

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form 6-K
May 30, 2014

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

May 30, 2014

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):

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):

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 Commission filing on EDGAR.

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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

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: May 30, 2014

By: /s/ Joseph Tung
Name: Joseph Tung
Title: Chief Financial Officer

Stock Code 2311
NYSE ASX

ASE ADVANCED
SEMICONDUCTOR
ENGINEERING, INC.

Agenda

Of

2014 Annual Shareholders' Meeting

June 26, 2014

Summary Translation

Meeting Notice

Coupon 1

Notice for Meeting

I. Please note that we are scheduled to hold the 2014 Shareholders' General Meeting on Thursday, June 26, 2014 at 10:00 a.m. (shareholder registration starts 9:00 a.m.; registration at meeting venue) at Zhuang Jing Auditorium, 600, Jiachang Rd., NEPZ, Nanzih Dist., Kaohsiung City.

(1) Status Reports:

1. 2013 Business Report.

2. Report by supervisors on review of the 2013 financial statements.

3. Report on total amount for endorsement, guarantee and amount of loans to third parties.

4. Report on the Company's third issue of foreign non-guaranteed convertible corporate bonds.

5. Report on the implementation of the privately offered foreign convertible corporate bonds passed in the 2013 shareholders meeting.

6. Report on the implementation of the Company's indirect investments in mainland China.

7. Report on the status of the Company's merger with Yang Ting Tech Co., Ltd.

(2) Matters for Ratification:

1. Ratification of the Company's 2013 final financial statements.

2. Ratification of 2013 earnings distribution proposal.

(3) Matters for Discussions:

1. To discuss whether to consecutively or simultaneously select one of or combine cash capital increase by issuing common shares and GDR, domestic cash capital increase by issuing common shares, and privately offered foreign convertible corporate bonds.

2. Discussions of revision of the Company's Procedure for the Acquisition or Disposal of Assets.

3. Discussions of revision of the Company's Articles of Incorporation.

4. Discussions of revision of the Company's Rules Governing the Election of Directors and Supervisors and renaming to the Rules Governing the Election of Directors.

(4) Other Resolutions and Extempore Motions

II. Dividend to be distributed is NT\$1.3 per share, all of which will be distributed in cash. If at a later date the Company's ECB holders exercise the right of conversion, or new shares are issued to employees against Employee Stock Option warrants, or new shares are issued by the Company for cash increase, or there is a buyback of the

Company's stocks, or transfer or cancellation of the Company's treasury stocks, which affects 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 situation and make adjustments accordingly.

- III. Please refer to the description on the back for the procedure of privately offering foreign convertible corporate bonds (Coupon 5).
- IV. According to Article 165 of the Company Act, stock transfers shall be discontinued from April 28, 2014 to June 26, 2014.
- V. Apart from the public announcement, this is the letter of invitation attached with one copy each of the Notice for Attendance of the Shareholders' General Meeting and proxy. You are cordially invited to attend. If you are to attend the meeting in person, please report to the meeting location on the day of the meeting by filling out Coupon 2 Notice for Attendance in Person and Coupon 3 Sign-in Card. If you wish to appoint an agent to attend on your behalf, please send back Coupon 6 Proxy and Coupon 3 Sign-in Card in its full form, duly filled out, to the Company's stock affairs agent, President Securities Corp., attention of the Department of Stock Affairs, 5 days prior to the meeting. Once the signature or seal is verified, the Company's stock affairs agent will send back the Sign-in Card with the registration seal affixed to you or your agent for attendance of the shareholders' general meeting.
- VI. If any shareholder wishes to enlist proxies, the Company will produce a general checklist stating therein the information of the solicitor and the soliciting information on 2014/5/26 to be disclosed on the website (<http://free.sfib.org.tw>). Investors who wish to make an enquiry may enter the website and navigate to Free Enquiry System for Announced Information Related to Proxy. Click on the Entry for Enquiry About the Announced Information on Proxy for Meeting on the right-hand side and enter the search criteria.
- VII. Verification of proxy votes at the shareholders' general meeting shall be conducted by the Department of Stock Affairs at President Securities Corp.
- VIII. In this year's annual general meeting, shareholders may exercise their voting rights via electronic voting. Period for which electronic voting may be carried out: From May 27 to June 23, 2014. Login to Taiwan Depository & Clearing Corporation's "Stock Vote" website and proceed in accordance with the instructions provided (web address: www.stockvote.com.tw).

IX. This is for your information. Please act accordingly.

To:
Shareholder _____

The Board of Directors, Advanced Semiconductor Engineering, Inc.

Address: B1, 8, Tunghsing St., Sungshan District, Taipei City 105

Stock Affairs Agent for Advanced Semiconductor Engineering, Inc.

Exclusive line for stock affairs agency: (02) 2746-3797 (Representative Line) Website: <http://www.pscnet.com.tw/>

The personal information collected by the Department of Stock Affairs Agency is processed or used only for stock affairs purposes, and the related information will be stored according to the regulations or the agreed storage periods. Please contact the Department of Stock Affairs Agency if you intend to exercise the related rights.

Coupon 2:

Notice for Those Attendance in Person

Please note that I shall personally attend the 2014 Shareholders' General Meeting on June 26, 2014 and you may send me the Sign-in Card.

To:

Advanced Semiconductor Engineering, Inc.

Shareholder No.:

Shareholder Name:

(If proxy is consigned, please endorse on the back of the card)

Please sign here if you shall attend the meeting in person.

Serial No.:

Checked and Verified by:

Coupon 3: Sign-in Card

This Sign-in Card will
become null

2014 Shareholders' General Meeting of

and void without the
registration

Advanced Semiconductor Engineering, Inc.

seal by the Company's stock o To attend in person

affairs agent.

o By proxy

Sign-in Card

Time: 10 am, Thursday, June 26, 2014

Place: Zhuang Jing Auditorium, 600
Jiachang

Rd., NEPZ, Nanzih Dist., Kaohsiung City.

Shareholder No.:

Number of Shares Held:

Addressee:

Shareholder Name:

Mailing Address of Shareholder:

Name of Agent:

Mailing Address of Agent:

Serial No. of Attendance: Approved by:

Coupon 4

Advanced Semiconductor Engineering, Inc. cash dividend transfer (change) application form

Account
No.

Authorized seal

Account
Name

Telephone

Original registration	Name of Bank	Bank Code	Branch	Account title	Account No.	Check digit
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(Do not send in the form if there

are no errors)

(New)

Change	Name of Bank	Bank Code	Branch	Account title	Account No.	Check digit
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Post Office	Passbook (H)	P07	Branch	-	Account	-
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Please fill out bank information completely and carefully; a check will be sent if the fund is unable to be transferred. If you are not familiar with filling out the account number for fund transfer, please attach a photocopy of your account passbook to facilitate data entry.

The distribution of cash dividends by the Company may be conducted via bank transfer or via checks. Please send the form back to the Department of Stock Affairs at President Securities Corp. before June 26, 2014 for processing.

Please Note:

The souvenir for shareholders this year will be: a LED folding lamp; in the event of insufficient quantity, an alternative souvenir of equal value will be distributed.

If you are unable to attend the shareholders' meeting in person and wish to appoint the Department of Stock Affairs of President Securities Corp. to attend on your behalf, please present your proxy form, signed or sealed, to President Securities Corp. between June 9, 2014 and June 20, 2014 (with the exception of weekends and holidays), from 8:30 am to 4:30 pm at the following address: 1F, 8, Dongxing Rd., Songshan District, Taipei City; (02)2746-3797. Applications are not accepted otherwise.

You may pick up the souvenir from June 21 to June 25, 2014 at President Securities Corp. at No. 8, Dongxing Rd., Songshan District, Taipei City or from June 9 to June 25, 2014 at 26, Jing 3rd Road, NEPZ, Kaohsiung City. 8:30 a.m. to 4:30 p.m. (except on weekends and holidays.)

If you plan to attend the meeting in person on June 26, 2014, you may pick up the souvenir at the meeting.

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For shareholders who wish to exercise voting rights by electronic means, the souvenir may be picked up between 8:30 a.m. and 4:30 p.m. on June 26, 2014 at the Department of Stock Affairs of President Securities Corp. at No. 8, Dongxing Rd., Songshan District, Taipei City. Souvenirs cannot be mailed or exchanged after the meeting.

You may enquire about souvenir-related information at the exclusive souvenir section on the website of President Securities Corp. at <http://www.pscnet.com.tw/>.

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Coupon 5

Private offering of foreign convertible corporate bonds

In order to meet long term capital requirements and allow more diversified and flexible funding channels, the AGM is urged to authorize the board to consecutively or simultaneously select one of or combine issuing of GDRs through cash increase, conduct domestic cash increase by issuing common shares, and privately offer foreign convertible corporate bonds at appropriate times depending on market circumstances and capital requirements.

According to Article 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities, the aforementioned private offering of foreign convertible corporate bonds is described as follows:

(1) Basis and reasonableness of private offering price:

The issue price for the private offering of foreign convertible corporate bonds is set to be not lower than 80% of the formula price referred to in the Directions for Public Companies Conducting Private Placements of Securities. For the actual issue price, the shareholders meeting will be requested to grant the board of directors the authority to set the price according to the law and not below the range approved by the shareholders meeting and depending on current market and company circumstances. The price for this private offering of foreign convertible corporate bonds is set according to the regulations and in consideration of the strict restrictions for transfer timing, recipient, and quantity of the privately offered securities. In addition, the shares converted from the corporate bonds may not be publicly listed for three years of the delivery. The price for this private offering of foreign convertible corporate bonds is deemed to be reasonable under the terms and factors such as weaker liquidity.

(2) Selection method and purpose for offerees, necessity, and expected benefits:

The offeree selection procedure shall follow the rules under Article 43-6 of the Securities and Exchange Act and the previous order (2002) Tai-Cai-Zheng-1 No. 0910003455 of June 13, 2002, of the Securities and Futures Commission of the Ministry of Finance. The purpose for selecting offerees is to introduce strategic investors. A strategic investor refers to an individual or corporate entity that, for the purpose of increasing the Company's profits, assists the Company to enhance technology, improve quality, increase efficiency, and expand market share through vertical or horizontal industry integration or collaboration in product or market development. The selection of offerees shall be decided by the board of directors as authorized by the shareholders meeting. The purpose, necessity, and expected benefits are to meet the demands of the Company's operations by having private offering investors provide the Company with assistance in enhancing technology, improving quality, reducing costs, increasing efficiency, and expanding the market in order to strengthen the Company's competitiveness and improve operational efficiency and long term development.

(3) Necessity, use of funds, and expected benefits:

1.Reasons against a public offering: The choice of a private offering is in support of the Company's future business development and plans to introduce strategic investors and in consideration of the time sensitiveness, convenience, issue costs and shareholder stability provided by a private offering. In addition, privately offered securities are restricted from free transfer under the Securities and Exchange Act, and the rule will ensure a long term partnership between the Company and its strategic investors.