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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 2016 ANNUAL GENERAL MEETING

A notice convening the 2016 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 Tuesday, 10 May 2016 at 3:00 p.m. is set out on pages 12 to 15 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 Friday, 6 May 2016. 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.

7 April 2016

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 Tuesday, 10 May 2016 at 3:00 p.m. or any adjournment thereof
“Articles”	the existing articles of association of the Company
“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)
“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”	31 March 2016, 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

7 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2016 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 Tuesday, 10 May 2016. These include ordinary resolutions relating to (i) the granting to the Directors the Issue Mandate; (ii) the re-election 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 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 404,529,500 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 20,226,475 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 23 February 2016, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2015 whereby the Board has recommended a final dividend of HK\$0.40 per share for the year ended 31 December 2015. 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, 27 May 2016.

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

- (i) From Thursday, 5 May 2016 to Tuesday, 10 May 2016, 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 2016 AGM. In order to be eligible to attend and vote at the 2016 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, 4 May 2016; and
- (ii) From Monday, 16 May 2016 to Tuesday, 17 May 2016, 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, 13 May 2016.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to articles 113 and 114 of the Articles, Mr. Charles Dean del Prado, Mr. Petrus Antonius Maria van Bommel, Miss Orasa Livasiri, Mr. Wong Hon Yee and Mr. Tang Koon Hung, Eric will retire from office as Directors at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

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 to this circular.

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 12 to 15 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.

LETTER FROM THE BOARD

VOTING AT THE 2016 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. Petrus Antonius Maria van Bommel, Non-executive Director

Mr. Petrus Antonius Maria van Bommel (He is also known as “Mr. Peter van Bommel”), aged 59, 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., a major shareholder of the Company. He was appointed as a member of the Management Board of ASM International N.V. in May 2010 for a period of 4 years and he was reappointed in May 2014 for a period of 4 years again. 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 as a member of the Supervisory Board and member of the Audit Committee of the Royal KPN N.V.. In April 2015, Mr. Peter van Bommel was appointed as a member of the Supervisory Board of Neways Electronics International N.V. (a company listed on Euronext Amsterdam, stock code: NEWAY).

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 2015, 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 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. Peter van Bommel 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. 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 54, was appointed as a 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 thirty-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 2007, he served as President and General Manager of ASM America, responsible for the R&D, sales, manufacturing, and service of the Epitaxy and Thermal ALD product lines. 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 1989-1996, Mr. Charles Dean del Prado had assignments in sales and global account management at IBM Nederland N.V..

Mr. Charles Dean del Prado has 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 2015, Mr. Charles Dean del Prado received a fee of HK\$350,000 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 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. Charles Dean 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. 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, aged 60, 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.

On 11 February 2016, the Board announced the appointment of Miss Orasa Livasiri as acting Chairman of the Board, effective from 9 May 2016, as it continues the process of identifying a suitable person to act as Chairman of the Board.

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 2015, Miss Orasa Livasiri received a fee of HK\$450,000 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 directors, 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, aged 68, 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. He was the Associate Vice President (Knowledge Transfer) at the City University of Hong Kong prior to his retirement in 2014. 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 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 2015, Mr. Wong received a fee of HK\$300,000 from the Company. The emoluments of Mr. Wong 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. 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 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. 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.

(e) Mr. Tang Koon Hung, Eric, Independent Non-executive Director

Mr. Tang Koon Hung, Eric, aged 70, was appointed as an Independent Non-executive Director on 26 April 2013. He was formerly an Independent Non-executive Director of the Company for the period from 6 September 2004 to 31 January 2007, an Executive Director and the Chief Financial Officer of the Company for the period from 1 February 2007 to 1 February 2010. Mr. Tang was also appointed as an Independent Non-executive Director of EGL Holdings Company Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 06882) on 13 November 2014.

Mr. Tang qualified as a Chartered Accountant in Canada and is 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 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 2015, Mr. Tang received a fee of HK\$350,000 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.

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 3,000 Shares in the Company, representing 0.001% of the issued share capital of the Company. Save as disclosed herein, Mr. Tang did not have any interest, and was not deemed to have any interest in the Shares or underlying Shares of the Company 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 2016 ANNUAL GENERAL MEETING



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 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 Tuesday, 10 May 2016 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 2015.
2. To declare a final dividend of HK\$0.40 per share for the year ended 31 December 2015.
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. To re-elect Mr. Tang Koon Hung, Eric as director.
8. To authorize the board of directors to fix the directors’ remuneration.
9. To re-appoint auditors and to authorize 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) 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;

NOTICE OF 2016 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 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;

NOTICE OF 2016 ANNUAL GENERAL MEETING

- (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or
- (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, 7 April 2016

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 2016 ANNUAL GENERAL MEETING

4. The register of members of the Company will be closed during the following periods:
- (i) From Thursday, 5 May 2016 to Tuesday, 10 May 2016, 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 2016 AGM. In order to be eligible to attend and vote at the 2016 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, 4 May 2016; and
 - (ii) From Monday, 16 May 2016 to Tuesday, 17 May 2016, 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, 13 May 2016.

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.