

---

# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, 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 and the form of proxy accompanying with the Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

---



## **ASM Pacific Technology Limited**

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

**(Stock Code: 00522)**

### **PROPOSALS FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of ASM Pacific Technology Limited (the “Company”) to be held at Suite 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 24 April 2006 at 3:30 p.m. or any adjournment thereof (“2006 AGM”) at which the above proposals will be considered is set out in Appendix II to this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

31 March 2006

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Declaration of final and special dividends .....	2-3
Re-election of Directors .....	3
Amendments to the Articles of Association .....	3-4
Notice of 2006 Annual General Meeting .....	4
Procedure for Demanding a Poll .....	4
Recommendation .....	4
<b>Appendix I — Details of Directors Proposed to be Re-elected at the 2006 AGM</b> ..	5-7
<b>Appendix II — Notice of Annual General Meeting</b> .....	8-10

## DEFINITIONS

---

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

“2006 AGM”	the annual general meeting of the Company to be held at Suite 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 24 April 2006 at 3:30 p.m. or any adjournment thereof
“AGM Notice”	the notice dated 31 March 2006 convening the AGM as set out on pages 8 to 10 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company or a duly authorized committee thereof for the time being
“Articles”	the Articles of Association of the Company
“Company”	ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	28 March 2006, 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”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Shares”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	the registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



## ASM Pacific Technology Limited

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

**(Stock Code: 00522)**

**Executive Directors:**

Arthur H. del Prado (*Chairman*)

Lam See Pong, Patrick

Fung Shu Kan, Alan

**Non-executive Director:**

Arnold J.M. van der Ven

**Independent non-executive Directors:**

Orasa Livasiri

Tang Koon Hung, Eric

Lee Shiu Hung, Robert

**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.

31 March 2006

**To the Shareholders**

Dear Sir/Madam

**PROPOSALS FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
RE-ELECTION OF DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the 2006 AGM and explanation in connection with the matters to be dealt with at the 2006 AGM, as required by the relevant rules set out in the Listing Rules. These include (i) declaration of final and second special dividends; (ii) re-election of directors; and (iii) amendments to the Articles.

**DECLARATION OF FINAL AND SPECIAL DIVIDENDS**

On 21 February 2006, the Company made an announcement in relation to its audited financial results for year ended 31 December 2005 whereby the Board has recommended a final and second special dividend of HK\$1.00 per share and HK\$0.30 per share respectively for the year ended 31 December 2005. Subject to the passing of this resolution, such final and special dividends will be paid on or about 28 April 2006.

# LETTER FROM THE BOARD

---

The Register of Members will be closed from Thursday, 13 April 2006 to Monday, 24 April 2006, both days inclusive. In order to qualify for the proposed final and second special dividends, all transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrars in Hong Kong, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 12 April 2006.

## RE-ELECTION OF DIRECTORS

According to Article 113 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company. The executive Directors, Mr. Lam See Pong, Patrick and Mr. Fung Shu Kan, Alan shall retire from their offices at the 2006 AGM and being eligible, will offer themselves for re-election pursuant to Articles 113 and 114.

In addition, according to Article 117, any Director appointed by the Board either to fill a vacancy or as an additional Director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting.

In accordance with Article 117, Mr. Arnold J.M. van der Ven, the non-executive Director appointed by the Board on 14 March 2006, shall retire from his office at the 2006 AGM and shall be eligible to offer himself for re-election as non-executive Director. At the 2006 AGM, ordinary resolution will be proposed to re-elect Mr. Arnold J.M. van der Ven as non-executive Director.

Details of the above Directors, which are required to be disclosed herein pursuant to the Listing Rules, are set out in Appendix I to this circular.

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors proposed to amend the Articles to, inter alia, reflect the new Code on Corporate Governance Practices (the "Code") which replaced the Code of Best Practice in Appendix 14 of the Listing Rules. The Code, subject to certain transitional arrangements, took effect on 1 January 2005.

In this connection, the Special Resolution set out in the 2006 AGM Notice proposes to make amendments to the Articles to be consistent with the Code. A brief background to the proposed amendments to the Articles is set out as follows:

- a) Article 60 To be consistent with Code E.2 so that in a general meeting, a poll will be demanded when it is so required under the Listing Rules;
- b) Article 60.5 To be consistent with Code E.2.1, a new provision will be included to provide that if required by the rules of the Designated Stock Exchange (as defined in the Articles), a poll is demanded in certain circumstances by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. or more of the total voting rights of all the members having the right to vote at the meeting;
- c) Article 96 To be consistent with Code A.4.2 that every Director should be subject to retirement by rotation at least once every three years. Managing Director shall be subject to the same provision.

## LETTER FROM THE BOARD

---

- d) Article 113 To be consistent with Code A.4.2 that every Director should be subject to retirement by rotation at least once every three years.
- e) Article 117 To be consistent with Code A.4.2 that all Directors appointed to fill a casual vacancy should be subject to election at the first general meeting of the Company after their appointment.

### NOTICE OF 2006 ANNUAL GENERAL MEETING

Notice of the 2006 AGM is set out in Appendix II to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you intend to attend the 2006 AGM, you are requested to complete the proxy form 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 less than 48 hours before the time appointed for the holding of the 2006 AGM or the adjournment meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and any adjournment thereof if you so wish.

### PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 60 of the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman of the meeting; or
- (b) not less than five members present in person or by proxy and having the right to vote at the meeting; or
- (c) a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a member or members holding Shares of the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the above proposals are in the best interests of the Company and so recommend you to vote in favour of the resolutions to be proposed at the 2006 AGM.

Yours faithfully,  
For and on behalf of the Board  
**Lam See Pong, Patrick**  
*Director*

*The details of the Directors who will retire from their offices at the 2006 AGM and being eligible, will offer themselves for re-election at the 2006 AGM, are set out below:*

**Lam See Pong, Patrick, Executive Director, aged 57**

Mr. Lam is the Managing Director of the Company. Mr. Lam is also the Vice President of Asian Operations of ASM International N.V. (“ASMI”) of the Netherlands, being the controlling shareholder (as defined in the Listing Rules) of the Company holding as to approximately 53.59% of the Company through its wholly-owned subsidiary, Advanced Semiconductor Materials (Netherlands Antilles) N.V. He has a Bachelor of Science degree in Electrical Engineering from the University of Manitoba, Canada, a Diploma in Management Studies from the University of Hong Kong, and a Masters degree in Business Administration from the Chinese University of Hong Kong. He has over 30 years of experience in computer and semiconductor industry. He joined the Group in 1975 and was responsible for founding and developing ASMI’s operation in South East Asia.

Mr. Lam does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of their respective associates.

There is no service contract entered into between Mr. Lam and the Company other than retirement by rotation provisions as contained in the Articles and there is no fixed term or designated length of service for his appointment. Mr. Lam is entitled to a current monthly salary of HK\$518,000 from the Group. In addition, Mr. Lam is entitled to a discretionary cash bonus of HK\$2,500,000 in respect of his performance and services rendered for the financial year ended 31 December 2005. The emoluments of Mr. Lam are determined by the Board and the Remuneration Committee of the Company. Mr. Lam’s appointment is subject to termination upon three months’ prior written notice being given by the Company or by Mr. Lam to the other, and in accordance with the Articles. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office save as in accordance with Mr. Lam’s terms of employment and the Articles and subject to the applicable statutory requirements.

Except for being an executive Director, Mr. Lam is also a director of certain Group members. Save as disclosed herein, Mr. Lam does not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lam was interested in 339,000 Shares, representing approximately 0.09% of the issued share capital of the Company and was also interested in 20,000 shares in ASMI. Pursuant to the Employee Share Incentive Scheme of the Company (“Scheme”), the Board resolved to allocate Share entitlements at par value to the management and employees of the Company in respect of their services for the vesting period from 21 February 2006 until 15 December 2006 (inclusive) (“Vesting Period”) whereby the Company has agreed on 28 March 2006 to allocate to Mr. Lam an entitlement of 180,000 Shares in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Lam. Save as disclosed herein, Mr. Lam was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lam has confirmed that he is not aware of any matters that need to be brought to the attention of the shareholders of the Company or any information that is required to be disclosed herein pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Fung Shu Kan, Alan, Executive Director, aged 55**

Mr. Fung is the Financial Director of the Group in charge of financial planning and control. He obtained his Diploma and Masters degree in Business Administration from Hong Kong Polytechnic and the University of East Asia respectively. He joined the Group in 1978 and before that he had worked for two multinational semiconductor companies for over 10 years.

Mr. Fung does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of their respective associates.

There is no service contract entered into between Mr. Fung and the Company other than retirement by rotation provisions as contained in the Articles and there is no fixed term or designated length of service for his appointment. Mr. Fung is entitled to a current monthly salary of HK\$118,300 from the Group. In addition, Mr. Fung is entitled to a discretionary cash bonus of HK\$450,000 in respect of his performance and services rendered for the financial year ended 31 December 2005. The emoluments of Mr. Fung are determined by the Board and the Remuneration Committee of the Company. Mr. Fung's appointment is subject to termination upon three months' prior written notice being given by the Company or by Mr. Fung to the other, and in accordance with the Articles. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office save as in accordance with Mr. Fung's terms of employment and the Articles and subject to the applicable statutory requirements.

Except for being an executive Director, Mr. Fung is also a director of certain Group members. Save as disclosed herein, Mr. Fung does not hold any directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Fung was interested in 191,000 Shares, representing approximately 0.05% of the issued share capital of the Company. Pursuant to the Scheme, the Company has also agreed on 28 March 2006 to allocate to Mr. Fung an entitlement of 25,000 Shares in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Fung. Save as disclosed herein, Mr. Fung was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Fung has confirmed that he is not aware of any matters that need to be brought to the attention of the shareholders of the Company or any information that is required to be disclosed herein pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Arnold J.M. van der Ven, Non-executive Director, aged 47**

Mr. van der Ven became Chief Financial Officer and a member of the Management Board of ASMI in June 2005. Mr. van der Ven has more than 15 years of experience in finance and management. He holds a MBA degree from the University of Chicago, the United States, and a law degree from the University of Leiden, the Netherlands. Mr. van der Ven started his career at McKinsey & Company in 1985. Mr. van der Ven was Chief Financial Officer of Axxicon Group N.V., the Netherlands from 1991 to 1997. He was also the Chief Financial Officer and Member of the Executive Board of Novamedia Holding B.V., the Netherlands from 2001 to 2004 and of Vedior N.V., the Netherlands from 1997 to 2000.



Mr. van der Ven does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of their respective associates.

There is no service contract entered into between Mr. van der Ven and the Company other than retirement by rotation provisions contained in the Articles. There is no fixed term or designated length of service for his appointment. No emolument is to be paid or payable or any benefit is to be given to Mr. van der Ven for his appointment. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office save as in accordance with the Articles and subject to the applicable statutory requirements.

Save as disclosed herein and except for being a non-executive Director, Mr. van der Ven does not hold any directorships in other listed public companies in the last three years, and Mr. van der Ven has not held any other positions with the Company or other members of the Company's Group.

As at the Latest Practicable Date, ASMI granted an option to Mr. van der Ven to subscribe for 30,000 shares in ASMI at the exercise price of EURO11.18 per ASMI's share during the period 15 May 2008 to 15 May 2013. Save as disclosed herein, Mr. van der Ven was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. van der Ven has confirmed that he is not aware of any matters that need to be brought to the attention of the shareholders of the Company or any information that is required to be disclosed herein pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



## ASM Pacific Technology Limited

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

**(Stock Code: 00522)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2006 annual general meeting of ASM Pacific Technology Limited (the “Company”) will be held at Suite 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on 24 April 2006 at 3:30 p.m. to transact the following as ordinary business:

#### ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.
- (2) To declare a final and second special dividend of HK\$1.00 per share and HK\$0.30 per share respectively for the year ended 31 December 2005.
- (3) To re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
- (4) To re-appoint the auditors and to authorize the board of directors to fix their remuneration.

#### SPECIAL BUSINESS

- (5) As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the articles of association of the Company be amended as follows:

- (a) By inserting the words “voted by way of poll as required by the Designated Stock Exchange or” in the existing Article 60 immediately after the words “shall be” in the second line and by adding the words “or on the withdrawal of any other demand for a poll” immediately after the words “show of hands” in the third line of the existing Article 60.

- (b) By deleting the full-stop at the end of existing Article 60.4 and replacing therewith a semicolon and the word “or” and inserting the following new Article 60.5:

“60.5 if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all the members having the right to vote at the meeting.”

- (c) By deleting the existing Article 96 in its entirety and substituting therefor the following:

“96. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire and (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he shall cease to hold the office of Director from any cause.”

- (d) By deleting the existing Article 113 in its entirety and substituting therefor the following:

“113. Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors (including the Chairman and/or the Managing Director of the Company) for the time being (or, if their number is not a multiple of three (3) the number nearest to but not less than one-third) shall retire from office by rotation and shall be eligible for re-election provided that every Director (including those appointed for a specific term) shall retire from office by rotation at least once every three years, provided that if there are only two Directors subject to retirement by rotation, one of them shall retire and if there is only one Director who is subject to retirement by rotation, he shall retire. A Director retiring at a meeting as aforesaid shall retain office until the dissolution of that meeting.”

- (e) By deleting the words “the next following annual general meeting of the Company when he” in the existing Article 117 and substituting therefor the words “the first general meeting of the Company after his appointment and”.

On behalf of the Board  
**Lam See Pong, Patrick**  
*Director*

Hong Kong, 31 March 2006.

**Notes:**

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) To be valid, the form of proxy 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 together with the power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) The register of members of the Company will be closed from 13 April 2006 to 24 April 2006, both days inclusive, during which period no transfer of shares will be effected. To qualify for the proposed final dividend and second special dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars in Hong Kong, Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 12 April 2006.