

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 MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2013 ANNUAL GENERAL MEETING**

A notice convening the 2013 annual general meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) to be held at Room 3-5, United Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong on Friday, 26 April 2013 at 3:00 p.m. is set out on pages 16 to 19 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy 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 as soon as possible but in any event not later than 3:00 p.m. on Wednesday, 24 April 2013. 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.

25 March 2013

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

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| “AGM” | the annual general meeting of the Company to be held at Room 3-5, United Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong on Friday, 26 April 2013 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 |
| “Connected Person(s)” | has the meaning as defined in the Listing Rules |
| “Company” | ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0522) |
| “Director(s)” | director(s) of the Company |
| “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 |
| “Issue Mandate” | a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued 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 |
| “Latest Practicable Date” | 20 March 2013, 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 |
| “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 |
| “Shareholder(s)” | registered holder(s) 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
Robin Gerard Ng Cher Tat

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
Wong Hon Yee

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

25 March 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2013 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 Friday, 26 April 2013. These include ordinary resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; (ii) the re-election of each of the retiring Directors; (iii) appointment of Mr. Tang Koon Hung, Eric as independent non-executive director and (iv) declaration of final dividend.

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 resolution at the AGM.

THE ISSUE MANDATE

To provide flexibility to the Company to raise fund by issue of shares efficiently, an ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued 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.

As at the Latest Practicable Date, there was a total of 399,244,500 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 39,924,450 Shares.

In addition, an ordinary resolution will further be proposed at the AGM adding any Shares to be repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

DECLARATION OF FINAL DIVIDEND

On 5 March 2013, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2012 whereby the Board has recommended a final dividend of HK\$0.30 per share for the year ended 31 December 2012. Subject to the passing of the resolution approving the payment of a final dividend at the AGM, such final dividend will be paid on or about Wednesday, 15 May 2013.

The Register of the Members of the Company will be closed during the following periods:

- (i) From Wednesday, 24 April 2013 to Friday, 26 April 2013, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' qualification to attend and vote at the 2013 AGM. In order to be eligible to attend and vote at the 2013 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the

LETTER FROM THE BOARD

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, 23 April 2013; and

- (ii) From Monday, 6 May 2013 to Wednesday, 8 May 2013, both days inclusive, during which period no transfer of shares will be registered, for the purpose of determining the entitlement to the proposed final dividend. In order to qualify for the entitlement to 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 Friday, 3 May 2013.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to articles 113 and 114 of the Articles, Mr. Lo Tsan Yin, Peter, Mr. Petrus Antonius Maria van Bommel, Mr. Charles Dean del Prado, Miss Orasa Livasiri and Mr. Lee Shiu Hung, Robert will retire from office as Directors at the AGM. Save and except Mr. Lo and Mr. Lee who will not seek re-election at the AGM, all the other aforesaid Directors, being eligible, will offer themselves for re-election.

Mr. Lo Tsan Yin, Peter has notified the Board of his intention to retire from the Company by end of this year. Therefore Mr. Lo will not seek re-election at the AGM.

In addition, pursuant to article 117 of the Articles, Mr. Wong Hon Yee, who was appointed as independent non-executive director of the Company by the Board with effect from 27 December 2012, will retire at the AGM and being eligible, will offer himself for re-election.

Further, Appendix 14 of the Listing Rules requires a separate shareholders' approval for a further appointment of an independent non-executive director who has served more than 9 years.

Miss Orasa Livasiri has been appointed as independent non-executive director of the Company for more than nine years. Nonetheless, the Company has received from her a confirmation of independence pursuant to the Listing Rules and Miss Livasiri has not engaged in any executive management of the Group. As independent non-executive director with extensive legal experience and professional knowledge and an in-depth understanding of the Company's operations and business, she has expressed objective views and given independent guidance to the Company over the years. She continues to demonstrate a firm commitment to her role. The Directors consider that the long service of Miss Livasiri would not affect her exercise of independent judgment and are satisfied that Miss Livasiri has the required character, integrity and experience to continue fulfilling the role of independent non-executive director. The Board considers the re-election of Miss Livasiri as a Director to be in the best interest of the Company and shareholders as a whole. Furthermore, the Board also considers it is important and beneficial to have a female director on the Board.

Biographical details of the above retiring Directors proposed for re-election at the AGM which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to article 115 of the Articles, the Board proposes to appoint Mr. Tang Koon Hung, Eric as an independent non-executive director of the Company. The Nomination Committee and the Board have considered the biographical information of Mr. Tang and are of the view that his extensive professional knowledge in the area of auditing, finance and internal control and knowledge of the operations of the Group will benefit the Group. The Board takes the view that Mr. Tang is independent in accordance with the guidance set out in Rule 3.13 of the Listing Rules. Biographical details of Mr. Tang which is required to be disclosed pursuant to the Listing Rules are set out in Appendix III to this circular.

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 16 to 19 of this circular. A proxy form for appointing proxy is dispatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (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. In such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE 2013 ANNUAL GENERAL MEETING

Pursuant to article 60.1 of the Articles, a resolution put to the vote of any general 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.

An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive directors) consider the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors, the re-election of the retiring Directors who offer themselves for re-election, the appointment of Mr. Tang Koon Hung, Eric as independent non-executive director, and the declaration of a final dividend to be in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

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 399,244,500 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 39,924,450 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 interest 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 of the Company for the year ended 31 December 2012) 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 Price (Per Share) | |
|--|--------------------------------|------------------------|
| | Highest HK\$ | Lowest HK\$ |
| 2012 | | |
| March | 114.10 | 96.25 |
| April | 118.00 | 101.00 |
| May | 109.00 | 93.20 |
| June | 101.00 | 90.00 |
| July | 106.60 | 96.60 |
| August | 101.60 | 83.20 |
| September | 94.90 | 86.40 |
| October | 93.50 | 85.10 |
| November | 92.00 | 85.60 |
| December | 95.00 | 86.70 |
| 2013 | | |
| January | 99.40 | 90.35 |
| February | 105.80 | 96.20 |
| March (up to and including the Latest Practicable Date) | 105.80 | 85.10 |

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 holds 160,003,000 shares representing approximately 40.08% of the issued share capital of the Company, is the controlling Shareholder of the Company. In the event that the Directors exercised 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 increase to approximately 44.53% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on ASM Pacific Holding B.V. to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the percentage of Shares held by the public to less than 25% of the Company's total 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 retiring Directors proposed for re-election at the AGM:

(a) Mr. Petrus Antonius Maria van Bommel, Non-executive Director

Mr. Petrus Antonius Maria van Bommel (He is also known as “Mr. Peter van Bommel”), aged 56, was appointed as a Non-executive Director of the Company on 29 October 2010. He is the Chief Financial Officer of ASM International N.V.. He was appointed as a member of the Management Board of ASM International N.V. in May 2010 for a period of 4 years. He holds a Master’s degree in economics from the Erasmus University, Rotterdam, the Netherlands. He has more than twenty years of experience in the electronics and semiconductor industry. He spent most of his career at Philips, which he joined in 1979. From the mid-1990s until 2005, Mr. Peter van Bommel acted as Chief Financial Officer of several business units of the Philips group. Between 2006 and 2008, he was Chief Financial Officer at NXP (formerly Philips Semiconductors) and was Chief Financial Officer of Odersun AG, a manufacturer of thin-film solar cells and modules, from January 2009 until 31 August 2010. In April 2012 Mr. Peter van Bommel was appointed member of the Supervisory Board and member of the Audit Committee of the Royal KPN N.V..

Mr. Peter van Bommel is elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment and he is subject to re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2012, Mr. Peter van Bommel received a fee of HK\$300,000 from the Company. The emoluments of Mr. Peter van Bommel are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein, Mr. Peter van Bommel does not hold any directorship 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 director, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Peter van Bommel was deemed, within the meaning of Part XV of the SFO, to be interested in the shares of the Company through his holding of share options in ASM International N.V., which, if exercised in full by him, will entitle him to hold an additional of 118,000 shares in ASM International N.V..

As at the Latest Practicable Date, Mr. Peter van Bommel had the following options granted by ASM International N.V. to subscribe for shares in ASM International N.V.:

| Date of grant | Exercise period | Exercise price | Share options of ASM International N.V. |
|----------------------|-------------------------|-----------------------|--|
| 23.12.2010 | 1.7.2013 – 1.7.2017 | EUR16.27 | 25,000 |
| 31.12.2011 | 31.12.2014 – 31.12.2018 | EUR22.33 | 53,000 |
| 31.12.2012 | 31.12.2015 – 31.12.2019 | EUR27.04 | 40,000 |

Save as disclosed herein, Mr. Peter van Bommel 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. Peter van Bommel has confirmed that he is not aware of any matter that needs 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. Charles Dean del Prado, Non-executive Director

Mr. Charles Dean del Prado (He is also known as “Mr. Chuck del Prado”), aged 51, was appointed as the Non-executive Director of the Company on 29 April 2010. He is a member of the Management Board of ASM International N.V. since 2006. He assumed the position of Chief Executive Officer (CEO) of ASM International N.V. on 1 March 2008. As CEO, Mr. Charles Dean del Prado oversees the operations of the worldwide organization from the company headquarters in Almere, the Netherlands. Mr. Charles Dean del Prado is the son of Mr. Arthur H. del Prado, the Chairman of the Company.

During his twenty-year career, Mr. Charles Dean del Prado has had worldwide experience in sales, marketing, manufacturing, and customer service of high technology computer and semiconductor products. From 2003 to 2008, he served as President and General Manager of ASM America, responsible for the R&D, sales, manufacturing, and service of the Epitaxy and TCP product lines, which include high-k and atomic layer CVD deposition. He also directed sales and service of ASM International N.V.’s Front-end product lines to all US customers. Previously, Mr. Charles Dean del Prado served as Director of Marketing, Sales & Service of ASM Europe. Prior to joining ASM International N.V. in 2001, Mr. Charles Dean del Prado spent five years at ASM Lithography Holding N.V. (ASML) in Taiwan and the Netherlands managing wafer stepper manufacturing and customer program management. From 1988-1996, Mr. Charles Dean del Prado had assignments in sales and global account management at IBM Nederland N.V..

Mr. Charles Dean del Prado received a Master of Science degree in Industrial Engineering and Technology Management from the University of Twente in the Netherlands.

Mr. Charles Dean del Prado is elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment and he is subject to re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2012, Mr. Charles Dean del Prado received a fee of HK\$333,000 from the Company. The emoluments of Mr. Charles Dean del Prado are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein, Mr. Charles Dean del Prado does not hold any directorship 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 director, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Charles Dean del Prado and his spouse were deemed, within the meaning of Part XV of the SFO, to be interested in the shares of the Company through his holding of an aggregate of 847,362 shares in ASM International N.V., and through his holding of share options in ASM International N.V. which, if exercised in full by him, will entitle him to hold an additional of 329,645 shares in ASM International N.V..

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

| Date of grant | Exercise period | Exercise price | Share options of ASM International N.V. |
|----------------------|-------------------------|-----------------------|--|
| 23.5.2007 | 23.5.2010 – 23.5.2015 | EUR19.47 | 19,645 |
| 1.3.2008 | 1.3.2011 – 1.3.2016 | EUR12.71 | 125,000 |
| 30.11.2009 | 30.11.2012 – 30.11.2017 | EUR15.09 | 50,000 |
| 31.12.2011 | 31.12.2014 – 31.12.2018 | EUR22.33 | 75,000 |
| 31.12.2012 | 31.12.2015 – 31.12.2019 | EUR27.04 | 60,000 |

Save as disclosed herein, Mr. Charles Dean del Prado 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. Charles Dean del Prado has confirmed that he is not aware of any matter that needs 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) Miss Orasa Livasiri, Independent Non-executive Director

Miss Orasa Livasiri, Independent Non-executive Director, aged 57, was appointed to the Board as an Independent Non-executive Director in 1994. She was a solicitor in private practice and a partner of Messrs. Ng, Lie, Lai & Chan prior to her retirement in November 2012.

Miss Orasa Livasiri is elected for a term of not more than three years until the conclusion of the third annual general meeting following her appointment and she is subject to re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2012, Miss Orasa Livasiri received a fee of HK\$438,000 from the Company. The emoluments of Miss Orasa Livasiri are determined by the Board with reference to her duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Miss Orasa Livasiri does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does she have any relationship with any director, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Miss Orasa Livasiri did not have any interest, and was not deemed to have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Miss Orasa Livasiri has confirmed that she is not aware of any matter that needs 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.

(d) Mr. Wong Hon Yee, Independent Non-executive Director

Mr. Wong Hon Yee, Independent Non-executive Director, aged 65, was appointed to the Board as an Independent Non-executive Director on 27 December 2012. Mr. Wong is a chartered engineer and a fellow of the Hong Kong Institution of Engineers. Presently he is the Associate Vice President (Knowledge Transfer) at the City University of Hong Kong. Prior to joining City University of Hong Kong, he has been involved in high-tech product design and engineering management in industry for 25 years, over 20 of which were spent at Ampex Ferrotec Ltd., a subsidiary of Ampex Corporation in the USA. He received his Bachelor of Science in Electrical Engineering from the University of Hong Kong in 1969 and Master of Science in Electrical Engineering and Computer Science (EECS) from the University of California, Berkeley in 1971.

Mr. Wong has been appointed as an Independent Non-executive Director for a term of not more than three years with effect from 27 December 2012. Mr. Wong is subject to retirement and re-election at the next following annual general meeting of the Company following his appointment in accordance with the articles of association of the Company. For the year ended 31 December 2012, Mr. Wong did not receive any fee from the Company.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Wong does not hold any directorship 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 director, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Wong did not have any interest, and was not deemed to have any interests in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong has confirmed that he is not aware of any matter that needs 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. Tang Koon Hung, Eric

Mr. Tang Koon Hung, Eric aged 67, was appointed as an independent non-executive director in September 2004. On 1 February 2007, he was re-designated as an Executive Director and was appointed as the Chief Financial Officer of the Company. Mr. Tang retired on completion of his three years contract with the Company on 1 February 2010.

Mr. Tang qualified as a Chartered Accountant in Canada and 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. Mr. Tang graduated from the University of Toronto, Canada. He holds a Bachelor degree in Industrial Engineering and a Master degree in Business Administration.

Mr. Tang is entitled to receive a fee of HK\$300,000 per annum from the Company. The emoluments of Mr. Tang are determined by the Board with reference to his duties and responsibilities and the market rates for the position. The Board proposes to appoint Mr. Tang for a term of not more than three years until the conclusion of the third annual general meeting following his appointment.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Tang does not hold any directorship 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. Tang was interested in 8,000 Shares in the Company, representing 0.002% 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 or its associate companies within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tang has confirmed that he is not aware of any matter that needs 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.

NOTICE OF 2013 ANNUAL GENERAL MEETING



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at Room 3-5, United Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong on Friday, 26 April 2013 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 2012.
2. To declare a final dividend of HK\$0.30 per share for the year ended 31 December 2012.
3. To re-elect Mr. Petrus Antonius Maria van Bommel as director.
4. To re-elect Mr. Charles Dean del Prado as director.
5. To re-elect Miss Orasa Livasiri as director.
6. To re-elect Mr. Wong Hon Yee as director.
7. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** Mr. Tang Koon Hung, Eric be appointed as independent non-executive director.”
8. To authorise the board of directors to fix the directors’ remuneration.
9. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
10. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) 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 issue, allot and deal with

NOTICE OF 2013 ANNUAL GENERAL MEETING

additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 10% of the total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraphs (a) and (b) above shall be limited accordingly:
 - (i) a rights issue;
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the

NOTICE OF 2013 ANNUAL GENERAL MEETING

directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

11. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase 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 total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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.”

12. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 10 and 11 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 10 to exercise the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company

NOTICE OF 2013 ANNUAL GENERAL MEETING

be and is hereby extended by the addition thereto the nominal amount of share capital of the Company to be repurchased by the Company under the authority granted pursuant to resolution 11, provided that such nominal amount of share capital in aggregate shall not exceed 10% of the total issued share capital of the Company as at the date of passing of this resolution.”.

For and on behalf of the Board
ASM Pacific Technology Limited
Lee Wai Kwong
Director

Hong Kong, 25 March 2013

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to article 60.1 of the Company's articles of association and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited 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. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the said form of proxy shall be deemed to be revoked.
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 members of the Company will be closed during the following periods:
 - (i) From Wednesday, 24 April 2013 to Friday, 26 April 2013, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' qualification to attend and vote at the 2013 AGM. In order to be eligible to attend and vote at the 2013 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, 23 April 2013; and
 - (ii) From Monday, 6 May 2013 to Wednesday, 8 May 2013, both days inclusive, during which period no transfer of shares will be registered, for the purpose of determining the entitlement to the proposed final dividend. In order to qualify for the entitlement to 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 Friday, 3 May 2013.

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, Mr. John Lok Kam Chong and Mr. Wong Hon Yee as Independent Non-executive Directors.