

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form 6-K
May 06, 2008

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 6, 2008

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.

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

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 6, 2008

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

Joint Press Release

May 6, 2008

ASE Test Obtains Shareholder Approval for “Going Private” Acquisition by ASE Inc.

May 6, 2008 – Advanced Semiconductor Engineering, Inc. (NYSE: ASX, TAIEX: 2311, “ASE Inc.”) and its majority-owned subsidiary ASE Test Limited (NASDAQ: ASTSF, TAIEX: 9101, “ASE Test”) today jointly announced that shareholders of ASE Test approved the proposed "going private" acquisition by ASE Inc. of the outstanding ordinary shares of ASE Test that ASE Inc. does not directly or indirectly own, by way of a scheme of arrangement under Singapore law (the "Scheme"). At the May 6, 2008 meeting of shareholders of ASE Test convened by an Order of the High Court of the Republic of Singapore (the “Court”), the requisite majority of unaffiliated shareholders of ASE Test voted to approve and adopt the Scheme.

Under the terms of the Scheme, each ordinary share of ASE Test listed on The NASDAQ Global Market will be acquired by ASE Inc. for US\$14.78 per share in cash, and each Taiwan depository share representing 0.0125 ordinary shares of ASE Test listed on the Taiwan Stock Exchange will be acquired by ASE Inc. for the NT\$ equivalent of US\$0.185 per share in cash (together, the “Scheme Consideration”). Payment of the Scheme Consideration will be made within 10 calendar days of the effective date of the Scheme.

The Scheme is subject to sanction by the Court, the lodgement of a copy of the Order of the Court sanctioning the Scheme with the Accounting and Corporate Regulatory Authority of Singapore and the satisfaction of other customary closing conditions. A further announcement regarding the Court hearing date to sanction the Scheme and the anticipated effective date of the Scheme will be made in due course.

About ASE Inc.

ASE Inc. is one of the world's largest independent provider of integrated circuit (“IC”) packaging services and, together with its majority owned subsidiary ASE Test Limited, the world's largest independent provider of IC testing services, including front-end engineering test, wafer probe and final test services. ASE Inc.

currently has approximately more than 200 international customers. With advanced technological capabilities and a global presence spanning Taiwan, Korea, Japan, Singapore, Malaysia and the United States, ASE Inc. has established a reputation for reliable, high quality products and services. For more information, visit our website at <http://www.aseglobal.com>.

The common shares of ASE Inc. are listed on the Taiwan Stock Exchange under the symbol “2311”. The American Depository Receipts of ASE Inc. are listed on the New York Stock Exchange under the symbol “ASX”.

The directors of ASE Inc. (including any director who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release (other than those relating to ASE Test) are fair or accurate and that no material facts have been omitted from this press release and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or publicly available sources or obtained from ASE Test, the sole responsibility of the directors of ASE Inc. has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this press release.

About ASE Test

ASE Test is one of the world’s largest independent providers of semiconductor testing services. It provides customers with a complete range of semiconductor testing services, including front-end engineering test, wafer probe, final test and other test-related services.

The ordinary shares of ASE Test are quoted for trading on The NASDAQ Global Market under the symbol “ASTSF”. ASE Test’s Taiwan Depository Shares, which represent its ordinary shares, are listed for trading on the Taiwan Stock Exchange under the symbol “9101”.

The directors of ASE Test (including any director who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release are fair or accurate and that no material facts have been omitted from this press release and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or publicly available sources, the sole responsibility of the directors of ASE Test has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this press release.

Forward-Looking Statements

All statements other than statements of historical facts included in this press release are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect ASE Inc.'s or ASE Test's (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and ASE Inc. and ASE Test undertake no obligation to update publicly or revise any forward-looking statements.

For further information please contact:

ASE Inc.
Freddie Liu (Vice President)
Tel: +8862 8780-5489
Email: freddie_liu@aseglobal.com

ASE Test
Ken Hsiang (CFO)
Tel: +1-510-687-2475
Email: ken_hsiang@aseglobal.com

Michael Diaz
MacKenzie Partners (UK) Limited (Proxy Solicitation Agent)
Tel: +44-020-7170-4155