
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, 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 MANDATE
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION,
AMENDMENTS TO EMPLOYEE SHARE INCENTIVE SCHEME
AND
NOTICE OF 2009 ANNUAL GENERAL MEETING**

A notice convening the 2009 annual general meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) to be held at 32th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 24 April 2009 at 3:00 p.m. is set out on pages 40 to 51 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying 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 later than 3:00 p.m. on 22 April 2009. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish.

24 March 2009

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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 32th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 24 April 2009 at 3:00 p.m. or any adjournment thereof |
| “Articles” | the existing articles of association of the Company |
| “Articles Amendments” | the proposed amendments to the Articles as set out in the special resolution in the notice of AGM on pages 42 to 51 of this circular |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” | board of Directors of the Company |
| “Company” | ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | director(s) 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” | 20 March 2009, being the latest practicable date prior to the printing of this circular |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange |
| “Repurchase Mandate” | a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase 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 10% of the issued share capital of the Company as at the date of passing of the relevant resolution |

DEFINITIONS

| | |
|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Scheme” | an employee share incentive scheme adopted by the Company on 23 March 1990 for the benefit of members of management and employees of the Company and its participating subsidiaries |
| “Scheme Amendments” | proposed amendments to the Scheme, the particulars of which are contained in the section “The Scheme Amendments” in the Letter from the Board contained herein and in Appendix IV to this circular |
| “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 holders of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

Executive Directors:

Arthur H. del Prado (*Chairman*)
Lo Tsan Yin, Peter (*Vice Chairman*)
Lee Wai Kwong
Chow Chuen, James
Tang Koon Hung, Eric

Non-executive Director:

Arnold J.M. van der Ven

Independent Non-executive Directors:

Orasa Livasiri
Lee Shiu Hung, Robert
Lok Kam Chong, John

Registered Office:

Caledonian House, George Town
Grand Cayman, Cayman Islands

Principal Place of Business

in Hong Kong:

12th Floor, Watson Centre
16-22 Kung Yip Street
Kwai Chung
New Territories
Hong Kong

24 March 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION,
AMENDMENTS TO EMPLOYEE SHARE INCENTIVE SCHEME
AND
NOTICE OF 2009 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 24 April 2009. These include (i) ordinary resolution relating to the granting to the Directors the Repurchase Mandate; (ii) ordinary resolutions relating to the re-election of the retiring Directors; (iii) special resolution relating to the Articles Amendments; (iv) ordinary resolution relating to the Scheme Amendments; and (v) declaration of final dividend.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase 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 10% 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 Repurchase 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 resolutions at the AGM.

DECLARATION OF FINAL DIVIDEND

On 25 February 2009, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2008 whereby the Board has recommended a final dividend of HK\$0.50 per share for the year ended 31 December 2008. Subject to the passing of this resolution, such final dividend will be paid on or about 29 April 2009.

The Register of Members will be closed from 17 April 2009 to 24 April 2009, both days inclusive. In order to qualify for the proposed final dividend and for attending the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrars in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 16 April 2009.

RE-ELECTION OF RETIRING DIRECTORS

In relation to Resolution 3 as set out in the notice of the AGM, Mr. Lee Wai Kwong, Mr. Chow Chuen, James and Mr. Lok Kam Chong, John, will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to articles 113 and 114 of the Articles.

Biographical details of the above retiring Directors proposed for re-election which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In light of the recent amendments to the Listing Rules, the Directors propose to amend the Articles so as to bring the constitutions of the Company up-to-date. The proposed amendments deal with matters relating to different areas including, inter alia:

- (a) empowering the Company to use the Company's website and electronic means for corporate communications;

LETTER FROM THE BOARD

- (b) providing all resolutions at general meetings of the Company to be decided on a poll;
- (c) empowering the Company to issue summary financial reports and English or Chinese version of “corporate communications”;
- (d) empowering the removal of directors of the Company by an ordinary resolution instead of a special resolution; and
- (e) empowering the destruction of documents if these are microfilmed or electronically stored.

Details regarding the proposed amendments have been set out in Appendix III to this circular. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM.

THE SCHEME AMENDMENTS

Background

On 23 March 1990, the Company adopted the Scheme for the benefit of members of management and employees of the Company and its participating subsidiaries. On 30 June 1999, the Scheme was extended for a further term of 10 years up to 23 March 2010. The Board proposes to make the Scheme Amendments, i.e. to further extend the Scheme for a term of a further 10 years up to 23 March 2020 and allow up to 7.5% of the issued share capital of the Company from time to time (excluding any Shares subscribed for or purchased pursuant to the Scheme since 23 March 1990) to be available for subscription or purchase pursuant to the Scheme during the extended period and that no more than 3.5% of the issued share capital of the Company from time to time (excluding any Shares subscribed for or purchased pursuant to the Scheme since 23 March 1990) to be available for subscription or purchase pursuant to the Scheme for the period from 24 March 2010 to 23 March 2015.

The Scheme enables the Company and its participating subsidiaries to put aside funds not exceeding 2% of the annual average consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding 3 years to the trustees of the Scheme (the “Trustees”). The amount of funds shall be decided by the Board within 40 days of the announcement of the final results of the Company in respect of the previous year for the benefit of the Directors and employees of the Company and its participating subsidiaries. Such funds shall be held by the Trustees who, provided the relevant Director or employee then completed a period of not less than one year or such period as may from time to time be substituted therefor by the Board in accordance with the Scheme (the “Qualification Period”), would use the funds designated for his benefit to subscribe for new Shares at par, currently of HK\$0.10 each, or purchase Shares in the market, as decided by the Trustees as soon as practicable following the expiry of each Qualification Period.

All Shares acquired by the Trustees under the Scheme since its adoption are new Shares issued at par. The issue of Shares to connected persons (as defined in the Listing Rules, which includes Directors) may constitute connected transactions under Chapter 14A of the Listing Rules and the Company shall comply with the requirements under Chapter 14A of the Listing Rules as and when appropriate.

LETTER FROM THE BOARD

Reasons for the Scheme Amendments

Since the adoption of the Scheme, it has provided valuable incentive and rewards to members of the management and employees of the Company and its participating subsidiaries for their contributions to the Company and its participating subsidiaries and to recruit and retain high-calibre employees and attract human resources that are valuable to the Company and its participating subsidiaries. The Board therefore considers that the Scheme Amendments are in the best interests of the Company and its participating subsidiaries.

Conditions to the Scheme Amendments

The Scheme Amendments will take effect upon fulfillment of the following conditions:

- (a) the approval of the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, new Shares which may be issued and allotted pursuant to the Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued and allotted pursuant to the Scheme.

Contribution, Shares Issued and Shares to be Issued pursuant to the Scheme

Since the adoption of the Scheme on 23 March 1990, the annual average percentage of the consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries paid to the Trustees pursuant to the Scheme is 0.04% and an aggregate amount of HK\$3,596,130 has been paid to the Trustees pursuant to the Scheme.

As at 20 March 2009 being the Latest Practicable Date, the Company has 392,356,700 issued Shares. Since the adoption of the Scheme on 23 March 1990, 33,904,700 Shares were issued pursuant to the Scheme, of which 5,580,000 Shares have been issued to the Directors.

Share Prices

The average closing price of Shares quoted on the Stock Exchange was HK\$27.31 for the five trading days prior to the Latest Practicable Date.

LETTER FROM THE BOARD

Interest of the Trustees

Mr. Arthur H. del Prado and Mr. Lee Wai Kwong, the Chairman and Director respectively, are the present Trustees of the Scheme and both are eligible employees under the Scheme (the meaning of “eligible employees”, as defined in the deed constituting the Scheme, includes, among others, an executive and non-executive Director and an employee of the Company and of the participating subsidiaries). According to the Articles, in the event that both of them are proposed to be designated employees under the Scheme, they are required to disclose their interests in the meeting of the Board and abstain from voting in respect of the relevant resolution.

A summary of the principal terms of the Scheme (with the Scheme Amendments incorporated) is set out in Appendix IV to this circular. The Scheme Amendments are subject to the approval of the Shareholders by way of an ordinary resolution to be proposed at the AGM.

NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix V to this circular. A proxy form for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkex.com.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.

VOTING AT THE 2009 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 60 of the Articles.

No Shareholder is required under the Listing Rules to abstain from voting on the ordinary resolution to approve the Scheme Amendments.

RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the proposed granting of the Repurchase Mandate to the Directors, the re-election of the retiring Directors, the Articles Amendments, the Scheme Amendments and the declaration of final dividend are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 392,356,700 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 39,235,670 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association 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 for the year ended 31 December 2008) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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 Prices (Per Share) | |
|------------------------------------------------------------|--------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2008 | | |
| March | 56.25 | 47.80 |
| April | 64.00 | 50.05 |
| May | 67.00 | 53.15 |
| June | 64.85 | 56.90 |
| July | 60.00 | 49.80 |
| August | 58.00 | 48.50 |
| September | 55.10 | 43.50 |
| October | 45.85 | 24.80 |
| November | 28.00 | 19.26 |
| December | 27.00 | 20.55 |
| 2009 | | |
| January | 28.80 | 21.10 |
| February | 28.80 | 21.50 |
| March (up to and including the Latest Practicable Date) | 28.50 | 19.00 |

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase 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 Repurchase 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 articles of association of the Company.

The Company has not been notified by any 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 Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest 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, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' 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 held 207,427,500 Shares representing approximately 52.87% of the issued Share capital of the Company, is a substantial Shareholder of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of ASM Pacific Holding B.V. in the Company would be increased to approximately 58.74% of the issued Share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the number of Shares held by the public to less than 25% of the Company's 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 purchase made under the Repurchase Mandate.

No Shares had been repurchased 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 Directors proposed for re-election at the AGM:

(a) Lee Wai Kwong, Executive Director

Mr. Lee Wai Kwong, aged 54, was appointed to the Board as the Chief Executive Officer of the Company on 1 January 2007. He has a Bachelor of Science degree and a Master of Philosophy degree from The Chinese University of Hong Kong, Hong Kong; both degrees are in Electronics. He also has a Masters degree in Business Administration from the National University of Singapore, Singapore. Mr. Lee joined the Group in 1980. He has over 25 years of working experience in the semiconductor industry. Mr. Lee is also a member of the Management Board of ASM International N.V. since 1 January 2007.

There is no service contract entered into between Mr. Lee and the Group but he is subject to retirement and re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2008, Mr. Lee received total emoluments of HK\$12,069,000 from the Group. The emoluments of Mr. Lee are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Lee is also a director of certain Group members. Save as disclosed herein, Mr. Lee does not hold any directorships 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 606,700 Shares in the Company, representing approximately 0.15% of the issued share capital of the Company. Pursuant to the Scheme of the Company, 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 2 March 2009 until 15 December 2009 (both days inclusive) (“Vesting period”) whereby the Company has agreed on 2 March 2009 to allocate to Mr. Lee an entitlement of 110,000 Shares in the Company in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Lee. Save as disclosed herein, Mr. Lee 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. Lee 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(b) Chow Chuen, James, Executive Director

Mr. Chow Chuen, James, aged 52, was appointed to the Board as the Chief Operating Officer of the Company on 1 January 2007. He has a Bachelor of Science degree in Electrical Engineering from the University of Hong Kong and a Master of Science degree in Manufacturing System Engineering from the University of Warwick, England. Mr. Chow joined the Group in 1982. He has over 25 years of working experience in the electronics and semiconductor industry.

There is no service contract entered into between Mr. Chow and the Group but he is subject to retirement and re-election provisions at annual general meetings of the Company in accordance with the Articles. For the year ended 31 December 2008, Mr. Chow received total emoluments of HK\$8,616,000 from the Group. The emoluments of Mr. Chow are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for the position.

Mr. Chow is also a director of certain Group members. Save as disclosed herein, Mr. Chow does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Chow was interested in 294,000 Shares in the Company, representing approximately 0.07% of the issued share capital of the Company. Pursuant to the Scheme, the Company has also agreed on 2 March 2009 to allocate to Mr. Chow an entitlement of 78,000 Shares in the Company in respect of his service upon expiration of the Vesting Period and no subscription price is to be payable by Mr. Chow. Save as disclosed herein, Mr. Chow 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. Chow 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(c) Lok Kam Chong, John, Independent Non-executive Director

Mr. Lok Kam Chong, John, aged 46, was appointed to the Board as the Independent Non-executive Director of the Company on 9 March 2007. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has 20 years of experience in financial management and corporate controllership. Mr. Lok holds Dual Degrees in Master in Business Administration and Master of Science in Information Technology from The Hong Kong University of Science and Technology.

There is no service contract entered into between Mr. Lok and the Company. He has no fixed term of service with the Company other than retirement by rotation and re-election provisions at annual general meeting of the Company as contained in the Articles. Mr. Lok is entitled to receive a fee of HK\$300,000 per annum from the Company. The emoluments of Mr. Lok are determined by the Board with reference to his duties and responsibilities and the market rates for the position.

Save as disclosed herein and except for being an Independent Non-executive Director, Mr. Lok does not hold any directorships in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Lok did not have any interest, and was not deemed to have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lok has confirmed that he is not aware of any 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The below sets out the existing Articles and the proposed amendments for ease of reference:

| Article No. | Existing articles | Article No. | Proposed new articles |
|----------------------------|--------------------------------------------------------------------------------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | | 1. | |
| | | “Corporate Communication” | the meaning attributed to it in the rules of the Designated Stock Exchange; |
| “in writing” and “written” | include printing, lithography, and other modes of representing or reproducing words in a visible form; | “in writing” and “written” | includes printing, lithography, photography and other modes of representing words or figures in a visible form, and includes where the representation takes the form of electronic display, provided that the applicable Statutes, laws and regulations are complied therewith; |
| | | “Statutes” | means the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles; |
| | | “subsidiary” | the meaning attributed to it in the rules of the Designated Stock Exchange; |

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

| Article No. Existing articles | Article No. Proposed new articles |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.2.3 the Company may, on giving notice by advertisement in the same manner as described in Article 28.1.3, close the branch register or any part thereof relating to members holding shares of any class for any period or periods not exceeding 30 days in each year, provided that such figure of 30 days may be extended (subject to a maximum of 60 days in any year) by ordinary resolution of the Company passed in the year in question. | 7.2.3 the Company may close the branch register at such times or for such periods not exceeding in the whole thirty days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution. |
| 11. Every member shall be entitled to one certificate without payment, but for every subsequent certificate issued to him a sum not exceeding the amount laid down by The Stock Exchange of Hong Kong Limited shall be paid to the Company for every certificate issued. | 11. Every member shall be entitled to one certificate without payment, but for every subsequent certificate issued to him a sum not exceeding the amount laid down by the Designated Stock Exchange shall be paid to the Company for every certificate issued. |
| 28.1.3 the Company has caused a paid advertisement to be published in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in The Hong Kong Government Gazette for the purposes of section 71A of the Companies Ordinance (Cap.32) of Hong Kong by the Secretary for Administrative Services and Information of the Hong Kong Government, giving notice of its intention to sell such shares, and has given notice of such intention to The Stock Exchange of Hong Kong Limited, and a period of three months has elapsed since the date of such advertisement. | 28.1.3 the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement. |

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

30. A fee, not exceeding two dollars (or such higher amount as shall for the time being be approved by The Stock Exchange of Hong Kong Limited), may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

31. A fee, not exceeding two dollars (or such higher amount as shall for the time being be approved by The Stock Exchange of Hong Kong Limited), may be charged for the registration of each of the following documents, namely:-

Appointment of Trustee in
Bankruptcy;
Deed Poll;
Probate or Grant of Administration;
Proof of Death;
Power of Attorney;
Any Order of Court;
Statutory Declaration,

or any other document which in the opinion of the Directors requires registration and such fee shall if required by the Directors be paid before the registration thereof.

Article**No. Proposed new articles**

30. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of transfer.

31. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of other documents relating to or affecting the title to the shares of the Company (e.g. probate, letters of administration, certificates of death or marriage, power of attorney).

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article

No. Existing articles

37. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof, and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof, and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof, and it shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made, that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective certificate duly and properly cancelled, and that every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-

37.1 this Article shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;

Article

No. Proposed new articles

37.1 The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of seven years from the date of registration thereof, and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof, and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof, and it shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made, that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective certificate duly and properly cancelled, and that every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article

No. Existing articles

37.2 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;

37.3 references in this Article to the destruction of any document include references to the disposal thereof in any manner.

Article

No. Proposed new articles

37.1.1 this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar of any claim (regardless of the parties thereto) to which the document might be relevant;

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;

37.1.3 references in this Article to the destruction of any document include references to the disposal thereof in any manner;

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles****Article****No. Proposed new articles**

| | | | |
|------|-------------------------------------------------------------------------------------------------------------------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | <p>37.2 Notwithstanding any provision contained in these Articles, the Directors may, if permitted by the Statutes, applicable laws and regulations, authorise the destruction of documents set out in the preceding Article 37.1 and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.</p> |
| 46.4 | Subject to the provisions of the Law and to any requirement of The Stock Exchange of Hong Kong Limited, the Company may | 46.4 | Subject to the provisions of the Law and to any requirement of the Designated Stock Exchange, the Company may |

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

60. At any general meeting a resolution put to the vote of the meeting shall be voted by way of poll as required by the Designated Stock Exchange or decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:-

60.1 the Chairman; or

60.2 not less than five members present in person or by proxy and having the right to vote at the meeting;

60.3 a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

60.4 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; or

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.

Article**No. Proposed new articles**

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

61. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

62. If a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

63. No poll shall be demanded on any question of adjournment.

Article**No. Proposed new articles**

61. A poll shall be taken in such manner as the Chairman may direct.

62. Any question of adjournment shall be decided at the meeting and without adjournment.

63. A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article

No. Existing articles

64. 64.1 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- 64.2 The demand for a poll may, before the poll is taken, be withdrawn with the consent of the Chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
65. Votes may be given by members present in person, by proxy or by representative and on a show of hands every member shall have one vote only. In case of a poll every member shall have one vote for every share held by him.

Article

No. Proposed new articles

64. A resolution in writing signed by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.
65. Votes may be given by members present in person, by proxy or by representative (in case the member is a corporation) and every member shall have one vote for every share held by him.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

66. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person authorised in that behalf by that court, who may on a poll vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in the notice convening the meeting or adjourned meeting at which the right to vote is to be exercised, not less than 48 hours before the time appointed for holding the said meeting, or, in the case of a poll not taken on the same day as the meeting or adjourned meeting at which it is demanded, not less than 48 hours before the time appointed for the taking of the poll, and in default, the right to vote shall not be exercisable.

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

Article**No. Proposed new articles**

66. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote by his committee, receiver, curator bonis, or other person authorised in that behalf by that court, or vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in the notice convening the meeting or adjourned meeting at which the right to vote is to be exercised, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting, and in default, the right to vote shall not be exercisable.

68. Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member (other than a clearing house (or its nominee(s))) may appoint up to two proxies to attend in his stead at any one general meeting.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

69. A proxy need not be a member of the Company.

70. A member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company pursuant to the Law, and where the corporation is so represented it shall be deemed present in person at such meeting. Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of members provided that the authorization shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf

Article**No. Proposed new articles**

69. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

70. A member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company pursuant to the Law, and where the corporation is so represented it shall be deemed present in person at such meeting. Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives or proxies at any meeting of the Company or at any meeting of any class of members provided that, if more than one person is so authorized, the authorization or proxy form shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

of the clearing house (or its nominee (s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization including the right to vote individually on a show of hands.

71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed may:-

71.1 be deposited at the Office, or at such other place specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person or persons named in such instrument propose to vote; or

71.2 in the case of a poll taken more than 48 hours after it was demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or

71.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Article**No. Proposed new articles**

the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization including the right to vote individually.

71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed may be deposited at the Office, or at such other place specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person or persons named in such instrument propose to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article

No. Existing articles

73. A vote given or poll demanded by a proxy or a duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or authorization or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
74. No member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any general meeting or upon a poll or be reckoned in a quorum whilst any call or any other sum shall be overdue and unpaid to the Company in respect of any of the shares of such member.
76. On a poll, votes may be given either personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

Article

No. Proposed new articles

73. A vote given by a proxy or a duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or authorization or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.
74. No member shall be entitled to be present or to vote on any question either personally or by proxy at any general meeting or be reckoned in a quorum whilst any call or any other sum shall be overdue and unpaid to the Company in respect of any of the shares of such member.
76. Votes may be given either personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

77. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

110.2.7 such other exceptions applicable to all listed companies as shall be approved and notified to such companies by The Stock Exchange of Hong Kong Limited from time to time.

110.3 A copy of any notice mentioned in Article 110.2.7 above received by the Company from The Stock Exchange of Hong Kong Limited shall be available for inspection by members of the Company at the next annual general meeting following its receipt.

110.4 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).

Article**No. Proposed new articles**

77. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

110.2.7 such other exceptions applicable to all listed companies as shall be approved by the Designated Stock Exchange from time to time.

Renumbered as 110.3

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

122. Without prejudice to the provisions of the Law, the Company may by special resolution remove any Director (but any such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) and may by ordinary resolution appoint another in his stead; but any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed.
125. A Director, including an alternate director, may hold any other office or place of profit under the Company or any subsidiary of the Company, in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.
126. Notwithstanding the provisions of Articles 123 to 125 inclusive, the provisions of sections 157H to 157I inclusive 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 prohibit loans by the Company to a director or his Associates, where “Associate” has the meaning set out in Article 110 above.

Article**No. Proposed new articles**

122. Without prejudice to the provisions of the Law, the Company may by ordinary resolution remove any Director (but any such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) and may by ordinary resolution appoint another in his stead; but any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed.
125. A Director, including an alternate director, may hold any other office or place of profit under the Company or any subsidiary of the Company (except that of Auditor), in conjunction with his office of Director, and may act in a professional capacity to the Company (otherwise than as Auditor), on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.
126. Notwithstanding the provisions of Articles 123 to 125 inclusive, 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.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

136. A printed copy of the Directors' and Auditors' reports and of the balance sheet and profit and loss account shall be delivered or sent by post to the registered address of every member of the Company at the same time as the notice calling the annual general meeting before which they are to be laid, and at the same time eight hundred copies of the said documents shall be sent to The Stock Exchange of Hong Kong Limited.

137. 137.1 At the annual general meeting in each year, the Directors shall lay before the Company a profit and loss account and a balance-sheet, containing a summary of the property and liabilities of the Company, made up to a date not more than six months before the meeting from the time when the last preceding account and balance-sheet were made up.

137.2 Every such balance-sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of dividend or bonus to the members, and the amount (if any) which they propose to carry to the reserve fund, according to the provisions in that behalf herein contained.

Article**No. Proposed new articles**

136. The Directors shall make up its annual accounts to a date falling not more than six months before the date of its annual general meeting.

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 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.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article

No. Existing articles

Article

No. Proposed new articles

137.2 Subject to due compliance with all applicable Statutes, laws and regulations, the requirements of Article 137.1 and the rules and regulations of the Designated Stock Exchange in relation to sending annual report and interim report shall be satisfied in relation to any person entitled thereto by sending or otherwise making available to such person a summary report which complies with the relevant provisions of the applicable laws and regulations.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

153. Every member shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent and if any member shall fail so to do notice may be given to such member by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for one day at the Office and publishing it by advertisement in the newspapers in the same manner as is mentioned in Article 28.1.3 above.

Article**No. Proposed new articles**

153. To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be issued, given, sent, mailed, despatched, supplied, published or otherwise made available under these Articles, the Statutes and all applicable laws and regulations by the Company to a person entitled to receive such notice or document shall be in writing or in electronic format and its service, despatch, delivery, publication or otherwise making available to such person shall be satisfied by sending or delivering by the Company on or to such person either personally or through the post in a prepaid envelope addressed to such person at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange; or sending it or otherwise making it available to such person by using electronic means (including but not limiting to telex, facsimile machines, computers), as the case may be, by transmitting it to such address, number or website supplied by him to the Company for the serving of notice to him or by making it available on the Company's website or the website of the Designated Stock Exchange.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

154. A notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable, telex or facsimile message; provided however that a notice calling a meeting of the Directors need not be in writing.

Article**No. Proposed new articles**

154. Any such notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic means, shall be deemed to be served on the day on which it is transmitted from the server of the Company or its agent or uploaded on the website, as the case may be. A notice or document made available by advertisement in the newspaper shall be deemed to have been served on the day on which it is published.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles****Article****No. Proposed new articles**

155. 155.1 A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- 155.2 A notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the day following its posting and on the fifth day following its posting in the case of an airmail letter.
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission, or at such later time as may be specified by the rules of the Designated Stock Exchange or any applicable laws and regulations.
- (d) in proving such service or delivery in the manner contemplated by the preceding sub-clauses (b) and (c) a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or uploading shall be conclusive evidence thereof.
155. Any such notice or other document may be given to a person entitled to receive the same either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

155.3 A notice sent by cable, telex or facsimile message shall be deemed to have been served on the day following the despatch of the cable, telex or facsimile message.

155.4 In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

158.2 Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles, shall, notwithstanding that member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interested with him in any such share.

Article**No. Proposed new articles**

158.2 Any notice or document including any Corporate Communication served to any member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served whether the shares are held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interested with him in any such share.

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article**No. Existing articles**

161. These Articles, and the Memorandum of Association of the Company, may be altered only by a special resolution, where “special resolution” means a resolution passed by members holding three-fourths of the voting rights of those present and voting in person or by proxy at a meeting of which notice has been duly given.

Article**No. Proposed new articles**

161. These Articles, and the Memorandum of Association of the Company, may be altered only by a special resolution, where “special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by proxy at a general meeting of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

The following is a summary of the principal terms of the Scheme:

1. Eligible Employees

The Scheme is operated for the benefit of members of management and employees of the Company and its participating subsidiaries who include executive and non-executive Directors and employees of the Company and of the participating subsidiaries and, inter alia, shall have served the Company and its participating subsidiaries for a period of not less than one year or such period as may from time to time be substituted therefor by the Board.

2. Participating Companies

The Company, ASM Asia Limited, ASM Assembly Automation Limited, ASM Assembly Materials Limited and ASM Technology Singapore Pte Limited (all being wholly-owned subsidiaries of the Company) and any other subsidiary which may in the future execute a deed of adherence agreeing to be bound by the terms of the Scheme are participating companies in the Scheme.

3. Limits on Contribution to the Fund

Within 40 days of the Company announcing, during a year in respect of which the Board shall have resolved that the Scheme shall operate, its final results in respect of the previous year, the Board will determine the percentage of the consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries in respect of the said previous year shall be paid to the Trustees to be held by them upon the terms of the Scheme, provided that such shall not exceed 2% of the annual average consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years, and further provided that the aggregate amount of funds to be paid to the Trustees pursuant to the Scheme and the funds paid to the Trustees in the preceding two years shall not exceed 2% of the combined consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years. The amount to be allocated to each designated employee is at the discretion of the Board. Save as aforesaid, there is no performance target which the Company shall have achieved before the Board shall have resolved the year which the Scheme shall operate or any allocation to each designated employee can be determined.

4. Administration of the Fund

The Scheme is administered by the Trustees for the benefit of the designated employees. Mr. Arthur H. del Prado and Mr. Lee Wai Kwong, the Chairman and Director respectively, are the present Trustees of the Scheme.

5. Qualification Period and Shareholder Rights

All funds paid to the Trustees will be held by them for a qualifying period of generally one year before being used either to subscribe for Shares at par or purchase Shares in the market, on behalf of the relevant designated employees. All Shares subscribed for pursuant to the Scheme shall carry the same rights as respects voting, dividends, transfer and all other rights, including those arising on liquidation, as all other issued Shares at the time of such subscription. Shares will be subscribed for or purchased by the Trustees on behalf of the relevant designated employees and share certificate will be issued in the name of such designated employees, which is freely transferrable thereafter.

6. Cessation of Eligibility

A designated employee may cease to be entitled to the benefit of the funds held by the Trustees on his behalf if he ceases to be a Director or an employee of the participating company for reasons other than death, retirement at normal retirement age or illness. In such case, any fund allocated to such designated employee (after deducting all costs from time to time incurred by the Trustees in subscribing or purchasing Shares pursuant to the Scheme or administration thereof) shall be reimbursed by the Trustees to the relevant participating company of which that designated employee was a director or by which he was employed under the Scheme.

7. Limits of Subscription or Purchase

The maximum aggregate number of Shares which may be subscribed for or purchased by the Trustees pursuant to the Scheme after 23 March 2010 shall not exceed 7.5% of the issued share capital of the Company from time to time, excluding any Shares acquired pursuant to the Scheme since 23 March 1990, provided that not more than 2% of the issued share capital of the Company as at the commencement of any year (excluding any Shares subscribed for or purchased then under the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme in that year, and further provided that not more than 3.5% of the issued share capital of the Company from time to time (excluding any Shares acquired pursuant to the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme for the period from 24 March 2010 to 23 March 2015.

Also, no designated employee under Scheme may acquire pursuant to the Scheme more than 15% of the aggregate number of Shares acquired thereunder for the benefit of all designated employees under the Scheme.

On the basis of 392,356,700 issued Shares as at the Latest Practicable Date and excluding 33,904,700 Shares issued pursuant to the Scheme and assuming no Shares are issued or repurchased by the Company prior to the AGM, the maximum aggregate number of Shares that may be subscribed for or purchased by the Trustees pursuant to the Scheme from 24 March 2010 to 23 March 2020 is 26,883,900 Shares, representing 6.9% of the issued Shares as at the date of the AGM, and not more than 12,545,820 Shares, representing 3.2% of the issued Shares as at the date of the AGM, for the period from 24 March 2010 to 23 March 2015, should the Scheme Amendments be approved.

8. Expiration of the Scheme

There is no termination provision in the Scheme. The Scheme shall expire on 23 March 2020.

9. Alteration to the Scheme

Any alteration to the Scheme shall not be effective except with the prior sanction of the Company in general meeting if the alteration would have the effect of extending the classes of eligible or designated employees, or of altering to the advantage of eligible or designated employees (present or future), any provision of the Scheme which relate to rights of the Shares to be acquired, the period of the Scheme, payment of monies held by the Trustees on termination of the Scheme or the limitations on the number of Shares to be acquired thereunder, including the provisions relating to relevant adjustments to these figures, or to increasing the maximum annual entitlement of any individual employee to any funds paid to the Trustees pursuant to the Scheme. There is no specific provision in the Scheme which stipulates matters that the Board can change without Shareholder's approval in general meeting.



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at 32th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 24 April 2009 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 Auditor for the year ended 31 December 2008.
2. To declare a final dividend of HK\$0.50 per share for the year ended 31 December 2008.
3. To re-elect the retiring Directors and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint auditor and to authorize the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

5. **“THAT:**
 - (a) subject to paragraph (b) 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 repurchase 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 generally and unconditionally approved and authorised;

- (b) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the 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.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

6. **“THAT:**

- (a) The existing provision of Rule 2.1.1 of an employee share incentive scheme adopted by the Company and other parties on 23 March 1990 (the “Scheme”) be deleted and be replaced in its entirety by the following with effect from 23 March 2010:
 - ‘2.1.1 what percentage of the consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries in respect of the said previous year shall be paid to the Trustees to be held by them upon the terms of the Scheme, provided that such shall not exceed 2% of the annual average consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years, and further provided that the aggregate amount of funds to be paid to the Trustees pursuant to this Rule 2.1.1 and the funds paid to the Trustees in the preceding two years shall not exceed 2% of the combined consolidated profits (before tax and extraordinary items) of the Company and its participating subsidiaries of the preceding three years;’
- (b) The existing provision of Rule 4.1 of the Scheme be deleted and be replaced in its entirety by the following with effect from 23 March 2010:
 - ‘4.1 The maximum aggregate number of Shares which may be subscribed for or purchased by the Trustees pursuant to the Scheme after 23 March 2010

shall not exceed 7.5% of the issued share capital of the Company from time to time, excluding any Shares acquired pursuant to the Scheme since 23 March 1990, provided that not more than 2% of the issued share capital of the Company as at the commencement of any year (excluding any Shares subscribed for or purchased then under the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme in that year, and further provided that not more than 3.5% of the issued share capital of the Company from time to time (excluding any Shares acquired pursuant to the Scheme since 23 March 1990) may be subscribed for or purchased pursuant to the Scheme for the period from 24 March 2010 to 23 March 2015.’

- (c) The existing provision of Rule 8.2 of the Scheme be deleted and be replaced in its entirety by the following to the effect that the Scheme shall only terminate on 23 March 2020:

‘8.2 The Scheme shall in any event terminate on the 30th anniversary of the date of the Deed whereupon the Trustees shall wind-up the Scheme in accordance with Rule 8.3 and, save for rights accrued prior to that date, the Deed shall thereupon cease to have any effect.’

- (d) The directors of the Company be and are hereby authorized to take all necessary actions and sign all documents on behalf of the Company to give full effect to the amendments to the Scheme as set out in this Resolution no. 6.”

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

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

- (a) by inserting the following after “clearing house” under the existing Article 1:

“Corporate the meaning attributed to it in the rules of the
Communication” Designated Stock Exchange;”;

- (b) by deleting the meaning of “in writing” and “written” under the existing Article 1 in its entirety and substituting therefor the following:

‘includes printing, lithography, photography and other modes of representing words or figures in a visible form, and includes where the representation takes the form of electronic display, provided that the applicable Statutes, laws and regulations are complied therewith;’;

- (c) by inserting the following after “Seal” under the existing Article 1:

“Statutes” means the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;

“subsidiary” the meaning attributed to it in the rules of the Designated Stock Exchange;’;

- (d) by deleting the existing Article 7.2.3 in its entirety and substituting therefor the following:

‘7.2.3 the Company may close the branch register at such times or for such periods not exceeding in the whole thirty days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution.’;

- (e) by deleting the existing Article 11 in its entirety and substituting therefor the following:

‘11. Every member shall be entitled to one certificate without payment, but for every subsequent certificate issued to him a sum not exceeding the amount laid down by the Designated Stock Exchange shall be paid to the Company for every certificate issued.’;

- (f) by deleting the existing Article 28.1.3 in its entirety and substituting therefor the following:

‘28.1.3 the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.’;

- (g) by deleting the existing Article 30 in its entirety and substituting therefor the following:

‘30. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of transfer.’;

- (h) by deleting the existing Article 31 in its entirety and substituting therefor the following:

‘31. A fee not exceeding the amount as allowed by the Statutes, the laws and regulations applicable to the Company may be charged for the registration of other documents relating to or affecting the title to the shares of the Company (e.g. probate, letters of administration, certificates of death or marriage, power of attorney).’;

- (i) by deleting the existing Article 37 in its entirety and substituting therefor the following:

‘37. 37.1 The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of seven years from the date of registration thereof, and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof, and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof, and it shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made, that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective certificate duly and properly cancelled, and that every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-

37.1.1 this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar of any claim (regardless of the parties thereto) to which the document might be relevant;

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;

37.1.3 references in this Article to the destruction of any document include references to the disposal thereof in any manner;

37.2 Notwithstanding any provision contained in these Articles, the Directors may, if permitted by the Statutes, applicable laws and regulations, authorise the destruction of documents set out in the preceding Article 37.1 and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.’;

- (j) by deleting the first sentence under the existing Article 46.4 in its entirety and substituting therefor the following:

‘Subject to the provisions of the Law and to any requirement of the Designated Stock Exchange, the Company may’;

- (k) by deleting the existing Articles 60 to 66 in their entirety and substituting therefor the following respectively:

‘60. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.

61. A poll shall be taken in such manner as the Chairman may direct.

62. Any question of adjournment shall be decided at the meeting and without adjournment.

63. A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

64. A resolution in writing signed by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

65. Votes may be given by members present in person, by proxy or by representative (in case the member is a corporation) and every member shall have one vote for every share held by him.

66. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote by his committee, receiver, curator bonis, or other person authorised in that behalf by that court, or vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in the notice convening the meeting or adjourned meeting at which the right to vote is to be exercised, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting, and in default, the right to vote shall not be exercisable.’;
- (l) by deleting the existing Articles 68 to 71 in their entirety and substituting therefor the following respectively:
- ‘68. Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member (other than a clearing house (or its nominee(s))) may appoint up to two proxies to attend in his stead at any one general meeting.
69. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
70. A member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company pursuant to the Law, and where the corporation is so represented it shall be deemed present in person at such meeting. Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives or proxies at any meeting of the Company or at any meeting of any class of members provided that, if more than one person is so authorized, the authorization or proxy form shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization including the right to vote individually.

71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed may be deposited at the Office, or at such other place specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person or persons named in such instrument propose to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.’;

- (m) by deleting the existing Articles 73 and 74 in their entirety and substituting therefor the following respectively:

‘73. A vote given by a proxy or a duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or authorization or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

74. No member shall be entitled to be present or to vote on any question either personally or by proxy at any general meeting or be reckoned in a quorum whilst any call or any other sum shall be overdue and unpaid to the Company in respect of any of the shares of such member.’;

- (n) by deleting the existing Articles 76 and 77 in their entirety and substituting therefor the following respectively:

‘76. Votes may be given either personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

77. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.’;

- (o) by deleting the existing Article 110.2.7 in its entirety and substituting therefor the following:

‘110.2.7 such other exceptions applicable to all listed companies as shall be approved by the Designated Stock Exchange from time to time.’;

- (p) by deleting the existing Article 110.3 in its entirety and renumbering the existing Article 110.4 as Article 110.3;

- (q) by deleting the existing Article 122 in its entirety and substituting therefor the following:

‘122. Without prejudice to the provisions of the Law, the Company may by ordinary resolution remove any Director (but any such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) and may by ordinary resolution appoint another in his stead; but any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed.’;

- (r) by deleting the existing Articles 125 and 126 in their entirety and substituting therefor the following respectively:

‘125. A Director, including an alternate director, may hold any other office or place of profit under the Company or any subsidiary of the Company (except that of Auditor), in conjunction with his office of Director, and may act in a professional capacity to the Company (otherwise than as Auditor), on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

126. Notwithstanding the provisions of Articles 123 to 125 inclusive, 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.’;

- (s) by deleting the existing Articles 136 and 137 in their entirety and substituting therefor the following respectively:

‘136. The Directors shall make up its annual accounts to a date falling not more than six months before the date of its annual general meeting.

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 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.

137.2 Subject to due compliance with all applicable Statutes, laws and regulations, the requirements of Article 137.1 and the rules and regulations of the Designated Stock Exchange in relation to sending annual report and interim report shall be satisfied in relation to any person entitled thereto by sending or otherwise making available to such person a summary report which complies with the relevant provisions of the applicable laws and regulations.’;

- (t) by deleting the existing Articles 153 to 155 in their entirety and substituting therefor the following respectively:

‘153. To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be issued, given, sent, mailed, despatched, supplied, published or otherwise made available under these Articles, the Statutes and all applicable laws and regulations by the Company to a person entitled to receive such notice or document shall be in writing or in electronic format and its service, despatch, delivery, publication or otherwise making available to such person shall be satisfied by sending or delivering by the Company on or to such person either personally or through the post in a prepaid envelope addressed to such person at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange; or sending it or otherwise making it available to such person by using electronic means (including but not limiting to telex, facsimile machines, computers), as the case may be, by transmitting it to such address, number or website supplied by him to the Company for the serving of notice to him or by making it available on the Company’s website or the website of the Designated Stock Exchange.

154. Any such notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic means, shall be deemed to be served on the day on which it is transmitted from the server of the Company or its agent or uploaded on the website, as the case may be. A notice or document made available by advertisement in the newspaper shall be deemed to have been served on the day on which it is published.
 - (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission, or at such later time as may be specified by the rules of the Designated Stock Exchange or any applicable laws and regulations.
 - (d) in proving such service or delivery in the manner contemplated by the preceding sub-clauses (b) and (c) a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or uploading shall be conclusive evidence thereof.
155. Any such notice or other document may be given to a person entitled to receive the same either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.’;
- (u) by deleting the existing Article 158.2 in its entirety and substituting therefor the following:
 - ‘158.2 Any notice or document including any Corporate Communication served to any member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served whether the shares are held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interested with him in any such share.’; and

- (v) by deleting the existing Article 161 in its entirety and substituting therefor the following:

‘161. These Articles, and the Memorandum of Association of the Company, may be altered only by a special resolution, where “special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by proxy at a general meeting of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given.’”.

On behalf of the Board
ASM Pacific Technology Limited
Lee Wai Kwong
Director

Hong Kong, 24 March 2009

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Exchange”) and the results of the poll will be published on the websites of the Exchange and the Company in accordance with the Listing Rules.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
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 or a notorially certified copy of that power or authority, 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 from 17 April 2009 to 24 April 2009, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and for attending the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 16 April 2009.
5. The articles of association (the “Articles”) and the Employee Share Incentive Scheme (the “Scheme”) of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolutions above on amendments of the Articles and of the Scheme is purely a translation only. Should there be any discrepancy, the English version shall prevail.