

ADVANCED SEMICONDUCTOR ENGINEERING INC  
Form 6-K  
July 09, 2012

FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

July 9, 2012

Commission File Number 001-16125

Advanced Semiconductor Engineering, Inc.  
( Exact name of Registrant as specified in its charter)

26 Chin Third Road  
Nantze Export Processing Zone  
Kaoshiung, Taiwan  
Republic of China  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F        Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other

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Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes            No    X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
Not applicable

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVANCED SEMICONDUCTOR  
ENGINEERING, INC.

Date: July 9, 2012

By:

Name:

Title:

/s/ Joseph Tung

Joseph Tung

Chief Financial Officer

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MINUTES

OF  
2012 ANNUAL SHAREHOLDERS' MEETING  
OF  
ADVANCED SEMICONDUCTOR ENGINEERING, INC.  
(Translation)

1. Time: 10:00 a.m. Thursday, June 21, 2012

2. Place: Zhuang Jing Auditorium, 600 Jiachang Rd., Nantz Export Processing Zone, Nantz District, Kaohsiung City

3. Present: Total shares represented by shareholders and proxy present 5,224,207,624 shares(including exercised by way of electronic transmission 2,102,820,515 shares) is 80.01% of total outstanding shares of ASE 6,529,464,354 shares (excluding the shareholders who had no voting right stipulated in Company Law)

4. Chairperson's Remarks: (To be omitted)

5. Status Reports

- (1) Business Report of 2011. (see Attachment I)
- (2) Report by supervisors on review of the 2011 financial statements. (see Attachment II)
- (3) Report on total amount for endorsement, guarantee and amount of loans to third parties.
  - (4) Report on the Company's secured corporate bonds issued domestically.
  - (5) Report on the implementation of the Company's indirect investments in mainland China.
  - (6) Report on the implementation of buyback of Company shares.
  - (7) Report on the status of the Company's merger with Power ASE Technology.

6. Matters for Ratification

Item 1 (proposed by the Board of Directors)

Proposal: 2011 final accounts for your recognition.

Explanation: 1. The Company's 2011 financial statements have been audited and attested by



Deloitte & Touche and reviewed by the Supervisors.

2. Please ratify the financial statements (see Attachment III of this Agenda Manual for details) and the 2011 Business Report (see Attachment I of this Agenda Manual for details).

Resolution: Voting results: Ratify 4,174,584,087 shares (including exercised by way of electronic transmission 1,238,940,461 shares); Oppose 6,311 shares (including exercised by way of electronic transmission 6,311 shares); Abstain from voting 863,873,743 shares (including exercised by way of electronic transmission 863,873,743 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 2 (proposed by the Board of Directors)

Proposal: Please ratify the Company's 2011 proposal for earnings distribution.

Explanation: The Board of Directors has drafted the Company's 2011 proposal for surplus distribution as shown in the table below in accordance with the related regulations and the Company's Articles of Incorporation for your ratification.

Advanced Semiconductor Engineering, Inc.  
2011 Surplus Distribution Proposal

Unit: NT\$

Item	Amount
Prior year retained earnings	6,771,511,652
Add: Current year gross profit	13,725,957,896
Add: Reversal of special surplus reserve	1,272,417,273
Subtract: Provision for 10% statutory surplus reserve	1,372,595,790
Current year earnings to be distributed	20,397,291,031
Items for distribution:	
Dividends (Note 1)	13,641,279,185
Current year retained earnings	6,756,011,846

Remark:

NT\$246,000,000 to be distributed for Director and Supervisor remuneration.

NT\$1,235,336,000 to be distributed for employee bonuses, all in cash

President: Jason C.S. Chang

Manager: Richard H.P. Chang

Accountant Manager: Joseph Tung

Note 1:

A total of NT\$13,641,279,185 is distributed as dividends, NT\$2.05 per share, with NT\$4,325,283,645 in cash (a cash dividend of NT\$0.65 per share) and the remaining NT\$9,315,995,540 in stock (140 shares for each 1000 shares retained by converting earnings into capital stock). The above distribution of dividends to shareholders and the cash and stock dividend distribution rates are calculated based on the number 6,654,282,532 of shares recorded in the Register of Shareholders as of March 20, 2012. In the future, if the Company's ECB holders exercise the right of conversion, or new shares are issued to employees against Employee Stock Option warrant, new shares are issued by the Company for a cash capital increase, or there is a buyback of the Company's stocks, or transfer or cancellation of the Company's treasury stocks, which affect the cash distribution rate of the shareholders' bonus, requiring adjustment, the management will request the shareholders' meeting to authorize the Board of Directors to handle the matter and make adjustments accordingly.

Note 2:

In response to the introduction of an integrated income tax system, earnings of the most recent year will be distributed this time.

Resolution:

Voting results: Ratify 4,164,343,390 shares (including exercised by way of electronic transmission 1,239,700,244 shares); Oppose 9,799 shares (including exercised by way of electronic transmission 9,799 shares); Abstain from voting 863,110,472 shares (including exercised by way of electronic transmission 863,110,472 shares). Resolved, that the above proposal be and hereby was approved as proposed.

## 7. Matters for Discussions

Item 1 (proposed by the Board of Directors)

Proposal: Please consider a share issue by converting earnings into equity stock.

Explanation: 1. To fund a factory expansion project, plans are being made to issue 931,599,554 new shares at a face value of NT\$10 each to raise NT\$9,315,995,540 with dividends of the same amount to be distributed in 2011.

2. Rules governing allotment of new shares: Based on the number of shares recorded in the Company's Register of Shareholders on March 20, 2012,

namely 6,654,282,532, each 1,000 shares are eligible for an allotment of 140 shares for earnings converted into capital stock. If the number of shares eligible for dividend distribution changes as a result of conversion of offshore convertible bonds, exercise of stock options by employees, cash capital increases, buyback of company shares, or assignment or cancelation of treasury stock, shareholders are urged to authorize the board of directors to make corresponding adjustments, if any, to per-share dividends. Shareholders allotted fractions of a share will coordinate among themselves to combine and form whole shares within five days after the ex-dividend date. Share fractions failing to combine will be paid fractions of the face value in cash and the president will be authorized by the board to have them purchased by certain persons.

3. Rights and obligations of newly issued shares are the same as those of existing shares.
4. Ex-dividend date: The board is authorized to set the date after it is passed at the AGM and approved by the regulatory authority.
5. The factory expansion plan financed by the capital increase is expected to be completed by December 2015. Implementation of the plan is expected to boost the Company's competitiveness, improve its efficiency, and have a positive impact on shareholders' rights and interests. The board is authorized to make necessary changes if the capital increase must be changed as ordered by the regulatory authority or required by circumstances.

Resolution: Voting results: Ratify 4,149,570,076 shares (including exercised by way of electronic transmission 1,224,926,930 shares); Oppose 14,784,578 shares (including exercised by way of electronic transmission 14,784,578 shares); Abstain from voting 863,109,007 shares (including exercised by way of electronic transmission 863,109,007 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 2 (proposed by the Board of Directors)

Proposal: The Company's overseas private placement of convertible bonds



Explanation: 1. In support of the long-term capital requirements for the Company's strategic development, the shareholders' meeting is requested to authorize the Board of Directors to conduct overseas private placement of convertible bonds (hereinafter referred to simply as "convertible bonds") at the appropriate time and in accordance with the Company's capital requirements at the time, financial market conditions or regulatory requirements within the following time limit in order to raise the required long-term funding: within one year following the resolution is passed at the shareholders' meeting. The Company may select the private placement overseas unsecured convertible bonds or subordinated convertible perpetuities, or a combination of both. However, the maximum amount of the privately placed convertible bonds shall be NT\$9 billion. The tentative issuance and conversion policy of the current private placement of convertible bonds for unsecured convertible, please refer to Attachments IV and subordinated convertible perpetuities, please refer to Attachment V.

2. Basis and rationality for pricing privately placed securities

The pricing for the Company's privately placed convertible bonds shall be based on no less than 80% of the theoretical price referred to in the "Directions for Public Companies Conducting Private Placements of Securities." To determine the actual issue price, the shareholders' meeting is requested to authorize the Board of Directors to proceed in accordance to applicable laws, the pricing basis and range of percentage specified by the resolution reached at the shareholders' meeting, the prevailing market conditions and the Company's situation. The pricing of the current privately placed convertible bonds is based on the regulatory requirements of the competent authority. In consideration of the fact that the timing for the transfer of ownership of privately placed securities, parties to whom the securities are transferred and the quantity of transfer are all strictly regulated, as well as factors such as the securities may not be listed on the exchange for three years and their lower liquidity, the conditions laid down for the current private placement of corporate bonds are therefore quite reasonable.

3. Selection and purpose of subscribers, necessity and expected benefits

The selection of subscribers shall be carried out pursuant to Article 43-6 of the Securities and Exchange Act and the provisions of the order Tai-Tsai-1 No. 0910003455 issued by the original Securities and Futures Commission of the Ministry of Finance dated June 13, 2002. The purpose of the selection of subscribers in the current placement is the recruitment of strategic investors. The so-called "strategic investors" referred to here are individuals or corporate entities capable of improving the Company's profitability with their experience, technologies, knowledge, brands or channels via industrial vertical and horizontal integration or joint research and development of products and markets, which will help the Company achieve benefits such as enhanced technology, improved quality, reduced costs, increased efficiency and expanded markets. The selection of subscribers is carried out by the Board of Directors on authority of the shareholders' meeting. The purpose, necessity and expected benefits lie with accommodating the Company's business development requirements, and it is proposed that through private placement the investors will be able to help the Company to enhance its technology, improve quality, reduce costs, increase efficiency and expand markets, so as to raise the Company's competitiveness and enhance its operating performance and long-term development capabilities.

4. Necessity for private placement, utilization of capital and expected benefits

(1) Rationality for not adopting the public offer approach:

To accommodate the Company's future business development and to attract strategic investors; taking into consideration the timeliness, convenience, issuance costs and stability of ownership structure associated with private placements, along with the restrictions that ownership of the securities may not be transferred within three years, private placement ensures the long-term partnership of the Company with the strategic investors, and as a result private placement is adopted.

(2) Maximum amount raised via private placement:

Privately placed convertible bonds are subject to a maximum amount of

NT\$9 billion. However, the actual amount that can be raised is subject to applicable laws at the time the placement is made, the conditions of the financial market and approval of the competent authority. In the event that the holders of the convertible bonds obtain the Company's common shares by exercising the conversion rights, the number of shares thus obtained shall be determined by the conversion price at the time of the conversion.

(3) Utilization of capital and expected benefits:

The current private placement of securities may be carried out by the Board of Directors on authorization of the shareholders' meeting within one year of the passage of the resolution. The amount of capital raised is expected to be used for one or more of the following purposes: capital expenditure, increasing the working capital, repaying bank loans and reinvestment. It is also expected that all the capital will be utilized within three years of the private placement. The expected benefits are one or more of the following: strengthening of the Company's position within the industry, raising long-term competitiveness, improving the financial structure and achieving savings in interest expenses. These will produce a positive impact on the shareholders' equity. However, the actual placement process and capital utilization schedule will depend on the Company's capital requirements, regulations and the conditions of the financial market .

5. Rights and obligations associated with the conversion of the convertible bonds into common shares

With respect to the common shares obtained from the conversion of convertible bonds from the current private placement, the associated rights and obligations are identical to those of the common shares issued by the Company. However, the listing and resale of these shares shall be governed by the relevant provisions of the Securities and Exchange Act. In the case of privately placed overseas convertible bonds, the provisions of the official letter FSC-Zheng-1 No. 09700513881, dated October 21, 2008 and issued by the Financial Supervisory Commission, Executive Yuan shall apply.

6. The main provisions of the current private placement include the issuance and conversion policies, actual privately placed price, private placement conditions, project items, amount, expected progress schedule, potential benefits and other matters associated with the issuance plan. The shareholders' meeting is asked to approve the private placement plan and authorize the Board of Directors to carry out the plan at its discretion and make adjustments in accordance with the Company's financial requirements, conditions in the financial market and relevant laws and regulations. The shareholders' meeting is also asked to authorize the Board of Directors to proceed at its discretion with any necessary modifications or adjustments to the plan in the event of regulatory changes, instructions from the competent authority, changes in the market, operational assessment or other objective environmental factors.
7. To accommodate the follow-up operations associated with the private placement of convertible bonds, the shareholders' meeting is asked to authorize the Chairman of the Board or his designee to enter into all relevant contracts and documents on behalf of the Company and to handle all subsequent actions that are required.
8. For matters that are not covered herein, the shareholders' meeting is asked to authorize the Board of Directors to proceed at its discretion and in accordance with the law.

Resolution: Voting results: Ratify 4,051,894,971 shares (including exercised by way of electronic transmission 1,140,104,591 shares); Oppose 91,661,851 shares (including exercised by way of electronic transmission 91,661,851 shares); Abstain from voting 871,054,073 shares (including exercised by way of electronic transmission 871,054,073 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 3 (proposed by the Board of Directors)

Proposal: Please consider the revision of the Company's Guidelines for the Acquisition or Disposal of Assets.

- Explanation: 1. In compliance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, amended and promulgated by the Financial Supervisory Commission, Executive Yuan on February 13, 2012, the Board of Directors has approved the revisions of portions of the Company's Guidelines for the Acquisition or Disposal of Assets on March 29, 2012.
2. Please refer to Attachment IV to this Agenda Manual for the table of comparison of the Company's revised Guidelines for the Acquisition or Disposal of Assets. Your consent is solicited.
- Resolution: Voting results: Ratify 4,164,157,783 shares (including exercised by way of electronic transmission 1,239,692,637 shares); Oppose 17,067 shares (including exercised by way of electronic transmission 17,067 shares); Abstain from voting 863,110,811 shares (including exercised by way of electronic transmission 863,110,811 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 4 (proposed by the Board of Directors)

Proposal: Please consider the revision of the Company's Rules Governing the Election of Directors and Supervisors.

- Explanation: 1. In compliance with the electronic voting regulations introduced by the competent authority, the Board of Directors has approved the revisions of portions of the Company's Rules Governing the Election of Directors and Supervisors on March 29, 2012.
2. Please refer to Attachment V of this Agenda Manual for the table of comparison of the Company's revised Rules Governing the Election of Directors and Supervisors. Your consent is solicited.

Resolution: Voting results: Ratify 4,164,335,783 shares (including exercised by way of electronic transmission 1,239,692,637 shares); Oppose 17,067 shares (including exercised by way of electronic transmission 17,067 shares); Abstain from voting 863,110,811 shares (including exercised by way of electronic transmission 863,110,811 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 5 (proposed by the Board of Directors)

Proposal: Please consider the revision of the Company's Rules of Procedure for the Shareholders' Meeting.

- Explanation: 1. In compliance with the regulations introduced by the competent authority restricting the use of electronic voting, the Board of Directors has approved the revisions of portions of the Company's Rules of Procedure for the Shareholders' Meeting on March 29, 2012.
2. Please refer to Attachment VI to this Agenda Manual for the table of comparison of the Company's revised Rules of Procedure for the Shareholders' Meeting. Your consent is solicited.

Resolution: Voting results: Ratify 4,164,335,782 shares (including exercised by way of electronic transmission 1,239,692,636 shares); Oppose 17,068 shares (including exercised by way of electronic transmission 17,068 shares); Abstain from voting 863,110,811 shares (including exercised by way of electronic transmission 863,110,811 shares). Resolved, that the above proposal be and hereby was approved as proposed.

Item 6 (proposed by the Board of Directors)

Proposal: Please discuss the revised version of the Company's Articles of Incorporation.

- Explanation: 1. In order to allow the Company's independent directors to serve as members of the Remuneration Committee, their salaries and compensation should be taken into consideration in a comprehensive manner. Revisions to portions of the Company's Articles of Incorporation have been approved at the Board of Directors meeting held on March 29, 2012.
2. Please refer to Attachment VII to this Agenda Manual for the table of comparison of the Company's revised Articles of Incorporation. Your consent is solicited.

Resolution: Voting results: Ratify 4,164,335,815 shares (including exercised by way of electronic transmission 1,239,692,669 shares); Oppose 17,035 shares (including exercised by way of electronic transmission 17,035 shares); Abstain from voting 863,110,811 shares (including exercised by way of electronic transmission 863,110,811 shares). Resolved, that the above proposal be and hereby was approved as proposed.

8. Matters for Elections

Item 1 (proposed by the Board of Directors)

Proposal: Re-election of the Company's directors and supervisors upon the expiration of their term of office.

Explanation: 1.

The terms of the Company's nine directors (including two independent directors and seven non-independent directors) and five supervisors will expire on June 25, 2012, and new directors and supervisors are to be elected as required by the law. The term of the new directors and supervisors shall be the period of three years from June 22, 2012 to June 21, 2015.

2.

The list of candidates for independent directorship and their corresponding background information are as follows.

Candidate for Independent Director	Education
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