

DIRECTORS' INTERESTS IN SHARES

Details of the interests of the Directors and chief executives of the Company and their associates in the share capital of the Company and its associated corporations as at 31 December 2003 as recorded in the register by the Company pursuant to Section 352 of the Securities and Future Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Name of director 董事姓名	Name of director 董事姓名	Capacity 身份	Capacity 身份	Number of shares held 所持股份 數目	Percentage of shareholding in the Company 所持本公司 股權百分比
Arthur H. del Prado	Arthur H. del Prado	(Note 1)	(附註1)	207,427,500	53.87%
Lam See Pong, Patrick (Note 2)	林師龐(附註2)	Beneficial owner	實益持有人	2,970,000	0.77%
Fung Shu Kan, Alan	馮樹根	Beneficial owner	實益持有人	311,000	0.08%
Paulus Cornelis van den Hoek (Note 3)	Paulus Cornelis van den Hoek (附註3)	Beneficial owner	實益持有人	1,370,000	0.36%

Note:

- As at 31 December 2003, Arthur H. del Prado, member of his immediate family and a foundation controlled by him together held about 22.88% of the issued share capital of ASM International. A wholly-owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N.V. holds 207,427,500 shares of the Company as at 31 December 2003. Arthur H. del Prado is deemed or taken to be interested in the 207,427,500 shares. ASM International also holds the fixed-rate participating shares of ASM Assembly Automation Limited and ASM Assembly Materials Limited which are wholly-owned subsidiaries of the Company. These shares carry no voting rights, no rights to participate in a distribution of profits, and very limited rights on a return of capital.
- As at 31 December 2003, Lam See Pong, Patrick beneficially owns 395,300 shares of ASM International.
- As at 31 December 2003, Paulus Cornelis van den Hoek beneficially owns 300,000 shares of ASM International.

Save as disclosed above and other than certain nominee shares in subsidiaries held by the Directors in trust for the Company or its subsidiaries, as at 31 December 2003, none of the Directors or chief executives of the Company nor their associates had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations.

董事股份權益

於二零零三年十二月三十一日，根據證券及期貨條例(「證期條例」)第352條須予備存的登記冊所記錄，或根據上市公司董事進行證券交易的標準守則給本公司及香港聯合交易所有限公司(「聯交所」)的通知，本公司董事及行政總裁以及其聯繫人於本公司或其相聯法團擁有的詳細股本權益如下：

Name of director 董事姓名	Name of director 董事姓名	Capacity 身份	Capacity 身份	Number of shares held 所持股份 數目	Percentage of shareholding in the Company 所持本公司 股權百分比
Arthur H. del Prado	Arthur H. del Prado	(Note 1)	(附註1)	207,427,500	53.87%
Lam See Pong, Patrick (Note 2)	林師龐(附註2)	Beneficial owner	實益持有人	2,970,000	0.77%
Fung Shu Kan, Alan	馮樹根	Beneficial owner	實益持有人	311,000	0.08%
Paulus Cornelis van den Hoek (Note 3)	Paulus Cornelis van den Hoek (附註3)	Beneficial owner	實益持有人	1,370,000	0.36%

附註：

- 於二零零三年十二月三十一日，Arthur H. del Prado、其直系家族及一個由Arthur H. del Prado所控制之基金共持有ASM International已發行股本約百分之二十二點八八。於二零零三年十二月三十一日，ASM International之全資附屬公司Advanced Semiconductor Materials (Netherlands Antilles) N.V. 持有207,427,500股本公司股份；Arthur H. del Prado可視為擁有該207,427,500股股份之權益。ASM International亦持有先進自動器材有限公司及先進半導體物料科技有限公司之分享固定利息股份，而該兩間公司均為本公司之全資附屬公司。該等股份不享有投票之權利，亦無權享有分派之溢利，並在股本退還時僅享有非常有限之權利。
- 於二零零三年十二月三十一日，林師龐實益持有395,300股ASM International股份。
- 於二零零三年十二月三十一日，Paulus Cornelis van den Hoek 實益持有300,000股ASM International股份。

除上述所披露者及本公司董事以信託形式代本公司及其附屬公司持有附屬公司若干之名義股份外，於二零零三年十二月三十一日，本公司董事或行政總裁及其聯繫人於本公司或其任何相聯法團的股份、相關股份或債券概無擁有任何權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than those rights described under the Employee Share Incentive Scheme, none of the Directors or chief executives or their spouses or children under the age of 18 had any right to subscribe for shares of the Company, or had exercised any such right during the year; and at no time during the year was the Company, any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2003, the following persons (other than a Director or chief executive of the Company) had interests in the share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholders 股東名稱	Capacity 身份	Number of shares held 所持股份 數目	Percentage of shareholding in the Company 所持本公司 股權百分比
ASM International	Corporate 公司	207,427,500	53.87%
Advanced Semiconductor Materials (Netherlands Antilles) N.V.	Beneficial owner 實益持有人	207,427,500	53.87%

Save as disclosed above, as at 31 December 2003, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

During the year, the Group had certain transactions with the ASM International group of companies, details of which are set out in note 29 to the financial statements.

Independent non-executive Directors of the Company have reviewed the connected transactions and confirmed that they have been entered into by the Group in the ordinary and usual course of business on normal commercial terms and are fair and reasonable as far as the shareholders are concerned.

Arthur H. del Prado has interest in ASM International as disclosed in "Directors' interests in shares" above.

Save as disclosed above, no contracts of significance to which the Company, any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事購買股份或債券之權利

除僱員股份獎勵制度所述之權利外，各董事或行政總裁或彼等之配偶或18歲以下之子女並無可認購本公司股份之權利，亦無於年內行使該等權利。於年內任何時間，本公司、控股公司、同集團附屬公司或附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

主要股東

於二零零三年十二月三十一日，除本公司董事或行政總裁外，根據證期條例第336條須予備存的登記冊所記錄，下列人士擁有本公司股份權益：

除本文所披露者外，於二零零三年十二月三十一日，根據證期條例第336條須予備存的登記冊所記錄，概無任何人士持有本公司股份或相關股份的淡倉。

董事在合約上之權益

年內，本集團與ASM International集團公司有若干交易，詳細資料載於財務報表附註第29項。

就股東們所關注，本公司之獨立非執行董事已審閱及確認該等本集團所進行的關聯交易是在一般及日常範圍內以正常商業條款訂立，並為公平及合理之交易。

如上文「董事股份權益」所述，Arthur H. del Prado持有ASM International之權益。

除以上披露者外，本公司、本公司之控股公司、同集團附屬公司或附屬公司概無訂立是在年度結算日或年度內任何時間有效，而本公司董事於其中直接或間接擁有重大權益之重大合約。

DIRECTORS' SERVICE CONTRACTS

No Director of the Company has a service contract with any company in the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

PURCHASE, SALE OR REDEMPTION OF SHARES

There was no purchase, sale or redemption of shares of the Company by the Company or any of its subsidiaries during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under the laws in the Cayman Islands.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the largest customer and five largest customers of the Group were 17% and 37% respectively of the Group's turnover for the year under review.

None of the directors, their associates, or any shareholder (which to the knowledge of the directors owns more than 5% of the Company share capital) has any interest in the five largest customers of the Group.

The aggregate purchases attributable to the five largest suppliers of the Group were less than 30% of the Group's purchases for the year under review.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$158,000.

POST BALANCE SHEET EVENT

Details of a significant post balance sheet event are set out in note 28 to the financial statements.

CORPORATE GOVERNANCE

The Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange throughout the year ended 31 December 2003.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the board
Lam See Pong, Patrick
Director

24 February 2004

董事之服務合約

本公司各董事概無與本集團任何公司訂立本集團不支付賠償(法定賠償除外)而不能於一年內終止之服務合約。

買賣或贖回股份

本公司或其任何附屬公司於是年度內並無買賣或贖回本公司股份。

先買權

本公司之公司組織章程細則並無任何有關先買權之條文，根據開曼群島法例，對先買權並無任何限制。

主要客戶及供應商

是年度，本集團之最大客戶及五家最大客戶分別佔集團營業額百分之十七及百分之三十七。

各董事、其聯繫人或就董事所知擁有本公司股本百分之五以上的任何本公司股東概無在本集團五大客戶中擁有任何權益。

是年度，本集團之五大供應商合共所佔本集團年內總購貨額少於百分之三十。

捐款

年內，本集團之慈善捐款約為港幣158,000元。

結算日後事項

結算日後一項重大事項詳情載於財務報表附註第28項。

公司監管

本公司於截至二零零三年十二月三十一日止年度一直已遵守香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。

核數師

本公司將於股東週年大會提呈一項續聘德勤·關黃陳方會計師行為本公司核數師之決議案。

承董事會命
董事
林師龐

二零零四年二月二十四日