

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 ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTOR AND NOTICE OF 2015 ANNUAL GENERAL MEETING

A notice convening the 2015 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 Monday, 11 May 2015 at 3:00 p.m. is set out on pages 7 to 10 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 Thursday, 7 May 2015. 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.

1 April 2015

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 Monday, 11 May 2015 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 5% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	25 March 2015, 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

Registered Office:

Caledonian House, George Town

Grand Cayman, Cayman Islands

Non-executive Directors:

Charles Dean del Prado

Petrus Antonius Maria van Bommel

Principal Place of Business in Hong Kong:

12th Floor, Watson Centre

16–22 Kung Yip Street, Kwai Chung

New Territories

Hong Kong

Independent Non-executive Directors:

Orasa Livasiri

Lok Kam Chong, John

Wong Hon Yee

Tang Koon Hung, Eric

1 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTOR
AND
NOTICE OF 2015 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 Monday, 11 May 2015. These include ordinary resolutions relating to (i) the granting to the Directors the Issue Mandate; (ii) the re-election of the retiring Director; 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 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 5% 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 402,518,700 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 20,125,935 Shares.

Any Shares to be allotted and issued (whether for cash or otherwise) under the authority granted by the proposed Issue Mandate shall not be at a discount of more than 10% to the “benchmarked price” (as described in Rule 13.36(5) of the Listing Rules).

DECLARATION OF FINAL DIVIDEND

On 4 March 2015, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2014 whereby the Board has recommended a final dividend of HK\$1.30 per share for the year ended 31 December 2014. 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, 29 May 2015.

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

- (i) From Thursday, 7 May 2015 to Monday, 11 May 2015, 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 2015 AGM. In order to be eligible to attend and vote at the 2015 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 6 May 2015; and
- (ii) From Monday, 18 May 2015 to Tuesday, 19 May 2015, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 15 May 2015.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTOR

Pursuant to articles 113 and 114 of the Articles, Mr. Lok Kam Chong, John will retire from office as Director at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

Biographical details of the above retiring Director 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 2015 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 7 to 10 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 2015 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 Director who offer himself 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 Director proposed for re-election at the AGM:

Mr. Lok Kam Chong, John, Independent Non-executive Director

Mr. Lok Kam Chong, John, aged 52, was appointed to the Board as an Independent Non-executive Director on 9 March 2007. Mr. Lok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has 20 years of experience in financial management and corporate controllership. Mr. Lok started his career as an auditor in an international accounting firm and then moved to work for some major financial information companies, including Moneyline Telerate (Hong Kong) Ltd. and Dow Jones Telerate. He is currently a director of FHL & Partners CPA Limited. Mr. Lok holds Dual Degrees in Master in Business Administration and Master of Science in Information Technology from The Hong Kong University of Science and Technology.

Mr. Lok 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 2014, Mr. Lok received a fee of HK\$450,000 from the Company. The emoluments of Mr. Lok are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Lok 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. Lok 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. Lok 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 2015 ANNUAL GENERAL MEETING



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 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 Monday, 11 May 2015 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 2014.
2. To declare a final dividend of HK\$1.30 per share for the year ended 31 December 2014.
3. To re-elect Mr. Lok Kam Chong, John as director.
4. To authorize the board of directors to fix the directors’ remuneration.
5. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
6. **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 paragraphs (c) and (d) 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;
- (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;

NOTICE OF 2015 ANNUAL GENERAL MEETING

- (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 5% 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;
- (d) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (e) for the purpose of this resolution:

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; or
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or

NOTICE OF 2015 ANNUAL GENERAL MEETING

- (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“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 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, 1 April 2015

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.

NOTICE OF 2015 ANNUAL GENERAL MEETING

4. The register of members of the Company will be closed during the following periods:
- (i) From Thursday, 7 May 2015 to Monday, 11 May 2015, 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 2015 AGM. In order to be eligible to attend and vote at the 2015 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 6 May 2015; and
 - (ii) From Monday, 18 May 2015 to Tuesday, 19 May 2015, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 15 May 2015.

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.