

**Directors' interests in shares continued**

(b) Share options of ASM International:

	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價	At 1 January 2004 於二零零四年 一月一日	Exercised during the year 已於本年度 行使	At 31 December 2004 於二零零四年 十二月三十一日
Arthur H. del Prado	18 December 1999 一九九九年十二月十八日	18 December 2000 – 18 December 2004 二零零零年十二月十八日至 二零零四年十二月十八日	US\$15.44 15.44美元	25,000	25,000	—
	19 December 2001 二零零一年十二月十九日	19 December 2002 – 19 December 2006 二零零二年十二月十九日至 二零零六年十二月十九日	US\$19.32 19.32美元	250,000	—	250,000
Lam See Pong, Patrick 林師龐	4 April 2001 二零零一年四月四日	31 December 2001– 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	100,000	—	100,000
Fung Shu Kan, Alan 馮樹根	4 April 2001 二零零一年四月四日	31 December 2001 – 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	7,000	—	7,000

**Notes:**

- As at 31 December 2004, Arthur H. del Prado, member of his immediate family and a foundation controlled by him together held about 21.77% 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 2004. 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, ASM Assembly Materials Limited and ASM Asia 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 2004, Lam See Pong, Patrick beneficially owns 395,300 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 2004, 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 續**

(b) ASM International之認股權：

	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價	At 1 January 2004 於二零零四年 一月一日	Exercised during the year 已於本年度 行使	At 31 December 2004 於二零零四年 十二月三十一日
Arthur H. del Prado	18 December 1999 一九九九年十二月十八日	18 December 2000 – 18 December 2004 二零零零年十二月十八日至 二零零四年十二月十八日	US\$15.44 15.44美元	25,000	25,000	—
	19 December 2001 二零零一年十二月十九日	19 December 2002 – 19 December 2006 二零零二年十二月十九日至 二零零六年十二月十九日	US\$19.32 19.32美元	250,000	—	250,000
Lam See Pong, Patrick 林師龐	4 April 2001 二零零一年四月四日	31 December 2001– 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	100,000	—	100,000
Fung Shu Kan, Alan 馮樹根	4 April 2001 二零零一年四月四日	31 December 2001 – 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	7,000	—	7,000

**附註：**

- 於二零零四年十二月三十一日，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二十一點七七。於二零零四年十二月三十一日，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、先進半導體物料科技有限公司及先進半導體器材有限公司之分享固定利息股份，而該三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。
- 於二零零四年十二月三十一日，林師龐實益持有395,300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，於二零零四年十二月三十一日，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 and the share options of ASM International disclosed above, 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 2004, 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 shareholder 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	53.84%
Advanced Semiconductor Materials (Netherlands Antilles) N.V.	Beneficial owner	實益持有人	207,427,500	53.84%
Schroder Investment Management (S'pore) Limited	Investment manager	投資經理	22,249,395	5.78%

Save as disclosed above, as at 31 December 2004, 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 and connected transactions**

During the year, the Group had entered into certain transactions with the ASM International group of companies, details of which are set out in note 30 to the financial statements.

Independent non-executive Directors of the Company confirmed that the connected transactions have been entered into by the Group in the ordinary and usual course of business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

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及以上所述之ASM International之認股權外，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、本公司之控股公司、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**

於二零零四年十二月三十一日，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，於二零零四年十二月三十一日，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及關連交易**

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30項。

本公司之獨立非執行董事已確認該等本集團所進行的關聯交易屬本集團的日常業務，按照一般商務條款進行及該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並符合本公司股東的整體利益。

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是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**

During the year ended 31 December 2004, the Company repurchased on the Stock Exchange, a total of 1,548,000 shares of HK\$0.1 each at an aggregate price of HK\$42,485,000 (the highest/lowest price per share paid: HK\$28.90/26.55). The repurchased shares were cancelled upon repurchase and accordingly, the issued share capital of the Company was reduced by HK\$155,000 thereof. The premium payable on repurchase of HK\$42,330,000 was charged against the share premium and an amount of HK\$155,000 for shares cancelled was transferred from accumulated profits to the capital redemption reserve. Taken into account of the current market condition and the cash position of the Company, the directors considered that the repurchases of shares were in the best interest of the Company.

Save as disclosed above, neither the Company nor any of the subsidiaries has purchased, sold or redeemed any of the Company's shares during the year under review.

**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 five largest customers of the Group were less than 30% of the Group's turnover for the year under review.

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\$154,000.

**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。

**購買、出售或贖回股份**

於截至二零零四年十二月三十一日止年度，本公司在聯交所合共回購1,548,000股每股面值港幣0.10元之股份，價格總值港幣42,485,000元(每股最高/最低價：港幣28.90元/港幣26.55元)。該等股份於回購時註銷，因此，本公司之已發行股本減少港幣155,000元。回購應付之溢價港幣42,330,000元已於股本溢價中扣除，而已註銷股份金額港幣155,000元則自累積溢利轉撥往資本贖回儲備。董事考慮到目前的市場環境及公司的現金狀況，認為股本回購是符合公司的最佳利益。

除上文披露者外，本公司或任何附屬公司概無於本年內購買、出售或贖回本公司之任何股份。

**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，本集團之五家最大客戶合共所佔本集團年內總營業額少於百分之三十。

是年度，本集團之五家最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154,000元。

### **Corporate governance**

Throughout the year ended 31 December 2004, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange which were then in force.

The Company has received, from each of the independent non-executive directors, an annual confirmation of the independence pursuant to Rule 3.13 of the Listing Rules on the Stock Exchange. The Company considers all of the independent non-executive directors are independent.

### **Sufficiency of public float**

The Company has maintained a sufficient public float throughout the year ended 31 December 2004.

### **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 2005

### **公司監管**

本公司於截至二零零四年十二月三十一日止年度一直已遵守在該期間實行之聯交所證券上市規則(「上市規則」)附錄14所載之最佳應用守則。

本公司已收到每位獨立非執行董事根據聯交所上市規則第三章第十三節所規定的確認其獨立性的書面確認。本公司認為全部獨立非執行董事確屬獨立人士。

### **充足的公眾持股量**

本公司於截至二零零四十二月三十一日止年度內已維持充足的公眾持股量。

### **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**

二零零五年二月二十四日