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

(a) by inserting the following after “clearing house” under the existing Article 1:

““Corporate the meaning attributed to it in the rules of the Designated Stock Communication” Exchange;”;

(b) by deleting the meaning of “in writing” and “written” under the existing Article 1 in its entirety and substituting therefor the following:

‘includes printing, lithography, photography and other modes of representing words or figures in a visible form, and includes where the representation takes the form of electronic display, provided that the applicable Statutes, laws and regulations are complied therewith;’;

(c) by inserting the following after “Seal” under the existing Article 1:

““Statutes” means the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;

“subsidiary” the meaning attributed to it in the rules of the Designated Stock Exchange;”;

(d) by deleting the existing Article 7.2.3 in its entirety and substituting therefor the following:

‘7.2.3the 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.’;

(e) by deleting the existing Article 11 in its entirety and substituting therefor the following:

‘11. Every member shall be entitled to one certificate without payment, but for every subsequent certificate issued to him a sum not exceeding the amount laid down by the Designated Stock Exchange shall be paid to the Company for every certificate issued.’;

- (f) by deleting the existing Article 28.1.3 in its entirety and substituting therefor the following:

‘28.1.3 the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.’;

- (g) by deleting the existing Article 30 in its entirety and substituting therefor the following:

‘30. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of transfer.’;

- (h) by deleting the existing Article 31 in its entirety and substituting therefor the following:

‘31. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of other documents relating to or affecting the title to the shares of the Company (e.g. probate, letters of administration, certificates of death or marriage, power of attorney).’;

- (i) by deleting the existing Article 37 in its entirety and substituting therefor the following:

‘37. 37.1 The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of seven years from the date of registration thereof, and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof, and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof, and it shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made, that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective certificate duly and properly cancelled, and that every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-

37.1.1 this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar of any claim (regardless of the parties thereto) to which the document might be relevant;

37.1.2 nothing in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as set out in this Article, or in any other circumstances, which would not attach to the Company in the absence of this Article;

37.1.3 references in this Article to the destruction of any document include references to the disposal thereof in any manner;

37.2 Notwithstanding any provision contained in these Articles, the Directors may, if permitted by the Statutes, applicable laws and regulations, authorise the destruction of documents set out in the preceding Article 37.1 and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.’;

- (j) by deleting the first sentence under the existing Article 46.4 in its entirety and substituting therefor the following:

‘Subject to the provisions of the Law and to any requirement of the Designated Stock Exchange, the Company may’;

- (k) by deleting the existing Articles 60 to 66 in their entirety and substituting therefor the following respectively:

‘60. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.

61. A poll shall be taken in such manner as the Chairman may direct.

62. Any question of adjournment shall be decided at the meeting and without adjournment.

63. A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

64. A resolution in writing signed by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

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.
66. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote by his committee, receiver, curator bonis, or other person authorised in that behalf by that court, or vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in the notice convening the meeting or adjourned meeting at which the right to vote is to be exercised, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting, and in default, the right to vote shall not be exercisable.’;
- (l) by deleting the existing Articles 68 to 71 in their entirety and substituting therefor the following respectively:
- ‘68. Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member (other than a clearing house (or its nominee(s))) may appoint up to two proxies to attend in his stead at any one general meeting.
69. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
70. A member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company pursuant to the Law, and where the corporation is so represented it shall be deemed present in person at such meeting. Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives or proxies at any meeting of the Company or at any meeting of any class of members provided that, if more than one person is so authorized, the authorization or proxy form shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization including the right to vote individually.
71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed may be deposited at the Office, or at such other place specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person or persons named in such instrument propose to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.’;

(m) by deleting the existing Articles 73 and 74 in their entirety and substituting therefor the following respectively:

‘73. A vote given by a proxy or a duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or authorization or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

74. No member shall be entitled to be present or to vote on any question either personally or by proxy at any general meeting or be reckoned in a quorum whilst any call or any other sum shall be overdue and unpaid to the Company in respect of any of the shares of such member.’;

(n) by deleting the existing Articles 76 and 77 in their entirety and substituting therefor the following respectively:

‘76. Votes may be given either personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

77. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.’;

(o) by deleting the existing Article 110.2.7 in its entirety and substituting therefor the following:

‘~~110.2.7~~ such other exceptions applicable to all listed companies as shall be approved by the Designated Stock Exchange from time to time.’;

(p) by deleting the existing Article 110.3 in its entirety and renumbering the existing Article 110.4 as Article 110.3;

(q) by deleting the existing Article 122 in its entirety and substituting therefor the following:

‘122. Without prejudice to the provisions of the Law, the Company may by ordinary resolution remove any Director (but any such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) and may by ordinary resolution appoint another in his stead; but any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed.’;

(r) by deleting the existing Articles 125 and 126 in their entirety and substituting therefor the following respectively:

‘125. A Director, including an alternate director, may hold any other office or place of profit under the Company or any subsidiary of the Company (except that of Auditor), in conjunction with his office of Director, and may act in a professional capacity to the Company (otherwise than as Auditor), on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

126. Notwithstanding the provisions of Articles 123 to 125 inclusive, the provisions of sections 157H to 157I inclusive of the Companies Ordinance of Hong Kong shall (so far as appropriate) apply to prohibit loans by the Company to a director or his associates.’;

- (s) by deleting the existing Articles 136 and 137 in their entirety and substituting therefor the following respectively:

‘136. The Directors shall make up its annual accounts to a date falling not more than six months before the date of its annual general meeting.

137. 137.1 Subject to these Articles, the Directors’ report, accompanied by the financial statements (including every document required by applicable laws and regulations to be annexed thereto) together with the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one days before the date of the annual general meeting or general meeting and before or at the same time as the notice of the general meeting at which it is being laid is sent provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares.

137.2 Subject to due compliance with all applicable Statutes, laws and regulations, the requirements of Article 137.1 and the rules and regulations of the Designated Stock Exchange in relation to sending annual report and interim report shall be satisfied in relation to any person entitled thereto by sending or otherwise making available to such person a summary report which complies with the relevant provisions of the applicable laws and regulations.’;

- (t) by deleting the existing Articles 153 to 155 in their entirety and substituting therefor the following respectively:

‘153. To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be issued, given, sent, mailed, despatched, supplied, published or otherwise made available under these Articles, the Statutes and all applicable laws and regulations by the Company to a person entitled to receive such notice or document shall be in writing or in electronic format and its service, despatch, delivery, publication or otherwise making available to such person shall be satisfied by sending or delivering by the Company on or to such person either personally or through the post in a prepaid envelope addressed to such person at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange; or sending it or otherwise making it available to such person by using electronic means (including but not limiting to telex, facsimile machines, computers), as the case may be, by transmitting it to such address, number or website supplied by him to the Company for the serving of notice to him or by making it available on the Company’s website or the website of the Designated Stock Exchange.

154. Any such notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic means, shall be deemed to be served on the day on which it is transmitted from the server of the Company or its agent or uploaded on the website, as the case may be. A notice or document made available by advertisement in the newspaper shall be deemed to have been served on the day on which it is published.
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission, or at such later time as may be specified by the rules of the Designated Stock Exchange or any applicable laws and regulations.
- (d) in proving such service or delivery in the manner contemplated by the preceding sub-clauses (b) and (c) a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or uploading shall be conclusive evidence thereof.

155. Any such notice or other document may be given to a person entitled to receive the same either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.’;

(u) by deleting the existing Article 158.2 in its entirety and substituting therefor the following:

‘158.2 Any notice or document including any Corporate Communication served to any member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served whether the shares are held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interested with him in any such share.’; and

(v) by deleting the existing Article 161 in its entirety and substituting therefor the following:

‘161. These Articles, and the Memorandum of Association of the Company, may be altered only by a special resolution, where “special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by proxy at a general meeting of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given.’”.

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

Hong Kong, 24 March 2009

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 a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
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 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.
4. The register of members of the Company will be closed from 17 April 2009 to 24 April 2009, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and for attending 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 4:30 p.m. on 16 April 2009.
5. The articles of association (the “Articles”) and the Employee Share Incentive Scheme (the “Scheme”) 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 and of the Scheme is purely a translation only. Should there be any discrepancy, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Arthur H. del Prado (Chairman), Mr. Peter Lo Tsan Yin (Vice Chairman), Mr. Lee Wai Kwong, Mr. James Chow Chuen and Mr. Eric Tang Koon Hung as Executive Directors, Mr. Arnold J. M. van der Ven as Non-executive Director and Miss Orasa Livasiri, Mr. Robert Lee Shiu Hung and Mr. John Lok Kam Chong as Independent Non-executive Directors.