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**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 ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2014 ANNUAL GENERAL MEETING**

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A notice convening the 2014 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, 25 April 2014 at 3:00 p.m. is set out on pages 10 to 12 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, 23 April 2014. 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.

24 March 2014



## DEFINITIONS

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

“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, 25 April 2014 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
“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)
“Connected Person(s)”	has the meaning as defined in the Listing Rules
“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”	19 March 2014, 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
“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

## DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



## ASM Pacific Technology Limited

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

**(Stock Code: 0522)**

**Executive Directors:**

Arthur H. del Prado (*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

Lok Kam Chong, John

Wong Hon Yee

Tang Koon Hung, Eric

**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

24 March 2014

**To the Shareholders**

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2014 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, 25 April 2014. These include ordinary resolutions relating to (i) the granting to the Directors the Issue Mandate; (ii) the re-election of each of the retiring Directors and (iii) declaration of final dividend.

## LETTER FROM THE BOARD

### 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 400,633,700 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 40,063,370 Shares.

### DECLARATION OF FINAL DIVIDEND

On 26 February 2014, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2013 whereby the Board has recommended a final dividend of HK\$0.50 per share for the year ended 31 December 2013. 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 Friday, 16 May 2014.

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

- (i) From Wednesday, 23 April 2014 to Friday, 25 April 2014, 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 2014 AGM. In order to be eligible to attend and vote at the 2014 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Tuesday, 22 April 2014; and
- (ii) From Wednesday, 7 May 2014 to Friday, 9 May 2014, 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Monday, 5 May 2014.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to articles 113 and 114 of the Articles, Mr. Arthur H. del Prado, Mr. Lee Wai Kwong, Mr. Chow Chuen, James and Mr. Robin Gerard Ng Cher Tat will retire from office as Directors at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

## LETTER FROM 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 to this circular.

### **NOTICE OF 2014 ANNUAL GENERAL MEETING**

Notice of the AGM is set out on pages 10 to 12 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](http://www.hkexnews.hk)) and the Company ([www.asmpacific.com](http://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 2014 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 Issue Mandate to the Directors, the re-election of the retiring Directors who offer themselves for re-election, 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*

*The following are the biographical details of the retiring Directors proposed for re-election at the AGM:*

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

Mr. Arthur H. del Prado, aged 82, is the Chairman of the Company and founder of ASM International N.V. (“ASM International”), a major shareholder of the Company. Mr. del Prado used to be a member of the Board of several companies, civic and non-profit making organizations, among which the MEDEA+ Board, the “Micro Electronics Development for European Applications” project. He was also 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 Defense Products; Breevast N.V., Project Development and Management; Dujat, Dutch & Japanese Trade Federation and ABN-AMRO Bank, Advisory Counsel. At present, Mr. Arthur H. del Prado serves on the board of several start-up companies in technology industries.

Mr. 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 2013, Mr. del Prado received a fee of HK\$450,000 from the Company. 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.

Mr. Arthur H. del Prado is the father of Mr. Charles Dean del Prado, a non-executive director of the Company.

Save as disclosed herein, Mr. 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 directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

At the Latest Practicable Date, Mr. del Prado 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. 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.

**(b) Mr. Lee Wai Kwong, Executive Director**

Mr. Lee Wai Kwong, aged 59, was appointed to the Board as the Chief Executive Officer of the Group on 1 January 2007. He has a Bachelor of Science degree and a Master of Philosophy degree from The Chinese University of Hong Kong, Hong Kong; both degrees are in Electronics. He also has a Masters degree in Business Administration from the National University of Singapore, Singapore. Mr. Lee joined the Group in 1980. He has over 30 years of working experience in the semiconductor industry. Mr. Lee currently serves as the Chairman of the Advisory Committee of the Department of Electronic Engineering of The Chinese University of Hong Kong, Hong Kong.

Mr. Lee 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 2013, Mr. Lee received total emoluments of HK\$15,394,000 from the Group. The emoluments of Mr. Lee are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Lee is also a director of certain Group members. Save as disclosed herein, Mr. Lee 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. Lee was interested in 950,700 Shares in the Company, representing approximately 0.24% of the issued share capital of the Company. Save as disclosed herein, Mr. Lee 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. Lee 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) Mr. Chow Chuen, James, Executive Director**

Mr. Chow Chuen, James, aged 57, was appointed to the Board as the Chief Operating Officer of the Company on 1 January 2007. He has a Bachelor of Science degree in Electrical Engineering from the University of Hong Kong and a Master of Science degree in Manufacturing System Engineering from the University of Warwick, England. Mr. Chow joined the Group in 1982. He has over 30 years of working experience in the electronics and semiconductor industry.

Mr. Chow 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 2013, Mr. Chow received total emoluments of HK\$9,743,000 from the Group. The emoluments of Mr. Chow are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Chow is also a director of certain Group members. Save as disclosed herein, Mr. Chow 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. Chow was interested in 402,400 Shares in the Company, representing approximately 0.10% of the issued share capital of the Company. Save as disclosed herein, Mr. Chow 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. Chow 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.

**(d) Mr. Robin Gerard Ng Cher Tat, Executive Director**

Mr. Ng Cher Tat, Robin, aged 50, was appointed to the Board as an Executive Director on 28 April 2011. He was also appointed as the Chief Financial Officer of the Group on 1 February 2010. Mr. Ng holds an accountancy degree from the National University of Singapore and a Master of Laws (Commercial Law) from the University of Derby. Mr. Ng is also a Fellow Certified Public Accountant of Singapore who has acquired more than 25 years of working experience in finance, audit and accounting.

Mr. Ng 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 2013, Mr. Ng received total emoluments of HK\$4,086,000 from the Group. The emoluments of Mr. Ng are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Ng is also a director of certain Group members. Save as disclosed herein, Mr. Ng 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. Ng was interested in 57,000 Shares in the Company, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed herein, Mr. Ng 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. Ng 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 2014 ANNUAL GENERAL MEETING



# ASM Pacific Technology Limited

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

**(Stock Code: 0522)**

## NOTICE OF 2014 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2014 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, 25 April 2014 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 2013.
2. To declare a final dividend of HK\$0.50 per share for the year ended 31 December 2013.
3. To re-elect Mr. Arthur H. del Prado as director.
4. To re-elect Mr. Lee Wai Kwong as director.
5. To re-elect Mr. Chow Chuen, James as director.
6. To re-elect Mr. Robin Gerard Ng Cher Tat as director.
7. To authorize the board of directors to fix the directors’ remuneration.
8. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
9. **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 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;

## NOTICE OF 2014 ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorize 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.

## NOTICE OF 2014 ANNUAL GENERAL MEETING

“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 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 recognized regulatory body or any stock exchange in, any territory).”

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

Hong Kong, 24 March 2014

*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, 23 April 2014 to Friday, 25 April 2014, 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 2014 AGM. In order to be eligible to attend and vote at the 2014 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Tuesday, 22 April 2014; and
  - (ii) From Wednesday, 7 May 2014 to Friday, 9 May 2014, 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 (which will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Monday, 5 May 2014.

*As at the date of this notice, the Board comprises Mr. Arthur H. del Prado (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. John Lok Kam Chong, Mr. Wong Hon Yee and Mr. Eric Tang Koon Hung as Independent Non-executive Directors.*