

ADVANCED SEMICONDUCTOR ENGINEERING INC

Form F-6

November 22, 2016

As filed with the Securities and Exchange Commission on November 22, 2016 Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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(Exact name of issuer of deposited securities as specified in its charter)

ADVANCED SEMICONDUCTOR ENGINEERING, INC.  
(Translation of issuer's name into English)

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Republic of China  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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388 Greenwich Street  
New York, New York 10013  
212-723-5435  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

National Corporate Research, Ltd.  
10 E. 40th Street, 10th Floor  
New York, NY 10016  
(800) 221-0102  
(Address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

|                            |                             |
|----------------------------|-----------------------------|
| George R. Bason, Jr., Esq. | Herman H. Raspé, Esq.       |
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Club Building  
3A Chater Road  
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It is proposed that this filing become effective under Rule 466: ☐ immediately upon filing

☐ on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box : ☒

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CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered                                                                                        | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------|---------------------------------------------|----------------------------|
| American Depositary Shares (ADS(s)), each ADS representing the right to receive two (2) common shares of ASE Industrial Holding Co., Inc. | 500,000,000 ADSs        | \$5.00                                     | \$25,000,000                                | \$2,897.50                 |

\*Each unit represents 100 ADSs.

\*\*Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption                                                                                              | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus    |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| 1. Name of Depositary and address of its principal executive office                                                  | Face of Receipt - Introductory Article.                                                     |
| 2. Title of Receipts and identity of deposited securities                                                            | Face of Receipt - Top Center.                                                               |
| Terms of Deposit:                                                                                                    |                                                                                             |
| (i) The amount of deposited securities represented by one American Depositary Share ("ADSs")                         | Face of Receipt - Upper right corner.                                                       |
| (ii) The procedure for voting, if any, the deposited securities                                                      | Reverse of Receipt - Paragraphs (17) and (18).                                              |
| (iii) The collection and distribution of dividends                                                                   | Reverse of Receipt - Paragraph (15).                                                        |
| (iv) The transmission of notices, reports and proxy soliciting material                                              | Face of Receipt - Paragraph (14);<br>Reverse of Receipt - Paragraph (18).                   |
| (v) The sale or exercise of rights                                                                                   | Reverse of Receipt - Paragraphs (15) and (17).                                              |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Face of Receipt - Paragraphs (3) and (6);<br>Reverse of Receipt - Paragraphs (15) and (17). |
| (vii) Amendment, extension or termination of the deposit agreement                                                   | Reverse of Receipt - Paragraphs (23) and (24) (no provision for extensions).                |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs | Face of Receipt - Paragraph (14).                                                           |

Location in Form of American  
Depository Receipt ("Receipt")  
Filed Herewith as Prospectus

Item Number and Caption

- |                                                                                    |                                                                                    |
|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face of Receipt – Paragraphs (2), (3), (4), (6), (7), (9) and (10).                |
| (x) Limitation upon the liability of the Depositary                                | Face of Receipt - Paragraph (8);<br>Reverse of Receipt - Paragraphs (20) and (21). |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (11).                                                  |

Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (14).

ASE Industrial Holding Co., Inc. is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549.

## PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

- (a) Form of Deposit Agreement, by and among ASE Industrial Holding Co., Ltd. (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

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Item 4.

UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among ASE Industrial Holding Co., Ltd., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 22nd day of November, 2016.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive two (2) common shares of ASE Industrial Holding Co., Ltd.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Leslie A. DeLuca  
Name: Leslie A. DeLuca  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Advanced Semiconductor Engineering, Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Taipei, Taiwan, on November 22, 2016.

ADVANCED SEMICONDUCTOR ENGINEERING,  
INC.

By: /s/ Jason C. S. Chang  
Name: Jason C. S. Chang  
Title: Chairman and Chief Executive  
Officer

## POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jason C.S. Chang and Joseph Tung as attorney-in-fact, each with full power of substitution, for them in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the Registrant to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, in connection with the registration under the Securities Act of securities of the Registrant, including, without limitation, the power and authority to sign the name of each of the undersigned in the capacities indicated below to the registration statement on Form F-6 (the "Registration Statement") to be filed with the Securities and Exchange Commission with respect to such securities, to any and all amendments or supplements to such Registration Statement, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on November 22, 2016.

| Signature                                    | Title                                                                                                     |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| /s/ Jason C.S. Chang<br>Jason C.S. Chang     | Director, Chairman of the Board of Directors and Chief Executive Officer<br>(principal executive officer) |
| /s/ Richard H.P. Chung<br>Richard H.P. Chung | Director and Vice Chairman of the Board of Directors and President                                        |
| /s/ Rutherford Chang<br>Rutherford Chang     | Director and General Manager of the China Region                                                          |
| /s/ Tien Wu<br>Tien Wu                       | Director and Chief Operating Officer                                                                      |
| /s/ Joseph Tung<br>Joseph Tung               | Director and Chief Financial Officer<br>(principal financial officer)                                     |
| /s/ Raymond Lo<br>Raymond Lo                 | Director and General Manager, Kaohsiung Packaging Facility                                                |

| Signature                          | Title                                                                          |
|------------------------------------|--------------------------------------------------------------------------------|
| /s/ Tien-Szu Chen<br>Tien-Szu Chen | Director and General Manager of ASE Chung Li Branch                            |
| /s/ Jeffrey Chen<br>Jeffrey Chen   | Director and General Manager of Corporate Affairs and Strategy of China Region |
| /s/ Shen-Fu Yu<br>Shen-Fu Yu       | Independent Director                                                           |
| /s/ Ta-Lin Hsu<br>Ta-Lin Hsu       | Independent Director                                                           |
| /s/ Mei-Yueh Ho<br>Mei-Yueh Ho     | Independent Director                                                           |
| /s/ Murphy Kuo<br>Murphy Kuo       | Controller and Vice President<br>(principal accounting officer)                |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Advanced Semiconductor Engineering, Inc., has signed this Registration Statement and any amendment thereto in the City of Newark, State of Delaware, on November 22, 2016.

National Corporate Research, Ltd.

By: /s/ Colleen A. DeVries  
Name: Colleen A. DeVries  
Title: Senior Vice-President

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Index to Exhibits

| Exhibit | Document                             | Sequentially<br>Numbered Page |
|---------|--------------------------------------|-------------------------------|
| (a)     | Form of Deposit Agreement            |                               |
| (d)     | Opinion of counsel to the Depositary |                               |