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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 BUY BACK SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF EXECUTIVE DIRECTOR,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2017 ANNUAL GENERAL MEETING**

A notice convening the 2017 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, 9 May 2017 at 3:00 p.m. is set out on pages 21 to 26 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, 5 May 2017. 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.

30 March 2017

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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, 9 May 2017 at 3:00 p.m. or any adjournment thereof
“Amended and Restated Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments set out in Appendix IV to this Circular, proposed to be adopted by the Company at the AGM
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to buy back 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 4% of the issued share capital of the Company as at the date of passing of the relevant resolution
“close associate(s)”	has the meaning ascribed to it under 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)
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“core connected person(s)”	has the meaning ascribed to it under 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

DEFINITIONS

“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”	23 March 2017, 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
“Memorandum”	the memorandum of association of the Company as amended from time to time
“Scheme”	an employee share incentive scheme adopted by the Company on 23 March 1990, and amended on 25 June 1999 and 24 April 2009, for the benefit of members of management and employees of the Company and its participating subsidiaries
“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”	the Codes on Takeovers and Mergers and Share Buy backs issued by the Hong Kong Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0522)

Independent Non-Executive Directors:

Orasa Livasiri (*Chairman*)
Lok Kam Chong, John
Wong Hon Yee
Tang Koon Hung, Eric
Patrick Shuang Kung

Registered Office:

Whitehall House
238 North Church Street
P.O. Box 1043, George Town
Grand Cayman KY1-1102
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

Executive Directors:

Lee Wai Kwong
Chow Chuen, James
Robin Gerard Ng Cher Tat

30 March 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO BUY BACK SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF EXECUTIVE DIRECTOR,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2017 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval for the resolutions to be proposed at the AGM relating to, among others, (i) the declaration of final dividend; (ii) the granting to the Directors the Buy-back Mandate and the Issue Mandate; (iii) the amendments to the Memorandum and the Articles; (iv) the adoption of the Amended and Restated Memorandum and Articles; (v) the re-election of the retiring Directors; (vi) the appointment of Mr. Tsui Ching Man, Stanley as executive Director; and (vii) the fixing of the terms of appointment of the Directors not subject to retirement at the AGM.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

On 2 March 2017, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2016 whereby the Board has recommended a final dividend of HK\$1.10 per share for the year ended 31 December 2016. 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, 26 May 2017.

The register of the members of the Company will be closed during the following periods:

- (i) from Thursday, 4 May 2017 to Tuesday, 9 May 2017, 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 AGM. In order to be eligible to attend and vote at the 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 Tuesday, 2 May 2017; and
- (ii) from Monday, 15 May 2017 to Tuesday, 16 May 2017, 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 for the year ended 31 December 2016, 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, 12 May 2017.

THE BUY-BACK MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Buy-back Mandate to exercise all powers of the Company to buy back 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 4% 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 Buy-back 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, at the AGM, an ordinary resolution will be proposed 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there was a total of 408,243,733 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 bought back before the AGM, the Company will be allowed to issue up to a maximum of 20,412,186 Shares. In addition, an ordinary resolution will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares bought-back under the Buy-back Mandate.

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 “benchmark price” (as described in Rule 13.36(5) of the Listing Rules).

PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Directors propose to seek approval from the Shareholders at the AGM for amendments to the Memorandum and the Articles, the provisions of which will principally reflect certain amendments made to the Listing Rules, the Companies Ordinance and Cayman Islands law, and some housekeeping amendments proposed by the Board, and the adoption of the Amended and Restated Memorandum and Articles.

The major proposed amendments include the following:

1. to update the address of the registered office of the Company;
2. to update references to the relevant Cayman Islands law;
3. to reflect the current requirements and provisions of the Listing Rules, including the insertion of the definition of “close associate” and making corresponding changes to the relevant provisions relating to voting by a Director on matters in which he or any of his close associates is materially interested and revising the relevant provision regarding payment to any Director or past Director of any sum by way of compensation for loss of office in line with the requirements under the Listing Rules;
4. to insert the definition of “Companies Ordinance” and to revise the relevant provisions relating to restrictions on loans by the Company to Directors and their associates and connected entities in line with the provisions under the Companies Ordinance;
5. to revise the relevant provision regarding payment to be charged for inspection of the register of members of the Company;
6. to clarify the relevant provision granting the Directors the power to make arrangements regarding the amount of calls to be paid and the time of payment of such calls;
7. to clarify the relevant provision relating to the status and liabilities of a person whose Shares have been forfeited;
8. to revise the relevant provision relating to the content to be included in a notice of general meeting in line with the requirements under the Listing Rules; and

LETTER FROM THE BOARD

9. to revise the relevant provisions relating to retirement of Directors to provide that any Director elected by the Company at general meetings shall retire at and retain office until the close of the third annual general meeting following his/her election.

Details of the proposed amendments to the Memorandum and the Articles are set out in Appendix IV to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Lee Wai Kwong, Mr. Chow Chuen, James and Mr. Robin Gerard Ng Cher Tat were appointed as Directors of the Company on 25 April 2014. Pursuant to article 113 of the Articles, their three-year terms of appointment will end on 24 April 2017. On 2 March 2017, the Board has resolved to re-appoint Mr. Lee Wai Kwong, Mr. Chow Chuen, James and Mr. Robin Gerard Ng Cher Tat as Directors for an interim period from 24 April 2017 to the conclusion of the AGM. They will retire from office as Directors at the AGM.

On 10 May 2016, the Company made an announcement in relation to the appointment of Mr. Patrick Shuang Kung as the independent non-executive Director. Pursuant to article 117 of the Articles, his term of office is only until the AGM. He will retire from office as Director at the AGM.

Mr. Chow Chuen, James and Mr. Patrick Shuang Kung have notified the Board of their intention not to seek for re-election at the AGM. Mr. Lee Wai Kwong and Mr. Robin Gerard Ng Cher Tat, being eligible pursuant to article 114 of the Articles, will offer themselves for re-election at the AGM.

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.

APPOINTMENT OF EXECUTIVE DIRECTOR

Pursuant to article 115 of the Articles, the Board proposes to appoint Mr. Tsui Ching Man, Stanley, the chief operating officer of the Group, as an executive Director of the Company. The nomination committee of the Company and the Board have considered the biographical information of Mr. Tsui and are of the view that his extensive experience and knowledge in the industry and the operation of the Group will benefit the Group. Biographical details of Mr. Tsui which is required to be disclosed pursuant to the Listing Rules are set out in Appendix III to this circular.

FIXING THE TERM OF APPOINTMENT OF DIRECTORS

In order to streamline the current provisions in the Articles on the appointment and retirement of Directors, it is proposed that the Articles be amended such that each Director elected by the Company at general meetings shall retire at the conclusion of the third annual general meeting following his/her appointment. Details of such proposed amendment to the Articles are set out in Appendix IV to this Circular. Subject to the passing of the relevant resolution in relation to the amendments of the Memorandum and the Articles, it is further

LETTER FROM THE BOARD

proposed that the current term of appointment for all existing Directors other than those who will retire from office at the conclusion of the AGM, namely, Mr. Lok Kam Chong, John, Mr. Charles Dean del Prado, Mr. Petrus Antonius Maria van Bommel, Miss Orasa Livasiri, Mr. Wong Hon Yee, and Mr. Tang Koon Hung, Eric, shall expire at the conclusion of the third annual general meeting following their last appointment.

NOTICE OF AGM

Notice of the AGM is set out on pages 21 to 26 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 any 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 AGM

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 declaration of a final dividend, the proposed granting of the Buy-back Mandate and Issue Mandate to the Directors, the amendments to the Memorandum and the Articles and the adoption of the Amended and Restated Memorandum and Articles, the re-election of the retiring Directors who offer themselves for re-election, the appointment of Mr. Tsui Ching Man, Stanley as executive Director and the fixing of the term of appointment of the Directors not subject to retirement at the AGM, 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 Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 408,243,733 Shares in issue.

Subject to the passing of the resolution granting the Buy-back Mandate at the AGM and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed under the Buy-back Mandate to buy back up to a maximum of 16,329,749 Shares, being 4% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Buy-back Mandate.

2. REASONS FOR BUY-BACKS

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 buy back its Shares on the Stock Exchange. Such buy-backs 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 and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles 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 2016) in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March	67.30	60.45
April	64.05	53.65
May	58.40	51.80
June	59.80	55.05
July	59.65	55.80
August	63.95	57.00
September	64.80	59.50
October	78.80	64.05
November	79.10	72.20
December	82.80	73.45
2017		
January	94.50	81.55
February	102.40	92.35
March (up to and including the Latest Practicable Date)	108.40	95.20

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Buy-back 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 Buy-back 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 the Articles.

The Company has not been notified by any core 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 Buy-back Mandate is approved by the Shareholders.

If, as a result of a buy-back of Shares, the proportionate interest of a Shareholder of a group of Shareholders 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, the relevant Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's 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 39.19% 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 buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the interests of ASM Pacific Holding B.V. in the Company would increase to approximately 40.83% 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 buy back made under the Buy-back Mandate.

No Shares had been bought back 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. Lee Wai Kwong, Executive Director

Mr. Lee Wai Kwong, aged 62, was appointed to the Board as an executive Director and 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 Master 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's term of office shall be governed by the Articles, which as at 30 March 2017 provide that a director elected at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment, subject to the re-election provisions at annual general meetings of the Company in accordance with the Articles. If proposals of the Board for amending the Memorandum and Articles are approved and the Amended and Restated Memorandum and Articles are adopted by the Company at the AGM, Mr. Lee's term of office shall expire at the close of the third annual general meeting following his election and shall be eligible for re-election in accordance with the Amended and Restated Memorandum and Articles. For the year ended 31 December 2016, Mr. Lee received total emoluments of HK\$13,467,000 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 compatible 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 1,537,100 Shares in the Company, representing approximately 0.38% of the issued share capital of the Company. Pursuant to the Scheme, the Board resolved to allocate Share entitlements at par value to the qualifying management and employees of the Company and its participating subsidiaries in respect of their service. In connection thereto, on 17 March 2017, the Company agreed to allocate to Mr. Lee a total entitlement of 236,000 Shares in respect of his service to the Group to vest at the end of the respective vesting periods expiring on 15 December 2017 (118,000 Shares), 14 December 2018 (78,700 Shares) and 16 December 2019 (39,300 Shares) respectively. No subscription price is to be payable by Mr. Lee therefor. His interest of 1,537,100 Shares includes this 236,000 Shares entitlement under the Scheme. Save as disclosed herein, Mr. Lee 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. Lee has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders 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. Robin Gerard Ng Cher Tat, Executive Director

Mr. Ng Cher Tat, Robin, aged 53, was appointed to the Board as an executive Director on 28 April 2011. He was also appointed the Chief Financial Officer of the Group on 1 February 2010. Mr. Ng holds a Bachelor of Accountancy degree from the National University of Singapore, Singapore and a Master of Laws (Commercial Law) degree from the University of Derby, the United Kingdom. Mr. Ng has more than 25 years of experience in finance, audit and accounting. He is a Fellow Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants.

Mr. Ng's term of office shall be governed by the Articles, which as at 30 March 2017 provide that a director elected at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment and he is subject to the re-election provisions at annual general meetings of the Company in accordance with the Articles. If proposals of the Board for amending the Memorandum and Articles are approved and the Amended and Restated Memorandum and Articles are adopted by the Company at the AGM, Mr. Ng's term of office shall expire at the close of the third annual general meeting following his election and shall be eligible for re-election in accordance with the Amended and Restated Memorandum and Articles. For the year ended 31 December 2016, Mr. Ng received total emoluments of HK\$5,374,000 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 compatible 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 160,000 Shares in the Company, representing approximately 0.04% of the issued share capital of the Company. Pursuant to the Scheme, the Board resolved to allocate Share entitlements at par value to the qualifying management and employees of the Company and its participating subsidiaries in respect of their service. In connection thereto, on 17 March 2017, the Company agreed to allocate to Mr. Ng a total entitlement of 80,000 Shares in respect of his service to the Group to vest at the end of the respective vesting periods expiring on 15 December 2017 (40,000 Shares), 14 December 2018 (26,700 Shares) and 16 December 2019 (13,300 Shares) respectively. No subscription price is to be payable by Mr. Ng therefor. His interest of 160,000 Shares includes this 80,000 Shares entitlement under the Scheme. Save as disclosed herein, Mr. Ng 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. Ng has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX III BIOGRAPHICAL DETAILS OF EXECUTIVE DIRECTOR PROPOSED FOR APPOINTMENT
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Mr. Tsui Ching Man, Stanley

Mr. Tsui Ching Man, Stanley, aged 60, is Executive Vice President of the Group and the Chief Executive Officer of the Group's Material Business Segment Group. He was also appointed as the Chief Operating Officer of the Group effective from 1 May 2016. Mr. Tsui has over 35 years of working experience in the semiconductor industry. Before joining the Group in 1987, he worked in major semiconductor companies in Hong Kong and Singapore. Mr. Tsui graduated from the National Taiwan University with a Bachelor of Science degree in Mechanical Engineering. He also holds a Master degree in Manufacturing Technology from The City University, London, United Kingdom and two Master degrees in Information System and Business Administration from City University of Hong Kong.

No service contract was entered into between Mr. Tsui and the Group for his current positions with the Group and, the Board does not currently envisage that service contract(s) will be entered into upon his appointment as an executive Director. It is proposed that Mr. Tsui's term of office shall be governed by the Articles, which as at 30 March 2017 provide that a director elected at general meetings shall be elected for a term of not more than three years until the conclusion of the third annual general meeting following his appointment, subject to the re-election provisions at annual general meetings of the Company in accordance with the Articles. If proposals of the Board for amending the Memorandum and Articles are approved and the Amended and Restated Memorandum and Articles are adopted by the Company at the AGM, Mr. Tsui's term of office shall expire at the close of the third annual general meeting following his election and shall be eligible for re-election in accordance with the Amended and Restated Memorandum and Articles. Mr. Tsui is entitled to receive monthly salary from the Group plus discretionary bonus, both of which are based on his and the Group's performance as determined by the Board and the remuneration committee of the Company subject to the authorization granted by the Shareholders from time to time. For the year ended 31 December 2016, Mr. Tsui received total emoluments of HK\$3,999,000 from the Group.

Mr. Tsui is also a director of certain Group members. His spouse assumes the office of accounting manager in a subsidiary of the Group. Save as disclosed herein, Mr. Tsui 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. Tsui, together with his spouse's interest, was deemed to be interested in 282,500 Shares, representing approximately 0.07% of the issued share capital of the Company. Pursuant to the Scheme, the Board resolved to allocate Share entitlements at par value to the qualifying management and employees of the Company and its participating subsidiaries in respect of their service. In connection thereto, on 17 March 2017, the Company agreed to allocate to Mr. Tsui and his spouse a total entitlement of 72,000 Shares in respect of their respective service to the Group to vest at the end of the respective vesting periods expiring on 15 December 2017 (37,000 Shares), 14 December 2018 (23,300 Shares) and 16 December 2019 (11,700 Shares) respectively. No subscription price is to be payable by Mr. Tsui or his spouse therefor. The interest of 282,500 Shares of Mr. Tsui and his spouse includes this 72,000 Shares entitlement under the Scheme. Save as disclosed herein, Mr. Tsui 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. Tsui has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following are the changes to the existing Memorandum and the existing Articles as introduced by the Amended and Restated Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the Amended and Restated Memorandum and Articles:

Memorandum number	Provisions in the Amended and Restated Memorandum and Articles (showing changes to the existing Memorandum)
2.	The Registered Office of the Company will be situated at the offices of Caledonian Bank & Trust Sterling Trust (Cayman) Limited, <u>Whitehall House, 238 North Church Street, P.O. Box 1043, George Town, Grand Cayman KY1-1102, Cayman Islands.</u>
3.	The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 67 (4) of The Companies Law, Cap.22 as amended.
4.	The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 267 (2) of The Companies Law, Cap.22 as amended.
5.	Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Regulation Law (Revised), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law, 2010 1979 (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law, 2003 1984 .

Article number	Provisions in the Amended and Restated Memorandum and Articles (showing changes to the existing Articles)				
1.	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"><u>“close associate”</u></td> <td style="width: 50%; vertical-align: top;"><u>the meaning attributed to it by the rules of the Designated Stock Exchange;</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“Companies Ordinance”</u></td> <td style="vertical-align: top;"><u>the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u></td> </tr> </table>	<u>“close associate”</u>	<u>the meaning attributed to it by the rules of the Designated Stock Exchange;</u>	<u>“Companies Ordinance”</u>	<u>the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u>
<u>“close associate”</u>	<u>the meaning attributed to it by the rules of the Designated Stock Exchange;</u>				
<u>“Companies Ordinance”</u>	<u>the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u>				

- 7.3 The Register shall during business hours (subject to such reasonable restrictions as the Board may impose, so that not less than 2 hours in each day be allowed for inspection) be open for the inspection by any member without charge or by any other person, upon a ~~maximum~~ payment of a sum of HK\$2.50 or such ~~other lesser~~ sum as may be specified by the Board from time to time as allowed by the Statutes, the laws and regulations applicable to the Company, at the place at which the Register is kept in accordance with the Statutes.
18. The ~~Directors~~Company may make arrangements on ~~the~~any issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.
24. A ~~person~~member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all calls made and all instalments due and not paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.
- Immediately preceding Article 28 UNTRACEABLE~~UNTRACED~~ SHAREHOLDERS
- 37.1.2 nothing in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as set out in this Article, or in any other circumstances, which would not attach to the Company in the absence of this Article; and

48. Subject to the provisions of the Law, an annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by twenty one clear days' notice at the least, and all other extraordinary general meetings shall be called by fourteen clear days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, the resolutions to be considered at the meeting, and (in the case of special business) the general nature of such business, and in the case of an annual general meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned, or in such manner, if any, as may be prescribed by the Company in general meeting, to all the members, other than those who under the provisions of these Articles or under the rights attached to the shares held by them are not entitled to receive the notice, and to the auditors for the time being of the Company, provided that a meeting of the Company, notwithstanding that it is called by shorter notice than that specified in this Article, shall be deemed to have been duly called if it is so agreed:-
50. The annual general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding annual general meeting, or such longer period as the Designated Stock Exchange may authorise) and place as the Directors may from time to time determine.
- 82.2 ~~No payment shall be made to any director or past director of the Company of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from his office (not being a payment to which the director is contractually entitled) without the proposed payment being approved by particulars of the proposed payment (including its amount) being disclosed to the members of the Company in general meeting and the proposal being approved by ordinary resolution of the Company. The provisions of sub-sections 163D(3), (4) and (6) of the Companies Ordinance of Hong Kong (as in force at the date of adoption of these Articles) shall (so far as appropriate) apply to such proposed payment.~~
110. 110.1 A ~~D~~director shall not be entitled to vote in respect of any contract, ~~or~~ arrangement or proposal in which he or any of his close associate(s) is materially interested and shall not be counted in the quorum present at the meeting at which such contract or arrangement is considered.

- 110.2.1 any contract, ~~or~~ arrangement or proposal for giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- 110.2.2 any contract, ~~or~~ arrangement or proposal for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- 110.2.3 any contract, ~~or~~ arrangement or proposal concerning an offer of shares, debentures or other securities of or by the Company (or any other Company which the Company may promote or be interested in) for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or subunderwriting of the offer;
- 110.2.4 any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associates may benefit, or the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to the Director~~directors~~, his close associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his close associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;
- 110.2.5 any proposal or arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director or his close associate(s) benefits in a similar manner as the employees and which does not accord to any Director or his close associate(s) as such any privilege or advantage not accorded to the employees to whom such proposal or arrangement relates;

- 110.3 Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof).
111. If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) and/or any of his close associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director ~~concerned~~ and/or any of his close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting and/or any of his close associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and ~~but~~ shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and/or any of his close associate(s) as known to himself has not been fairly disclosed to the Board.
113. Without prejudice to Article 117 and any other provisions in these Articles, any Director elected by the Company at general meetings shall ~~be elected for a term of not more than three years until the conclusion of retire~~ at the third annual general meeting following his appointment~~election~~.
114. ~~A~~The Directors retiring pursuant to whose term so expired under Article 113 shall be eligible for re-election at, and shall retain office until the close of, the general meetings at which he retires.

124. For the purposes of Article 123:-
126. 126.1 Notwithstanding the provisions of Articles 123 to 125 inclusive and except as would be permitted by, ~~the provisions of sections 157H to 157I inclusive of the Companies Ordinance of Hong Kong shall (so far as appropriate) apply to prohibit loans by, the Company to a director or his associates shall not directly or indirectly:~~
- (a) make a loan to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
 - (b) give a guarantee or provide security in connection with a loan made by any person to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
 - (c) make a quasi-loan to (1) a Director or (2) a director of a holding company of the Company;
 - (d) give a guarantee or provide security in connection with a quasi-loan made by any person to (1) a Director or (2) a director of a holding company of the Company;
 - (e) make a loan or a quasi-loan to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;
 - (f) give a guarantee or provide security in connection with a loan or quasi-loan made by any person to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;
 - (g) enter into a credit transaction as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company; or

- (h) give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company.
- 126.2 In this Article, “an entity connected with a Director” or “an entity connected with a director” shall have the same meaning as that for “an entity connected with a director or former director of a company” set out in Section 486 of the Companies Ordinance.
- 126.3 Article 126 shall only have effect for so long as the shares are listed on the Designated Stock Exchange.
137. 137.1 Subject to these Articles, the Directors’ report, accompanied by the financial statements (including every document required by applicable laws and regulations to be annexed thereto) together with the Auditors’ report, shall be laid at the annual general meeting held each year and sent to each person entitled thereto at least twenty-one days before the date of the annual general meeting or general meeting and before or at the same time as the notice of the general meeting at which it is being laid is sent provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares.
140. Every account of the Company~~Directors~~ when audited and approved by a general meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 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, 9 May 2017 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 2016.
2. To declare a final dividend of HK\$1.10 per share for the year ended 31 December 2016.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. **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 grant of a general unconditional mandate for the exercise by directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back 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 approved;
- (b) the aggregate nominal amount of the share capital of the Company to be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 4% 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

NOTICE OF THE AGM

- (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.”
5. **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 grant of a general unconditional mandate for 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 (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) 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 (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

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- (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 or any securities of the Company 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
 - (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

NOTICE OF THE AGM

- (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 having regard to any legal or practical issues, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **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 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 5 of this notice to exercise the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company be and is hereby extended by the addition thereto the nominal amount of share capital of the Company to be bought back by the Company under the authority granted pursuant to resolution 4 of this notice, provided that such nominal amount of share capital in aggregate shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution.”.

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

“**THAT** the proposed amendments to the memorandum and articles of association of the Company as set out in the circular of the Company dated 30 March 2017 be approved.”

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

“**THAT** subject to the passing of special resolution 7 as set out in the notice of this meeting, the adoption of an amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting be and is hereby approved and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

9. To re-elect Mr. Lee Wai Kwong as director.

NOTICE OF THE AGM

10. To re-elect Mr. Robin Gerard Ng Cher Tat as director.
11. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** Mr. Tsui Ching Man, Stanley be appointed as director of the Company.”
12. To authorise the board of directors to fix the directors’ remuneration.
13. Subject to the passing of special resolutions 7 and 8 as set out in the notice of the AGM, to fix the term of all the directors of the Company other than those who will retire from office at the conclusion of the AGM such that each of their term of office shall expire at the conclusion of the third annual general meeting following their respective last appointment.

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

Hong Kong, 30 March 2017

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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
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 Thursday, 4 May 2017 to Tuesday, 9 May 2017, 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 AGM. In order to be eligible to attend and vote at the 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 Tuesday, 2 May 2017; and
 - (ii) from Monday, 15 May 2017 to Tuesday, 16 May 2017, 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, 12 May 2017.

NOTICE OF THE AGM

5. The memorandum and articles of association of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the proposed amendments to the memorandum and articles of association of the Company and the proposed amended and restated memorandum and articles of association of the Company as referred to in the proposed resolutions 7 and 8 above is purely a translation only. Should there be any discrepancy, the English version shall prevail.

As at the date of this notice, the Board comprises Miss Orasa Livasiri (Chairman), Mr. John Lok Kam Chong, Mr. Wong Hon Yee, Mr. Eric Tang Koon Hung and Mr. Patrick Shuang Kung as independent non-executive directors, Mr. Charles Dean del Prado and Mr. Petrus Antonius Maria van Bommel as non-executive directors, and Mr. Lee Wai Kwong, Mr. James Chow Chuen and Mr. Robin Gerard Ng Cher Tat as executive directors.