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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ASM Pacific Technology Limited, you should at once hand this circular together with the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

(I) PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES, (II) RE-ELECTION OF RETIRING DIRECTORS, AND (III) NOTICE OF 2021 ANNUAL GENERAL MEETING

A notice convening the 2021 annual general meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) to be held at Room 3–5, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 11 May 2021 at 3:00 p.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 3:00 p.m. on Sunday, 9 May 2021. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish.

As part of our control measures to safeguard the health and safety of the Shareholders, the Company encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM, instead of attending the AGM in person. Please see pages 19 and 21 of the Circular for measures being taken to try to prevent and control the spread of the COVID-19 at the AGM.

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1–2 |
| Letter from the Board | 3–7 |
| Appendix I — Explanatory Statement on Buy-back Mandate | 8–10 |
| Appendix II — Biographical Details of Retiring Directors Proposed for Re-election | 11–13 |
| Notice of the AGM | 14–18 |
| Precautionary Measures for the AGM | 19–21 |

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

| | |
|-----------------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at Room 3–5, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 11 May 2021 at 3:00 p.m. or any adjournment thereof |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “Buy-back Mandate” | a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to buy back on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Company” | ASM Pacific Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0522) |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of The People’s Republic of China |
| “Issue Mandate” | a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution |
| “Latest Practicable Date” | 25 March 2021, being the latest practicable date prior to the printing of this circular |

DEFINITIONS

| | |
|---------------------------------|--|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company as amended from time to time |
| “Nomination Committee” | the nomination committee of the Company |
| “Remuneration Committee” | the remuneration committee of the Company |
| “Scheme” | the “ASM Pacific Technology Limited Employee Share Incentive Scheme” adopted by the Company on 24 March 2020, for the benefit of members of management and employees of the Company and its participating subsidiaries |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy backs issued by the Hong Kong Securities and Futures Commission |
| “%” | per cent |

LETTER FROM THE BOARD



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

Independent Non-Executive Directors:

Orasa Livasiri (*Chairman*)
Lok Kam Chong, John
Wong Hon Yee
Tang Koon Hung, Eric

Non-Executive Directors:

Benjamin Loh Gek Lim
Petrus Antonius Maria van Bommel

Executive Directors:

Robin Gerard Ng Cher Tat
Guenter Walter Lauber
Patricia Chou Pei-Fen

Registered Office:

Whitehall House
238 North Church Street
P.O. Box 1043, George Town
Grand Cayman KY1-1102
Cayman Islands

Principal Place of Business in Hong Kong:

19/F, Gateway ts
8 Cheung Fai Road
Tsing Yi, New Territories
Hong Kong

7 April 2021

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATES TO
BUY BACK SHARES AND ISSUE SHARES,
(II) RE-ELECTION OF RETIRING DIRECTORS, AND
(III) NOTICE OF 2021 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval for the resolutions to be proposed at the AGM relating to, among others, (i) the declaration of final dividend; (ii) the granting to the Directors of the Buy-back Mandate and the Issue Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

On 25 February 2021, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2020 whereby the Board has recommended a final dividend of HK\$2.00 per share for the year ended 31 December 2020. Subject to the passing of the resolution approving the payment of a final dividend at the AGM, such final dividend will be paid on or about Monday, 31 May 2021.

The register of the members of the Company will be closed during the following periods:

- (i) from Thursday, 6 May 2021 to Tuesday, 11 May 2021, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 5 May 2021; and
- (ii) from Monday, 17 May 2021 to Tuesday, 18 May 2021, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend for the year ended 31 December 2020, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 14 May 2021.

THE BUY-BACK MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Buy-back Mandate to exercise all powers of the Company to buy back on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

LETTER FROM THE BOARD

THE ISSUE MANDATE

To provide flexibility to the Company to effectively raise funds by issuing of Shares, at the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 410,796,133 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to issue up to a maximum of 20,539,806 Shares. In addition, an ordinary resolution will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares bought-back under the Buy-back Mandate.

Any Shares to be allotted and issued (whether for cash or otherwise) under the authority granted by the proposed Issue Mandate shall not be at a discount of more than 10% to the “benchmarked price” (as described in Rule 13.36(5) of the Listing Rules).

RE-ELECTION OF RETIRING DIRECTORS

The Nomination Committee leads the Board appointment process, agrees the criteria for any appointment and engages external search consultants, as required. At the conclusion of this process, the Nomination Committee will nominate potential candidates for appointment to the Board. In exercise of its responsibilities, the Nomination Committee will regularly review the Board’s structure, size and composition, including its skill, knowledge, independence and diversity to ensure it remains aligned with the Group’s strategic directions.

Pursuant to article 113 of the Articles, Mr. Lok Kam Chong, John will retire from office as Director at the forthcoming annual general meeting, and being eligible, offer himself for re-election at the AGM pursuant to article 114 of the Articles.

Mr. Lok Kam Chong, John has served as an Independent Non-Executive Director of the Company for more than nine years. Nonetheless, the Company has received from him a confirmation of independence pursuant to the Listing Rules and Mr. Lok has not engaged in any executive management of the Group. As Independent Non-Executive Director with extensive experience in financial management and corporate controllership and an in-depth understanding of the Company’s operations and business, he has expressed objective views and given independent guidance to the Company over the years. He continues to demonstrate a firm commitment to his role. The Directors consider that the long service of Mr. Lok would not affect his exercise of independent judgment and are satisfied that Mr. Lok has the required character, integrity and experience to continue fulfilling the role of Independent Non-Executive Director. The Board considers the re-election of Mr. Lok as Director to be in the best interest of the Company and shareholders as a whole. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

LETTER FROM THE BOARD

On 19 May 2020, the Company made an announcement in relation to the appointments of Mr. Benjamin Loh Gek Lim and Ms. Patricia Chou Pei-Fen as Directors. Pursuant to article 117 of the Articles, they will hold office only until the AGM, and being eligible, will offer themselves for re-election at the AGM.

Biographical details of the above retiring Directors proposed for re-election at the AGM which are required to be disclosed pursuant to the Listing Rules are set out in Appendix II to this circular.

NOTICE OF AGM

Notice of the AGM is set out on pages 14 to 18 of this circular. A proxy form for appointing proxy is dispatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.asmpacific.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions stated thereon and return it to the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to article 60.1 of the Articles, a resolution put to the vote of any general meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the Independent Non-Executive Directors) consider the declaration of a final dividend, the proposed granting of the Buy-back Mandate and Issue Mandate to the Directors, and the re-election of the retiring Directors who offer themselves for re-election to be in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
ASM Pacific Technology Limited
Robin Gerard Ng Cher Tat
Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 410,796,133 Shares in issue.

Subject to the passing of the resolution granting the Buy-back Mandate at the AGM and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed under the Buy-back Mandate to buy back up to a maximum of 20,539,806 Shares, being 5% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Buy-back Mandate.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interest of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

| Month | Share Price (Per Share) | |
|---|--------------------------------|------------------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2020 | | |
| March | 95.60 | 66.50 |
| April | 86.55 | 70.45 |
| May | 83.50 | 68.70 |
| June | 86.20 | 70.50 |
| July | 105.60 | 80.90 |
| August | 94.80 | 80.00 |
| September | 91.85 | 76.40 |
| October | 90.00 | 77.85 |
| November | 97.00 | 74.50 |
| December | 102.30 | 93.40 |
| 2021 | | |
| January | 133.80 | 93.10 |
| February | 127.30 | 105.90 |
| March (up to and including the Latest Practicable Date) | 110.70 | 89.15 |

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and the Articles.

The Company has not been notified by any core connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

If, as a result of a buy-back of Shares, the proportionate interest of a Shareholder or a group of Shareholders in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, the relevant Shareholder or a group of Shareholders acting in concert, depending on the

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, ASM Pacific Holding B.V. (a wholly owned subsidiary of ASM International N.V.), which holds 103,003,000 Shares representing approximately 25.07% of the issued share capital of the Company, is the major shareholder of the Company. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the interests of ASM Pacific Holding B.V. in the Company would increase to approximately 26.39% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on ASM Pacific Holding B.V. to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital.

Save as disclosed above, to the best of the knowledge and belief of the Company, the Directors are currently not aware of any consequence which will arise under the Takeovers Code as a result of any buy back made under the Buy-back Mandate nor reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital as at the Latest Practicable Date.

No Shares had been bought back by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

Set out below are the biographical details of the retiring Directors proposed for re-election at the AGM:

Mr. Lok Kam Chong, John, Independent Non-Executive Director

Mr. Lok Kam Chong, John, aged 57, was appointed to the Board as an Independent Non-Executive Director on 9 March 2007. Mr. Lok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has 20 years of experience in financial management and corporate controllership. Mr. Lok started his career as an auditor in an international accounting firm and then moved to work for some major financial information companies, including Moneyline Telerate (Hong Kong) Ltd. and Dow Jones Telerate. He is currently a director of FHL & Partners CPA Limited. Mr. Lok holds Dual Degrees in Master in Business Administration and Master of Science in Information Technology from The Hong Kong University of Science and Technology.

Mr. Lok's term of service as an Independent Non-Executive Director is governed by a letter of appointment from the Company to him for a term of three years, subject to early retirement from office in accordance with the Articles. Mr. Lok is entitled to receive a fee of HK\$450,000 (which comprises a basic director's fee of HK\$250,000 and an additional fee of HK\$200,000 for being the chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee) from the Company per annum. The emoluments of Mr. Lok are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Mr. Lok does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Lok did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lok has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Benjamin Loh Gek Lim, Non-Executive Director

Mr. Benjamin Loh Gek Lim, aged 57, was appointed to the Board as a Non-Executive Director on 19 May 2020. He is the Chief Executive Officer, President and Chairman of the Management Board of ASM International N.V.. Mr. Loh has a proven background in the high tech industry. From the late nineties until 2005, he worked for Oerlikon Corporation, lastly as Senior Vice President responsible for Asia. After that, he joined Veeco Instruments Inc. where his last position was the Executive Vice President responsible for Global Field Operations. He then moved to FEI Company in 2007 where he held various executive positions and ultimately became its Chief Operating Officer. In 2015, he joined the Swiss-based VAT Vacuum Valves company where, as Group Management Board member, he was responsible for worldwide sales and marketing until late 2017.

Mr. Loh's term of service as a Non-Executive Director is governed by a letter of appointment from the Company to him for a term of three years, subject to early retirement from office in accordance with the Articles. Mr. Loh is entitled to receive a fee of HK\$350,000 (which comprises a basic director's fee of HK\$250,000 and an additional fee of HK\$100,000 for being a member of the Nomination Committee and the Remuneration Committee) from the Company per annum. The emoluments of Mr. Loh are determined by the Board and its Remuneration Committee with reference to his duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Mr. Loh does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Loh did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Loh has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Patricia Chou Pei-Fen, Executive Director

Ms. Patricia Chou Pei-Fen, aged 53, was appointed as Chief Financial Officer of the Group on 13 April 2020, and subsequently as an Executive Director of the Company on 19 May 2020. Ms. Chou holds a Bachelor of Business Administration in Accounting from the National Taiwan University, Taiwan, a Master of Accounting from the University of Southern California, USA, and a Master of Business Administration from the University of California at Berkeley, USA. She has nearly 30 years of experience in finance, accounting, audit, tax, M&A, corporate governance, and capital market activities in the industries of semiconductor and biotech. She has served as a Chief Financial Officer and Independent Director for public companies in the USA, China, and Taiwan. Ms. Chou is also a Certified Public Accountant in the USA, China, and Taiwan.

Ms. Chou is entitled to receive total emoluments of SGD604,000 from the Group plus discretionary bonus that will depend on her performance and the performance of the Group annually. The emoluments of Ms. Chou are determined by the Remuneration Committee of the Company with regard to her duties and responsibilities and the market rates for compatible positions. There is no service contract entered into between Ms. Chou and the Group. Therefore, no other emolument will be payable to Ms. Chou by the Group apart from the abovementioned emoluments. She is subject to retirement and re-election at annual general meetings of the Company in accordance with the Articles.

Ms. Chou is also a director of certain entities in the Group. Save as disclosed herein, Ms. Chou does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does she have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Ms. Chou did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Chou has confirmed that she is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



ASM Pacific Technology Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting (the “AGM”) of ASM Pacific Technology Limited (the “Company”) will be held at Room 3–5, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 11 May 2021 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor for the year ended 31 December 2020.
2. To declare a final dividend of HK\$2.00 per share for the year ended 31 December 2020.
3. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
4. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the grant of a general unconditional mandate for the exercise by directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby approved;
- (b) the aggregate nominal amount of the share capital of the Company to be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed

NOTICE OF THE AGM

5% of the total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) above shall be limited accordingly; and

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

5. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraphs (c) and (d) below, the grant of a general unconditional mandate for the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraphs (a) and (b) above shall be limited accordingly:
 - (i) a Rights Issue (as hereinafter defined);

NOTICE OF THE AGM

- (ii) the exercise of options under a share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants or any securities of the Company to subscribe for shares of the Company;
 - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting;
- (d) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (e) for the purpose of this resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; or
- (ii) the average closing price as quoted on the Stock Exchange of the shares of the Company for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or
 - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF THE AGM

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical issues, restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 5 of this notice to exercise the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company be and is hereby extended by the addition thereto the nominal amount of share capital of the Company to be bought back by the Company under the authority granted pursuant to resolution 4 of this notice, provided that such nominal amount of share capital in aggregate shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution.”

7. To re-elect Mr. Lok Kam Chong, John as director.
8. To re-elect Mr. Benjamin Loh Gek Lim as director.
9. To re-elect Ms. Patricia Chou Pei-Fen as director.
10. To authorize the board of directors to fix the directors’ remuneration.

For and on behalf of the Board
ASM Pacific Technology Limited
Robin Gerard Ng Cher Tat
Director

Hong Kong, 7 April 2021

NOTICE OF THE AGM

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to article 60.1 of the Company's articles of association and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.
2. A member entitled to attend and vote at the AGM is entitled to appoint up to two proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the said form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. The register of members of the Company will be closed during the following periods:
 - (i) from Thursday, 6 May 2021 to Tuesday, 11 May 2021, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 5 May 2021; and
 - (ii) from Monday, 17 May 2021 to Tuesday, 18 May 2021, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Friday, 14 May 2021.

As at the date of this notice, the Board comprises Miss Orasa Livasiri (Chairman), Mr. John Lok Kam Chong, Mr. Wong Hon Yee and Mr. Eric Tang Koon Hung as Independent Non-Executive Directors, Mr. Benjamin Loh Gek Lim and Mr. Petrus Antonius Maria van Bommel as Non-Executive Directors, and Mr. Robin Gerard Ng Cher Tat, Mr. Guenter Walter Lauber and Ms. Patricia Chou Pei-Fen as Executive Directors.

PRECAUTIONARY MEASURES FOR THE AGM

With the outbreak and spread of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spread, and in order to safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM.

(1) Voting by proxy in advance of the AGM

The Company does not in any way wish to curtail the rights of Shareholders to attend the AGM and vote. However, it is conscious of the pressing need to protect Shareholders from possible exposure to COVID-19. In the interest of their health and safety, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. **Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

The deadline to submit completed proxy forms is Sunday, 9 May 2021 at 3:00 p.m.. Completed proxy forms must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

(2) AGM proceedings online

The Company will present a live webcast of the proceedings at the AGM. Registered Shareholders not attending the AGM in person who wish to view the live webcast must pre-register by submitting an application via the following webpage by not later than 3:00 p.m. on Sunday, 9 May 2021. After their status as Registered Shareholders have been verified, they will be notified by email that contains the necessary information to access the webcast of the AGM proceedings.

AGM Webcast Pre-registration:

<http://bit.ly/3bVPZyR>



The webcast will be open for Registered Shareholders who have pre-registered to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with access to the Internet with a smart phone, tablet device or computer. **However, please note that Registered Shareholders joining the webcast will not be counted towards a quorum nor will they be able to cast their votes online.**

PRECAUTIONARY MEASURES FOR THE AGM

(3) Questions at or prior to the AGM

Registered Shareholders will be able to raise questions relevant to the proposed resolutions online during the webcast. Questions can also be submitted through the above AGM Webcast Pre-registration webpage. Whilst the Company will endeavour to respond to all questions at the AGM, questions that remain unanswered due to time constraints will only be dealt with after the AGM as appropriate.

Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the AGM as their proxy and to watch the live webcast of the AGM rather than attending the AGM in person.

To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

(i) Pre-registration of Attendance of AGM in person

The number of seats at the venue of the AGM will be reduced to allow for social distancing. The Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding. Registered Shareholders who would like to attend the AGM in person, or to appoint proxies to attend the AGM in person on their behalf, are encouraged to pre-register by submitting an application via the following webpage by not later than 3:00 p.m. on Sunday, 9 May 2021.

AGM Physical Attendance Pre-registration:

<http://bit.ly/3rchElr>



(ii) Compulsory body temperature check

As a hygiene measure, every person (including but not limited to, a Shareholder or proxy or corporate representative) attending the AGM will be required to submit to a compulsory body temperature check or such other checks as may be necessary at the entrance of the venue of the AGM. Any person with a body temperature of over 37.5 degrees Celsius or who has any flu-like symptoms or is otherwise unwell will not be admitted to the venue.

(iii) Mandatory wearing of face masks

Every attendee (including but not limited to, a Shareholder or proxy or corporate representative) is required to wear a face mask at all times within the venue.

PRECAUTIONARY MEASURES FOR THE AGM

(iv) No gift, food or beverages will be provided at the AGM.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or to require any person to leave the AGM venue so as to ensure the health and safety of other attendees at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website (www.asmpacific.com) for future announcements and updates on the AGM arrangements.