

DIRECTORS' REPORT

董事會報告

The Directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2006.

Principal activities

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the design, manufacture and marketing of machines, tools and materials used in the semiconductor industry.

Results and appropriations

The Directors recommend the payment of a final dividend of HK\$1.00 (2005: HK\$1.00) per share, a second special dividend of HK\$0.20 (2005: HK\$0.30) per share which together with the interim dividend of HK\$0.70 (2005: HK\$0.50) per share and a first special dividend of HK\$0.75 (2005: HK\$0.20) per share paid during the year, makes a total dividend for the year of HK\$2.65 (2005: HK\$2.00) per share, and the retention of the remaining profit for the year of HK\$121,634,000.

Details of the results of the Group are set out in the consolidated income statement on page 58.

Property, plant and equipment

During the year, the Group continued to expand its manufacturing facilities. The Group acquired plant and machinery for approximately HK\$180,537,000.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

Subsidiaries

Details of the Company's principal subsidiaries at 31 December 2006 are set out in note 31 to the consolidated financial statements.

Share capital

On 15 December 2006, 1,779,500 shares were issued at par to certain employees pursuant to their entitlements under the Company's Employee Share Incentive Scheme.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

董事會謹呈報本公司及其附屬公司（以下統稱為「本集團」）截至二零零六年十二月三十一日止年度之年度報告及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司。其主要附屬公司之業務為設計、製造及銷售半導體工業所用之器材、工具及物料。

業績及分配

董事會現建議派付末期股息每股港幣 1.00 元（二零零五年：港幣 1.00 元），第二次特別股息每股港幣 0.20 元（二零零五年：港幣 0.30 元），連同年內已派付中期股息每股港幣 0.70 元（二零零五年：港幣 0.50 元）及每股港幣 0.75 元（二零零五年：港幣 0.20 元）之首次特別股息，是年度之全年股息每股為港幣 2.65 元（二零零五年：港幣 2.00 元），及是年度保留之剩餘溢利港幣 121,634,000 元。

有關本集團業績載於第 91 頁綜合收益報表。

物業、廠房及設備

本集團於年內繼續擴展旗下生產設施。集團斥資約港幣 180,537,000 元購置機器設備。

有關上述及其他本集團於年內之物業、廠房及設備變動之詳細資料載於綜合財務報表附註第 17 項。

附屬公司

有關本公司於二零零六年十二月三十一日之主要附屬公司之詳細資料載於綜合財務報表附註第 31 項。

股本

於二零零六年十二月十五日，已根據僱員股份獎勵制度，按面值發行 1,779,500 股股份予部份僱員。

於本年度，本公司及其任何附屬公司並無購買、出售或贖回任何本公司之上市證券。

Distributable reserves of the Company

The Company's reserves available for distribution to shareholders, calculated in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, amounted to HK\$1,432,168,000 (2005: HK\$1,194,639,000). In accordance with the Company's Articles of Association, dividends can only be distributed out of profits of the Company.

Directors

The Directors of the Company during the year and up to the date of this report were:

Executive Directors:

Arthur H. del Prado, Chairman

Lo Tsan Yin, Peter, Vice Chairman
(appointed on 1 January 2007)

Lee Wai Kwong, Chief Executive Officer
(appointed on 1 January 2007)

Chow Chuen, James, Chief Operating Officer
(appointed on 1 January 2007)

Tang Koon Hung, Eric, Chief Financial Officer
(re-designated as Executive Director on 1 February 2007)

Fung Shu Kan, Alan
(resigned and be effective on 16 April 2007)

Non-executive Directors:

Arnold J.M. van der Ven
(appointed on 14 March 2006)

Lam See Pong, Patrick
(re-designated as a Non-executive Director and Honorary Chairman on 1 January 2007)

Independent Non-executive Directors:

Orasa Livasiri

Lee Shiu Hung, Robert

本公司可供分派之儲備

本公司之可供分派予股東儲備，乃根據香港會計師公會所頒佈的香港財務報告準則計算，合共港幣 1,432,168,000 元(二零零五年：港幣 1,194,639,000 元)。根據本公司之公司組織章程細則所規定，只可從溢利中分派股息。

董事

本公司是年度及截至本報告日期之董事為：

執行董事：

Arthur H. del Prado，主席

盧燦然，副主席
(於二零零七年一月一日獲委任)

李偉光，行政總裁
(於二零零七年一月一日獲委任)

周全，首席營運總監
(於二零零七年一月一日獲委任)

鄧冠雄，首席財務總監
(於二零零七年二月一日獲重新任命為執行董事)

馮樹根
(將於二零零七年四月十六日辭任)

非執行董事：

Arnold J.M. van der Ven
(於二零零六年三月十四日獲委任)

林師龐
(於二零零七年一月一日獲重新任命為非執行董事及榮譽主席)

獨立非執行董事：

Orasa Livasiri

李兆雄

Directors continued

In accordance with Articles 113, 114 and 117 of the Company's Articles of Association, Lo Tsan Yin, Peter, Lee Wai Kwong, Chow Chuen, James, Orasa Livasiri, Tang Koon Hung, Eric and Lee Shiu Hung, Robert will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The term of office for each non-executive Director is the period up to retirement by rotation in accordance with the Company's Articles of Association.

The biographical details of the Directors as at the date of this report are set out below:

Arthur H. del Prado is the Chairman of the Company and President, Chief Executive Officer and founder of ASM International N.V. ("ASM International"), the holding company of the Company. He is also a director of certain subsidiaries of ASM International. Mr. del Prado currently serves on the Board of several companies, civic and non profit organizations, among which the MEDEA+Board, the "Micro Electronics Development for European Applications" project. Arthur H. del Prado was formerly a member of the Board of Directors of: Océ van der Grinten Nederland N.V., Manufacturer of Copiers and Printers; G.T.I. Holding N.V., an Electronic Equipment and Installations company; Delft Instruments N.V., a Manufacturer of High-Technology Industrial and Defence Products; Breevast N.V., Project Development and Management; Dujat, Dutch & Japanese Trade Federation and ABN-AMRO Bank, Advisory Counsel.

Lo Tsan Yin, Peter, aged 58, was appointed to the Board as the Vice Chairman of the Company on 1 January 2007. He has a Bachelor of Science degree in Electronics Engineering from the University of Southampton, England. Mr. Lo joined the Group in 1980. He has over 30 years of experience in the computer and semiconductor industry.

董事 續

盧燦然先生、李偉光先生、周全先生、Orasa Livasiri 小姐、鄧冠雄先生及李兆雄先生根據本公司組織章程細則第 113 條、第 114 條及第 117 條將依章告辭董事職位，而彼等具資格並表示願意於即將舉行之股東週年大會上膺選連任。

每位非執行董事獲委任之任期直至根據本公司之公司組織章程細則規定輪流辭任為止。

截至本報告日期之董事資料列載如下：

Arthur H. del Prado，為本公司主席及本公司之控股公司 ASM International N.V.（「ASM International」）總裁兼行政總裁及創辦人。彼亦是 ASM International 部份附屬公司董事。彼為多間公司、公共及非牟利機構之董事會及幹事會成員，其中包括 MEDEA+Board（歐洲微電子應用發展項目）。Arthur H. del Prado 曾為下列公司之董事會成員：Océ van der Grinten Nederland N.V.（複印機及打印機製造商）、G.T.I. Holding N.V.（電子設備及安裝公司）、Delft Instruments N.V.（高科技工業及國防產品製造商）、Breevast N.V.（項目開發及管理）、Dujat（荷蘭及日本貿易工聯會）及荷蘭銀行（諮詢委員會）。

盧燦然，現年五十八歲，於二零零七年一月一日獲委任加入董事會為本集團副主席。彼持有英國南安普敦大學電子工程學士學位。盧先生於一九八零年加入本集團。彼於電腦及半導體工業具有逾三十年工作經驗。

Directors continued

Lee Wai Kwong, aged 52, was appointed to the Board as the Chief Executive Officer 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 since 1 January 2007.

Chow Chuen, James, aged 50, 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.

Tang Koon Hung, Eric, aged 61, was re-designated as Executive Director and was appointed as the Chief Financial Officer of the Company on 1 February 2007. Mr. Tang is qualified as a Chartered Accountant in Canada and he is also a member of the Hong Kong Institute of Certified Public Accountants. He has worked in the fields of manufacturing, banking, and public utilities with some major corporations both in Canada and in Hong Kong. Graduated from the University of Toronto, Canada, Mr. Tang holds a Bachelor degree in Industrial Engineering and a Masters degree in Business Administration.

Fung Shu Kan, Alan, Executive Director, aged 56, is the Financial Director of the Group in charge of financial planning and control. He obtained his Diploma and Masters degree in Business Administration from Hong Kong Polytechnic and the University of East Asia, Macau, respectively. He joined the Group in 1978 and before that he had worked for two multinational semiconductor companies for over 10 years.

董事 續

李偉光，現年五十二歲，於二零零七年一月一日獲委任加入董事會為本集團行政總裁。彼持有香港中文大學電子學士及碩士學位。彼亦持有新加坡國立大學工商管理碩士學位。李先生於一九八零年加入本集團。彼於半導體行業具有逾二十五年工作經驗。李先生自二零零七年一月一日起亦為 ASM International 管理局成員。

周全，現年五十歲，於二零零七年一月一日獲委任加入董事會為首席營運總監。彼持有香港大學電機工程學士學位及英國 University of Warwick 製造系統工程碩士學位。周先生於一九八二年加入本集團。彼於電子及半導體行業具有逾二十五年工作經驗。

鄧冠雄，現年六十一歲，於二零零七年二月一日獲重新任命為執行董事並獲委任為本集團首席財務總監。鄧先生於加拿大獲得特許會計師資格，亦為香港會計師公會會員。彼曾在加拿大及香港任職於從事製造行業、銀行業務及公用事業之數間大機構。鄧先生畢業於加拿大多倫多大學，持有工業工程學士學位及工商管理碩士學位。

馮樹根(執行董事)，現年五十六歲，本集團財務董事，負責財務規劃及監督。馮先生分別持有香港理工學院及澳門東亞大學之工商管理文憑及碩士學位。馮先生於一九七八年加入本集團，之前曾在兩間國際性半導體公司工作超過十年。

Directors continued

Arnold J.M. van der Ven, aged 48, was appointed as the Non-executive Director of the Company on 14 March 2006.

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

Lam See Pong, Patrick, aged 58, was re-designated as a Non-executive Director and Honorary Chairman on 1 January 2007. Dr. Lam is the co-founder, retired CEO and Group Managing Director of the Company. He has over 36 years of experience in the computer and semiconductor industries. He joined the Group in July 1975, and had been at its helm since inception till retirement in December 2006. Dr. Lam is a member of the Board of Directors of The Hong Kong Applied Science and Technology Research Institute Company Limited ("ASTRI") and an Adjunct Professor of the Manufacturing Engineering and Engineering Management Department, The City University of Hong Kong, Hong Kong. Dr. Lam has a Bachelor of Science degree in Electrical Engineering from the University of Manitoba, Canada, a Master's degree in Business Administration from The Chinese University of Hong Kong, Hong Kong, and an Engineering Doctorate degree in Engineering Management from The City University of Hong Kong, Hong Kong.

Orasa Livasiri, Independent Non-executive Director, aged 51, was appointed to the Board as an Independent Non-executive Director in 1994. She is a solicitor in private practice and is a partner of Messrs. Ng, Lie, Lai & Chan.

董事 續

Arnold J.M. van der Ven, 現年四十八歲, 於二零零六年三月十四日獲委任為本集團非執行董事。彼現擔任 ASM International 的首席財務總監及管理局成員。van der Ven 先生具有逾十五年的財務及管理經驗。彼持有美國芝加哥大學工商管理碩士學位及荷蘭 University of Leiden 法律學位。van der Ven 先生於一九八五年開始在 McKinsey & Company 任職, 自一九九一年至一九九七年為荷蘭 Axxicon Group N.V. 之首席財務總監。彼亦由一九九七年至二零零零年於荷蘭 Vedior N.V. 及二零零一年至二零零四年於荷蘭 Novamedia Holding B.V. 出任首席財務總監及行政會成員。

林師龐, 現年五十八歲, 於二零零七年一月一日被重新任命為非執行董事及榮譽主席。林博士為本公司的共同創始人、前行政總裁及前集團董事總經理。彼於電腦及半導體工業具有逾三十六年經驗。彼於一九七五年七月加入本集團, 掌管本集團直至二零零六年十二月退休止。林博士現為香港應用科技研究院有限公司 ("ASTRI") 董事會成員, 亦為香港城市大學製造工程及工程管理學系兼任教授。林博士持有加拿大曼尼托巴大學電子工程學士學位、香港中文大學工商管理碩士學位及香港城市大學工程管理博士學位。

Orasa Livasiri (獨立非執行董事), 現年五十一歲, 於一九九四年獲委任加入董事會為獨立非執行董事。彼為私人執業律師及伍李黎陳律師行之合夥人。

Directors continued

Lee Shiu Hung, Robert, Independent Non-executive Director, aged 74, was appointed to the Board on 23 December 2004. Mr. Lee is a Certified Public Accountant with over 40 years of practical experience in auditing, accounting and finance, taxation and general management. He was engaged in private practice in the name of Robert S.H. Lee & Co., Certified Public Accountants since 1984 until his retirement in 2000. Mr. Lee previously held senior executive positions in multinational groups, including Jardine Matheson & Co. Limited and Hutchison International Limited. He was a President of the Society of Chinese Accountants & Auditors, Hong Kong in 1983/84 and a President of the Australian Society of Certified Practising Accountants (CPA Australia) Hong Kong Branch in 1986/87. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, CPA Australia; the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is a member of the Advisory Board of the Society of Chinese Accountants & Auditors, Hong Kong.

Senior management

The Group's senior management team includes, other than the executive directors, Mr. Wong Yam Mo, the Chief Technical Officer of the Group. His biographical information is as follows:

Wong Yam Mo is the Chief Technical Officer of the Group. He has a Bachelor of Science degree in Mechanical Engineering and a Masters degree in Industrial Engineering, both from the University of Hong Kong, Hong Kong. He also holds a Masters degree in Precision Engineering from Nanyang Technological University, Singapore. Mr. Wong joined the Group in 1983.

董事 續

李兆雄(獨立非執行董事)，現年七十四歲，於二零零四年十二月二十三日獲委任加入董事會。李先生為註冊會計師，於審計、會計及財務、稅務及一般管理有逾四十年之實務經驗。彼自一九八四年以李兆雄會計師樓之名義私人執業，直至二零零零年退休。李先生曾於數間跨國公司，包括怡和集團及和記洋行集團，擔任高級行政人員。彼於一九八三年至八四年曾擔任香港華人會計師公會會長及於一九八六至八七年曾擔任澳洲會計師公會香港分會會長。李先生為香港會計師公會、澳洲會計師公會、英國 Institute of Chartered Secretaries and Administrators 及香港公司秘書公會資深會員。彼亦為香港華人會計師公會諮詢委員會成員。

高級管理層

本集團之高級管理人員除執行董事外，包括首席技術總監黃任武先生，其資料如下：

黃任武，為本集團之首席技術總監。彼持有香港大學機械工程學士學位及工業工程碩士學位，彼亦持有新加坡南洋理工大學精密工程碩士學位。黃先生於一九八三年加入本集團。

Employee Share Incentive Scheme

The Group has an Employee Share Incentive Scheme (the "Scheme") which is for the benefit of the Group's employees and members of management and has a life of 10 years starting from December 1989. On 25 June 1999, at an extraordinary general meeting of the Company, the shareholders approved to extend the period of the Scheme for a further term of 10 years up to 23 March 2010 and allow up to 5% of the issued share capital of the Company from time to time, excluding any shares of the Company subscribed for or purchased pursuant to the Scheme since 23 March 1990, to be subscribed for or purchased pursuant to the Scheme during the extended period.

On 21 February 2006, the Directors resolved to contribute HK\$180,000 to the Scheme, enabling the trustees of the Scheme to subscribe for a total of 1,800,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2005 upon expiration of the defined qualification period. 205,000 of these share entitlements were allocated to certain Directors.

On 8 March 2007, the Directors resolved to contribute HK\$179,750 to the Scheme, enabling the trustees of the Scheme to subscribe for a total of 1,797,500 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2006 upon the expiration of a defined qualification period.

僱員股份獎勵制度

本集團制訂僱員股份獎勵制度(「制度」)，專為本集團僱員及管理階層成員之利益而設，期限為十年，於一九八九年十二月開始。於一九九九年六月二十五日舉行之公司股東特別大會上，股東批准該制度延長十年，為期至二零一零年三月二十三日止，以及在延長期間內根據該制度認購或購買之股份數目限額為本公司已發行股本 5% (不包括自一九九零年三月二十三日根據該制度認購或購買之任何股數在內)。

董事會於二零零六年二月二十一日議決向該制度供款港幣 180,000 元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零五年十二月三十一日止年度所提供之服務，為其受益認購合共 1,800,000 股本公司股份。其中 205,000 股股份權利已分配予部份董事。

董事會於二零零七年三月八日議決向該制度供款港幣 179,750 元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零六年十二月三十一日止年度所提供之服務，為其受益認購合共 1,797,500 股本公司股份。

DIRECTORS' REPORT (CONTINUED)

董事會報告 (續)

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 2006 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:

Long positions

(a) Shares of HK\$0.10 each of the Company:

Name of director 董事姓名	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 (Note 1)	Arthur H. del Prado (附註 1)	207,427,500	53.35%
Lam See Pong, Patrick (Note 2)	林師龐 (附註 2)	339,000	0.09%
Fung Shu Kan, Alan	馮樹根	29,500	0.01%

(b) Share options of ASM International: (Note 3)

Name of director 董事姓名	Date of grant 授予日期	Exercisable period 行使期	Exercise price 行使價	At 1 January 2006 於二零零六年 一月一日	Granted during the year 於本年度 授予	Exercised during the year 已於本年度 行使	At 31 December 2006 於二零零六年 十二月三十一日
Arthur H. del Prado	19.12.2001 二零零一年十二月十九日	19.12.2002 - 19.12.2006 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	—
	19.5.2006 二零零六年五月十九日	19.5.2009 - 19.5.2014 二零零九年五月十九日至 二零一四年五月十九日	EUR014.08 14.08 歐元	—	100,856	—	100,856
Lam See Pong, Patrick 林師龐	4.4.2001 二零零一年四月四日	31.12.2001 - 4.4.2006 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	4.4.2001 二零零一年四月四日	31.12.2001 - 4.4.2006 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	—
Arnold J.M. van der Ven	15.5.2005 二零零五年五月十五日	15.5.2008 - 15.5.2013 二零零八年五月十五日至 二零一三年五月十五日	EUR011.18 11.18 歐元	30,000	—	—	30,000
	2.1.2006 二零零六年一月二日	2.1.2009 - 2.1.2014 二零零九年一月二日至 二零一四年一月二日	EUR014.13 14.13 歐元	—	20,000	—	20,000
	19.5.2006 二零零六年五月十九日	19.5.2009 - 19.5.2014 二零零九年五月十九日至 二零一四年五月十九日	EUR014.08 14.08 歐元	—	15,680	—	15,680

董事股份權益

於二零零六年十二月三十一日，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及其相聯法團擁有的詳細股本權益如下：

好倉

(a) 每股港幣 0.10 元之本公司股份：

(b) ASM International 之認股權：(附註 3)

Directors' interests in shares continued

Notes:

1. As at 31 December 2006, Arthur H. del Prado, a member of his immediate family and a foundation controlled by him together held about 21.32% of the issued share capital (equivalent to 11,476,878 shares) of ASM International. A wholly-owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N.V. held 207,427,500 shares of the Company as at 31 December 2006. 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.
2. As at 31 December 2006, Lam See Pong, Patrick beneficially owned 20,000 shares of ASM International.
3. Details of the share option schemes of ASM International are set out in note 29 to the consolidated financial statements.

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 2006, none of the Directors or chief executives of the Company nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations.

Directors' rights to acquire shares or debentures

Other than those rights described under the section headed "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.

董事股份權益 續

附註：

1. 於二零零六年十二月三十一日，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 21.32% (相等於 11,476,878 股)。於二零零六年十二月三十一日，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。
2. 於二零零六年十二月三十一日，林師龐實益持有 20,000 股 ASM International 股份。
3. 有關 ASM International 之認股權制度之詳細資料載於綜合財務報表附註第 29 項。

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，於二零零六年十二月三十一日，本公司董事或主要行政人員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。

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，各董事或主要行政人員或彼等之配偶或 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。

DIRECTORS' REPORT (CONTINUED)

董事會報告 (續)

Substantial shareholders

As at 31 December 2006, the following persons (other than the interests disclosed above in respect of Directors 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		Long positions 好倉		Lending pool 可供借出股份	
			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	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	53.35%	—	—
Advanced Semiconductor Materials (Netherlands Antilles) N.V.	Beneficial owner	實益持有人	207,427,500	53.35%	—	—
Aberdeen Asset Management Plc and its associates on behalf of accounts managed by Aberdeen Asset Management Plc and its associates	Investment manager	投資經理	27,175,000	6.99%	—	—
JP Morgan Chase & Co.	Beneficial owner, interests of corporation controlled by it, investment manager and custodian corporation/ approved lending agent	實益持有人，所控制之法團之權益，投資經理及託管公司/核准借出代理人	23,506,699	6.05%	23,123,699	5.95%
Emerging Markets Management, L.L.C.	Investment manager	投資經理	19,437,500	5.00%	—	—

Save as disclosed above, as at 31 December 2006, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person who had any interests or short positions in the shares or underlying shares of the Company.

主要股東

於二零零六年十二月三十一日，除上述所載本公司董事或主要行政人員之權益外，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，於二零零六年十二月三十一日，根據證期條例第 336 條須予備存的登記冊所記錄，概無其他人士持有本公司股份或相關股份的任何權益或淡倉。

Directors' interests in contracts and connected transactions

During the year, the Group entered into certain transactions with the ASM International group of companies, details of which are set out in note 30 to the consolidated 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 interests of the shareholders of the Company as a whole.

Arthur H. del Prado has an interest in ASM International as disclosed in the section headed 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.

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).

Emolument policy

The emolument policy of the employees of the Group is established by the management with reference to the employees' merit, qualifications and competence.

The emoluments of the Directors and the senior management of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company currently has an Employee Share Incentive Scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 24 to the consolidated financial statements.

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，詳細資料載於綜合財務報表附註第 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連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。

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。

酬金政策

本集團僱員的酬金政策乃由管理層按其貢獻、資歷及才幹而制訂。

本公司的董事及高級管理層的酬金乃由薪酬委員會視乎集團的業績，個人表現及市場統計比較而決定。

本公司現行有僱員股份獎勵制度以獎勵董事及個別應嘉許之員工，制度的詳細資料載於綜合財務報表第 24 項。

DIRECTORS' REPORT (CONTINUED)

董事會報告 (續)

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 HK\$5,379,925.

Appointment of Independent Non-executive Directors

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 2006.

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

Lee Wai Kwong

Director

8 March 2007

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 30%。

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 30%。

捐款

年內，本集團之慈善及其他捐款為港幣 5,379,925 元。

委任獨立非執行董事

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 3.13 條所規定的書面年度確認，確認其獨立性。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

本公司於截至二零零六年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

李偉光

二零零七年三月八日