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**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF AUTHORITY FOR  
ADVANCED PACKAGING TECHNOLOGY (M) BHD  
TO PURCHASE ITS OWN SHARES.**

The above Proposal will be tabled as Special Business at the Thirty-First Annual General Meeting ("31st AGM") of Advanced Packaging Technology (M) Bhd to be held at Bangi Golf Resort, No. 1, Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 20 June 2013 at 11.30 a.m. The Notice of the 31st AGM together with the Form of Proxy are enclosed in the 2012 Annual Report of the Company which is despatched together with this Circular.

The Form of Proxy should be lodged at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time stipulated for holding the Meeting or at any adjournment thereof. The lodgment of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Tuesday, 18 June 2013 at 11.30 a.m.
Date and time of 31st AGM	:	Thursday, 20 June 2013 at 11.30 a.m.

# DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“31st AGM”	Thirty-First Annual General Meeting
“Act”	The Companies Act, 1965 as amended from time to time and any re-enactment thereof
“APT” or “the Company”	Advanced Packaging Technology (M) Bhd (82982-K)
“Board” or “Directors”	The Board of Directors of APT
“Bursa Securities”	Bursa Malaysia Securities Berhad
“Code”	Malaysian Code on Take-Overs and Mergers, 2010, as amended from time to time and any re-enactment thereof
“EPS”	Earnings Per Share
“Listing Requirements”	Main Market Listing Requirements of Bursa Securities
“NA”	Net Assets
“Proposal”	Proposed Share Buy-Back
“Proposed Share Buy-Back” or “Shareholders’ Mandate”	Proposed renewal of authorisation for APT to purchase its own Shares up to ten per centum (10%) of the Company’s issued and paid-up share capital
“Purchased Shares”	APT’s shares that may be purchased pursuant to the Proposed Share Buy-Back
“RM” or “Sen”	Ringgit Malaysia and sen respectively
“Share(s) or APT Shares”	Ordinary Shares of RM1.00 each in APT
“Treasury Shares”	Purchased Shares which are or will be retained as treasury shares by the Company (as defined in Section 67A of the Act)
“2012 Annual Report”	Annual Report of APT issued for the financial year ended 31 December 2012

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Registered Office:

Level 8 Symphony House  
Block D13, Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

29 May 2013

Directors:

<b>Mr Chee Sam Fatt</b>	(Chairman, Non-Independent Non-Executive Director)
<b>Mr Tjin Kiat @ Tan Cheng Keat</b>	(Managing Director)
<b>Mr Yeo Tek Ling</b>	(Finance Director)
<b>Dato' Haji Ghazali b. Mat Ariff</b>	(Independent Non-Executive Director)
<b>Dato' Law Sah Lim</b>	(Non-Independent, Non-Executive Director)
<b>Datuk Ismail bin Haji Ahmad</b>	(Independent Non-Executive Director)
<b>Mr Mah Siew Seng</b>	(Independent Non-Executive Director)
<b>Mr Eu Hock Seng</b>	(Independent Non-Executive Director)
<b>Mr Ng Choo Tim</b>	(Independent Non-Executive Director)

To: **The Shareholders of APT**

Dear Sir/Madam,

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• **PROPOSED RENEWAL OF AUTHORITY FOR ADVANCED PACKAGING TECHNOLOGY (M) BHD TO PURCHASE ITS OWN SHARES**

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## **1.0 INTRODUCTION**

The Board had, at the Company's Thirtieth AGM held on 21 June 2012, obtained shareholders' approval for the purchase of up to 10% of the total issued and paid-up share capital of the Company through Bursa Securities.

This authority conferred by the shareholders will expire at the conclusion of the forthcoming 31st AGM of the Company.

On 25 April 2013, the Directors announced to Bursa Securities that APT proposes to seek shareholders' approval for the renewal of the Shareholders' Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposed Share Buy-Back and to seek your approval for the ordinary resolution to be tabled at the forthcoming 31st AGM of the Company. The Notice of the 31st AGM is set out in the 2012 Annual Report of the Company.

## **2.0 PROPOSED SHARE BUY-BACK**

### **2.01 Background**

Any purchases or acquisitions of its own Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Act and the Listing Requirements and such other laws and regulations as may for the time being be applicable.

It is a requirement that a company that wishes to purchase or otherwise acquire its own Shares should obtain approval of its shareholders at a general meeting of its shareholders. Accordingly, approval is being sought from shareholders at the AGM of the Company for a general mandate to be given for the purchase or acquisition by the Company of its issued shares.

The Proposed Share Buy-Back will take effect immediately after the passing of the ordinary resolution at the forthcoming 31st AGM and will continue in force until:-

- (a) the conclusion of the next AGM of APT following the 31st AGM at which the ordinary resolution for the Proposed Share Buy-Back is passed, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (c) the authority is varied or revoked by ordinary resolution passed by the shareholders of APT in a general meeting;
- whichever occurs first.

The Shareholders' Mandate, if obtained, would give authority to the Directors to exercise the power of the Company to purchase its own Shares in circumstances which the Directors consider would be in the interest of the Company.

## 2.02 The maximum number or percentage of share to be acquired

The Board proposes to seek a mandate from the shareholders of APT to purchase and/or hold in aggregate up to ten percent (10%) of the issued and paid up share capital of the Company at any point in time through Bursa Securities.

## 2.03 Funding

The Board proposes to allocate a maximum amount not exceeding the audited retained profits of APT for the purchase of its own Shares. As at 31 December 2012, the audited retained profits of the Company amounted to RM10,442,555. As at 31 March 2013, the unaudited retained profits of the Company amounted to RM11,303,695.

The purchase of the Company's own Shares will be sourced wholly from internally generated funds and/or borrowings or a combination of both, of the Company. In the event the Company decides to utilize bank borrowings to finance the Proposed Share Buy-Back, the Board will ensure that the Company will have sufficient financial capability to repay the bank borrowings and that the bank borrowings will not have a material impact on the cash flow of the Company.

## 2.04 Share prices

The following table sets out the monthly highest and lowest transacted prices of the Company's Shares on Bursa Securities for the last twelve (12) months from May 2012 to April 2013:

Year		Highest (RM)	Lowest (RM)
2012 -	May	1.44	1.31
	June	1.55	1.41
	July	1.47	1.36
	August	1.41	1.31
	September	1.40	1.37
	October	1.42	1.37
	November	1.43	1.37
	December	1.41	1.37
2013 -	January	1.50	1.36
	February	1.51	1.32
	March	1.59	1.42
	April	1.65	1.46

(Source: The Star)

The last transacted price per share unit of the Company on 15 May 2013 being the last practicable date prior to the printing of this Circular, was RM1.68.

## **2.05 Pricing**

- (a) APT shall purchase its own Shares or resell its treasury shares (if applicable) only on the market of Bursa Securities. The price for the purchase shall not be more than fifteen percent (15%) above the weighted average market price of APT Shares for the five (5) market days immediately preceding the date of purchase.
- (b) If the Purchased Shares are subsequently resold on Bursa Securities, the price for the resale of Treasury Shares shall:-
  - (i) not be less than the weighted average market price for APT Shares for five (5) market days immediately prior to the resale; or
  - (ii) not be more than 5% to the weighted average market price for APT Shares for five (5) market days immediately prior to the resale provided that:-
    - (aa) the resale takes place no earlier than 30 days from the date of the purchase; and
    - (bb) the resale price is not less than the cost of purchase of the Purchased Shares being resold.

## **2.06 Treatment of Shares purchased**

In accordance with Section 67A (3A) of the Act, the Company is allowed to deal with the Purchased APT Shares in the following manner:-

- (a) to cancel the Purchased APT Shares; or
- (b) to retain the Purchased APT Shares as Treasury Shares, for distribution as share dividends to the shareholders and/or resell on the Bursa Securities, or subsequently cancel the Purchased APT Shares; or
- (c) to retain part of the Purchased APT Shares as Treasury Shares and cancel the remainder.

The decision whether to retain the Purchased APT Shares as Treasury Shares, or to cancel the Shares purchased or a combination of both, will be made by the Board of APT at the appropriate time.

## **2.07 Public shareholding spread**

As at 31 December 2012, the public shareholding spread of the Company was 40.21%. Assuming that the Proposed Share Buy-Back is carried out in full and the Shares so purchased are from the public shareholders, the public shareholding of the Company would be reduced to approximately 35.41%.

## **2.08 Implication of the Code**

Based on the Company's issued and paid-up share capital and the shareholdings of the substantial shareholders of the Company as at 30 April 2013, the Proposed Share Buy-Back is not expected to trigger any obligation by the substantial shareholders of the Company and/or parties acting in concert with them to undertake a mandatory offer under the Code. The effect on the shareholdings of the substantial shareholders of the Company after the implementation of the Proposed Share Buy-Back is shown in Section 2.12 of this Circular.

## **2.09 Purchase and resale of its own Shares in the preceding 12 months**

Please refer to Appendix II on details of APT's purchase of its own Shares in the preceding 12 months prior 30 April 2013.

## 2.10 Rationale and Risk Assessment

The Proposed Share Buy-Back, if exercised, is expected to potentially benefit the Company and its shareholders as follows:

- The Company would expect to enhance the EPS of the Company (in the case where the Directors resolve to cancel the Purchased Shares so purchased and/or retain the Purchased Shares as Treasury Shares and the Treasury Shares are not subsequently resold), and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- If the Purchased Shares are kept as Treasury Shares, it will give the Directors an option to sell the Purchased Shares at a higher price and therefore make a gain for the Company. In addition, the Company may utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. Alternatively, the Purchased Shares can be distributed as share dividends to shareholders; and
- The Company may be able to stabilise the supply and demand of its Shares in the open market and thereby supporting its fundamental values.

The Proposed Share Buy-Back is expected to have cash flow implications whereby the working capital will be reducing. However, it will not have a material impact on the cash flow of the Company.

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## 2.11 Financial Effects

Based on the assumption that the Proposed Share Buy-Back is carried out in full, the effect of the Proposed Share Buy-Back on the share capital, dividend, NA, EPS and working capital of APT are as set out below:

### (a) Share Capital

Based on the issued and paid-up share capital of APT as at 30 April 2013 of RM20,504,250 comprising 20,504,250 APT Shares, a maximum of 2,050,425 APT Shares may be purchased and cancelled pursuant to the Proposed Share Buy-Back.

The Proposed Share Buy-Back will not have any effect on the issued and paid-up share capital of the Company if all the Shares purchased are retained as Treasury Shares.

The effect of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company if all the Shares Purchased are cancelled is outlined below:

	No. of APT ordinary share of RM1.00 each	Amount (RM)
Existing issued and paid-up share capital as at 30 April 2013	20,504,250	20,504,250.00
Purchased and held as Treasury Shares as at 30 April 2013	(1,343,016)	(1,343,016.00)
If maximum number of shares are purchased pursuant to the Proposed Share Buy-Back	(707,409)	(707,409.00)
Issued and paid-up capital, if 2,050,425 Treasury Shares are cancelled	18,453,825	18,453,825.00

### (b) Dividends

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of APT as a result of the reduction in the issued and paid-up share capital of APT as described under Section 2.11(a) above.

### (c) NA Per Share and EPS

The NA per share of the Company may be increased or decreased, depending on the purchase prices of the Shares to be bought back by the Company. Should the purchase prices exceed the existing NA per share, the NA of the remaining Shares should decrease accordingly. And conversely, should the purchase price be lower than the existing NA per share unit, the resultant NA per share should increase accordingly. The effective reduction in the issued and paid-up share capital of the Company pursuant to the Proposed Share Buy-Back would generally, or else being equal, increase the consolidated EPS of the Company. However, the Proposed Share Buy-Back, if exercised, is not expected to have any material effect on the NA per share and EPS of the Company for the financial year ending 31 December 2013.

### (d) Working Capital

The Proposed Share Buy-Back will reduce the working capital of the Company, the quantum of which depends on the purchase price(s), the number of Shares bought back and the effective funding costs thereof.



## 2.12 Shareholdings of Directors and Substantial Shareholders

Based on the Register of Directors and the Register of Substantial Shareholders as at 30 April 2013 and assuming that APT purchases shares of up to ten percent (10%) of its issued and paid-up share capital and that the Purchased Shares are from public shareholders, the effects of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders are as follows:-

Directors	As at 30 April 2013				After Proposed Share Buy-Back(1)			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Chee Sam Fatt	10,125	0.05	3,177,755(2)	16.58	10,125	0.05	3,177,755(2)	17.22
Tjin Kiat @ Tan Cheng Keat	1,550,089	8.09	-	-	1,550,089	8.40	-	-
Yeo Tek Ling	12,169	0.06	-	-	12,169	0.07	-	-
Dato' Law Sah Lim	5,014	0.03	2,562,834(2)	13.38	5,014	0.03	2,562,834(2)	13.89
Eu Hock Seng	11,210	0.06	435,224(3)	2.27	11,210	0.06	435,224(3)	2.36
Ng Choo Tim	648,297	3.38	-	-	648,297	3.51	-	-
Dato' Haji Ghazali B. Mat Ariff	-	-	-	-	-	-	-	-
Mah Siew Seng	-	-	-	-	-	-	-	-
Datuk Ismail Bin Haji Ahmad	-	-	-	-	-	-	-	-
<b>Substantial Shareholders</b>								
Tjin Kiat @ Tan Cheng Keat	1,550,089	8.09	-	-	1,550,089	8.40	-	-
Wong Chee Weng	1,763,000	9.20	-	-	1,763,000	9.55	-	-
Dato' Law Sah Lim	5,014	0.03	2,562,834(2)	13.38	5,014	0.03	2,562,834(2)	13.89
Chee Sam Fatt	10,125	0.05	3,177,755(2)	16.58	10,125	0.05	3,177,755(2)	17.22
Chee Chin Tsai	1,019,717	5.32	-	-	1,019,717	5.53	-	-
Chee Chin Hung	966,493	5.04	-	-	966,493	5.24	-	-

Notes:

- (1) Assuming that 2,050,425 APT Shares (representing 10% of the existing issued and paid-up share capital of APT) are purchased pursuant to the Proposed Share Buy-Back.
- (2) Deemed interest by virtue of Section 134(12)(c) of the Act through shareholdings of their respective spouse and children.
- (3) Deemed interest by virtue of Section 134(12)(c) of the Act through shareholdings of his daughter.

### **3.0 APPROVALS REQUIRED FOR THE PROPOSAL**

The Proposed Share Buy-Back is subject to the approval of the shareholders of APT at the forthcoming 31st AGM.

### **4.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

None of the Directors, substantial shareholders and persons connected to the Directors and substantial shareholders has any interest, whether direct or indirect, in the Proposed Share Buy-Back.

### **5.0 DIRECTORS' RECOMMENDATION**

Your Board of Directors, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and therefore recommends that you vote in favour of the resolution pertaining to Proposed Share Buy-Back as set out in Appendix III of this Circular to be tabled at the forthcoming 31st AGM of the Company.

### **6.0 SPECIAL BUSINESS FOR THE 31ST AGM**

The 31st AGM of the Company will be held at Bangi Golf Resort, No. 1, Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 20 June 2013 at 11.30 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution so as to give effect to the Proposed Share Buy-Back under the special business in the agenda for the 31st AGM.

If you are unable to attend and vote in person at the 31st AGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time fixed for the 31st AGM. The completion and returning of the Form of Proxy does not preclude you from attending and voting in person at the 31st AGM should you subsequently wish to do so.

### **7.0 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendices for further information.

Yours faithfully  
for and on behalf of the Board  
ADVANCED PACKAGING TECHNOLOGY (M) BHD

**TJIN KIAT @ TAN CHENG KEAT**  
**MANAGING DIRECTOR**

# APPENDIX I

## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of APT and they collectively and individually accept full responsibility for the accuracy and correctness of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

### 2. MATERIAL LITIGATION

As at the last practicable date, APT is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors of APT are not aware of any proceedings pending or threatened against APT or of any facts likely to give rise to any proceedings which may materially or adversely affect the position or business of APT, financially or otherwise.

### 3. MATERIAL CONTRACTS

There are no material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by APT during the two (2) years immediately preceding the date of this Circular.

### 4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company during normal office hours on any business day falling from the date of this Circular and up to the time set for convening the 31st AGM:

- (a) Memorandum and Articles of Association of APT;
- (b) Statutory Financial Statements of APT for the past two years ended 31 December 2011 and 31 December 2012; and
- (c) Unaudited results for the three (3) months financial period ended 31 March 2013.

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## APPENDIX II

### PURCHASE AND RESALE OF APT'S SHARES MADE IN THE PREVIOUS 12 MONTHS

The following are details of the purchases by APT of its own Shares in the twelve (12) months preceding 30 April 2013, being the latest practicable date prior to the printing of this circular:

<b>Date of Purchase</b>	<b>No of Shares Purchased</b>	<b>Lowest Purchase Price (RM)</b>	<b>Highest Purchase Price (RM)</b>	<b>Average Purchase Price (RM)</b>	<b>* Purchase Consideration (RM)</b>
02.05.12	7,000	1.360	1.380	1.370	9,580.00
04.05.12	7,000	1.400	1.420	1.410	9,860.00
31.07.12	5,000	1.400	1.400	1.400	7,000.00
04.09.12	5,000	1.400	1.400	1.400	7,000.00
01.10.12	5,000	1.400	1.420	1.410	7,080.00
29.11.12	5,000	1.390	1.390	1.390	6,950.00
04.12.12	6,000	1.370	1.390	1.380	8,240.00
26.12.12	8,000	1.390	1.410	1.400	11,128.00
05.03.13	4,000	1.550	1.590	1.570	6,274.00
08.03.13	5,000	1.510	1.510	1.510	7,550.00
02.04.13	5,000	1.580	1.600	1.590	7,962.00
<b>Total</b>	<b>62,000</b>				<b>88,624.00</b>

\* Note : The Purchase consideration is excluding transaction costs.

The cumulative number of Shares held as treasury shares as at 30 April 2013, being the last practicable date prior to the printing of this Circular was 1,343,016 Shares.

None of the Shares purchased were resold or cancelled in the preceding twelve (12) months. All the purchased shares are held as treasury shares.

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## APPENDIX III

### ORDINARY RESOLUTION - TO APPROVE THE PROPOSED SHARE BUY-BACK MANDATE

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#### **Proposed renewal of Shareholders' Mandate for the Company to buy-back its own shares ("Proposed Shareholders' Mandate")**

"THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Annual General Meeting of the Company held on 21 June 2012, authorising the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The audited retained profits of the Company stood at RM10,442,555 for the financial year ended 31 December 2012.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to cancel such shares or retain such shares as the treasury shares or a combination of both. The Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the shareholders of the Company or subsequently cancel the treasury shares or any combination of the three (3) and in any other manner as prescribed by the Act, rules and regulations and orders made pursuant to the Act and requirements of Bursa Securities and any other relevant authority for the time being in force.

AND FURTHER THAT the Directors be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

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