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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.

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. Robin Gerard Ng Cher Tat as Executive Directors, Mr. Charles Dean del Prado and Mr. Petrus Antonius Maria van Bommel as Non-executive Directors, and Miss Orasa Livasiri, Mr. Robert Lee Shiu Hung and Mr. John Lok Kam Chong as Independent Non-executive Directors.