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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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,  
(III) CHANGE OF COMPANY NAME,  
(IV) AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION,  
(V) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION,  
AND  
(VI) NOTICE OF 2022 ANNUAL GENERAL MEETING**

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A notice convening the 2022 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, 10 May 2022 at 3:00 p.m. is set out on pages 39 to 44 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, 8 May 2022. 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 45 and 47 of the Circular for measures being taken to try to prevent and control the spread of the COVID-19 at the AGM.

1 April 2022

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## DEFINITIONS

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

<b>“AGM”</b>	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, 10 May 2022 at 3:00 p.m. or any adjournment thereof
<b>“Amended and Restated Memorandum and Articles”</b>	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments set out in Appendix III to this Circular, which are proposed to be adopted by the Company at the AGM
<b>“Articles”</b>	the articles of association of the Company as amended from time to time
<b>“Audit Committee”</b>	the audit committee of the Company
<b>“Board”</b>	the board of Directors
<b>“Buy-back Mandate”</b>	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
<b>“Cayman Islands Companies Act”</b>	the Companies Act, Cap. 22, of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
<b>“Change of Company Name”</b>	the change of name of the Company from “ASM Pacific Technology Limited” to “ASMPT Limited”
<b>“close associate(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Company”</b>	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)
<b>“core connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Director(s)”</b>	director(s) of the Company
<b>“Group”</b>	the Company and its subsidiaries

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## DEFINITIONS

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<b>“HK\$”</b>	Hong Kong dollar(s), the lawful currency of Hong Kong
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of The People’s Republic of China
<b>“Issue Mandate”</b>	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
<b>“Latest Practicable Date”</b>	25 March 2022, being the latest practicable date prior to the printing of this circular
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“Memorandum”</b>	the memorandum of association of the Company as amended from time to time
<b>“Nomination Committee”</b>	the nomination committee of the Company
<b>“Remuneration Committee”</b>	the remuneration committee of the Company
<b>“SFO”</b>	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
<b>“Share(s)”</b>	ordinary share(s) of HK\$0.10 each in the share capital of the Company
<b>“Shareholder(s)”</b>	registered holder(s) of the Shares
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Takeovers Code”</b>	the Codes on Takeovers and Mergers and Share Buy backs issued by the Hong Kong Securities and Futures Commission
<b>“%”</b>	per cent

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## LETTER FROM THE BOARD

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### **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  
Paulus Antonius Henricus Verhagen

**Executive Directors:**

Robin Gerard Ng Cher Tat  
Guenter Walter Lauber

**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

1 April 2022

*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,  
(III) CHANGE OF COMPANY NAME,  
(IV) AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION,  
(V) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION,  
AND  
(VI) NOTICE OF 2022 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 a final dividend; (ii) the granting to the Directors of the Buy-back Mandate and the Issue Mandate; (iii) the Change of Company Name; (iv) the amendments to the Memorandum and the Articles; (v) the adoption of the Amended and Restated Memorandum and Articles; and (vi) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### DECLARATION OF FINAL DIVIDEND

On 22 February 2022, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2021 whereby the Board has recommended a final dividend of HK\$2.60 per share for the year ended 31 December 2021. 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 Tuesday, 31 May 2022.

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

- (i) from Wednesday, 4 May 2022 to Tuesday, 10 May 2022, 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 Tuesday, 3 May 2022; and
- (ii) from Monday, 16 May 2022 to Tuesday, 17 May 2022, 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 2021, 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 the abovementioned address, not later than 4:00 p.m. on Friday, 13 May 2022.

### 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.

### 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.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, there was a total of 412,705,333 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 20,635,266 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 “benchmark price” (as described in Rule 13.36(5) of the Listing Rules).

### **CHANGE OF COMPANY NAME**

As detailed in the announcement of the Company dated 31 March 2022, the Board proposes to change the English name of the Company from “ASM Pacific Technology Limited” to “ASMPT Limited”.

### **Conditions of the Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM of the Company to approve the Change of Company Name; and
- (ii) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar of Companies of the Cayman Islands enters the new name of the Company on the register of companies maintained by the Registrar of Companies of the Cayman Islands and issues a certificate of incorporation on change of name. The Company will comply with the necessary filing procedures in Hong Kong and the Cayman Islands.

### **Reasons for the Change of Company Name**

The Board considers that the Change of Company Name will facilitate execution of the Group’s future strategy and the new name will allow the Company to build a new and unique corporate image and character which will better reflect the Group’s current business development and the direction of its future growth. The Board also believes that the Change of Company Name will benefit the Group in the cultivation of its distinctive business identity, and is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Effect of the Change of Company Name**

The Change of Company Name will not, of itself, affect any rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will continue to be good evidence of legal title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Change of Company Name has become effective will bear the new name of the Company. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company.

Upon the Change of Company Name becoming effective, the Shares will be traded on the Stock Exchange under the new name and the Board intends to change the stock short name of the Company correspondingly.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Change of Company Name and the corresponding change of stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES**

The Directors propose to seek approval from the Shareholders at the AGM for amendments to the Memorandum and the Articles, the provisions of which will principally (i) reflect the proposed Change of Company Name, (ii) allow the Company to hold general meetings as hybrid meetings where Shareholders may participate by means of electronic facilities in addition to physical attendance, (iii) conform with the core shareholder protection standards set out in Appendix 3 of the Listing Rules, and (iv) make updates and housekeeping changes. The Company will also seek approval from the Shareholders at the AGM for the adoption of the Amended and Restated Memorandum and Articles.

The proposed amendments to the Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM. The proposed Change of Company Name (if approved) shall become effective only on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies of the Cayman Islands.

Details of the proposed amendments to the Memorandum and the Articles are set out in Appendix III to this circular.

### **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.

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## LETTER FROM THE BOARD

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All of the Independent Non-Executive Directors of the Company have served the Company for more than nine years. Their respective lengths of tenure up to the date of the AGM are set out below:

	<b>Date of Appointment as an Independent Non-Executive Director</b>	<b>Length of Tenure</b>
Orasa Livasiri ( <i>Chairman</i> )	20 April 1994	28 years
Lok Kam Chong, John	9 March 2007	15 years
Wong Hon Yee	27 December 2012	9 years
Tang Koon Hung, Eric	26 April 2013	9 years

Pursuant to article 113 of the Articles, Miss Orasa Livasiri, Mr. Wong Hon Yee and Mr. Tang Koon Hung, Eric will retire from office as Directors at the forthcoming annual general meeting, and being eligible, offer themselves for re-election at the AGM pursuant to article 114 of the Articles.

Miss Orasa Livasiri, Mr. Wong Hon Yee and Mr. Tang Koon Hung, Eric will have served as Independent Non-Executive Directors of the Company for more than nine years as at the date of the AGM. Nonetheless, the Company has received from them confirmations of independence pursuant to the Listing Rules and they have not engaged in any executive management of the Group. With their extensive experience and professional knowledge in their respective legal, technical, financial management and corporate controllership fields, Miss Orasa Livasiri, Mr. Wong Hon Yee and Mr. Tang Koon Hung, Eric have expressed objective views and given independent guidance to the Company over the years, and continue to demonstrate their firm commitments to their roles.

The Nomination Committee had concluded that all retiring Independent Non-Executive Directors remain independent and had recommended all of them, namely, Miss Orasa Livasiri, Mr. Wong Hon Yee and Mr. Tang Koon Hung, Eric, to the Board to propose to Shareholders for re-election at the AGM.

The Board has satisfied itself that each of the retiring Independent Non-Executive Directors is independent and that each of the retiring Directors is fully able to discharge his or her duties to the Company and has sufficient capacity to meet his or her commitments to the Company. The Board has therefore concluded that all of the retiring Directors should offer themselves for re-election in accordance with the Company's Articles. Pursuant to Code Provision B.2.3 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.

On 18 May 2021, the Company made an announcement in relation to the appointment of Mr. Paulus Antonius Henricus Verhagen as a Director. Pursuant to article 117 of the Articles, he will hold office only until the AGM, and being eligible, will offer himself 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.

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## LETTER FROM THE BOARD

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### NOTICE OF AGM

Notice of the AGM is set out on pages 39 to 44 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](http://www.hkexnews.hk)) and the Company ([www.asmpacific.com](http://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 Rules 13.39(5) and 13.39(5A) 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, the Change of Company Name, the amendments to the Memorandum and the Articles and the adoption of the Amended and Restated Memorandum and Articles, 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.

### 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*

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## **APPENDIX I      EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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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 412,705,333 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 20,635,266 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 2021) 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.

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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**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:

<b>Month</b>	<b>Share Price (Per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
March	110.70	89.15
April	125.00	97.95
May	117.80	96.35
June	107.60	96.85
July	113.00	98.10
August	103.70	86.40
September	96.40	86.10
October	89.20	80.10
November	86.50	79.20
December	85.50	79.15
<b>2022</b>		
January	86.40	76.05
February	89.00	76.20
March (up to and including the Latest Practicable Date)	87.75	71.85

**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 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.

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**APPENDIX I            EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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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 24.96% 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 26.27% 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:

**(a) Miss Orasa Livasiri, Chairman and Independent Non-Executive Director**

Miss Orasa Livasiri, aged 66, was appointed to the Board as an Independent Non-Executive Director in 1994, and became acting Chairman of the Company on 9 May 2016. She was appointed as Chairman of the Company on 2 March 2017. She was a practising solicitor for more than 30 years and retired from the profession in 2012.

Miss Livasiri's term of service as an Independent Non-Executive Director is governed by a letter of appointment from the Company to her for a term of three years, subject to early retirement from office in accordance with the Articles. Miss Livasiri is entitled to receive a basic fee of HK\$662,500 (which comprises a basic director's fee of HK\$375,000 for being the Chairman of the Company and an additional fee of HK\$287,500 for being the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee) from the Company per annum. She is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Miss Livasiri are determined by the Board with reference to her duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Miss Livasiri 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, Miss Livasiri 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.

Miss Livasiri 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.

**(b) Mr. Wong Hon Yee, Independent Non-Executive Director**

Mr. Wong Hon Yee, aged 74, was appointed to the Board as an Independent Non-Executive Director on 27 December 2012. Mr. Wong is a chartered engineer and a fellow of the Hong Kong Institution of Engineers. He was the Associate Vice President (Knowledge Transfer) at the City University of Hong Kong prior to his retirement in 2014. Prior to joining City University of Hong Kong, he has been involved in high-tech product design and engineering management in industry for 25 years, over 20 of which were spent at Ampex Ferrotec Ltd., a subsidiary of Ampex Corporation in the USA. He received his Bachelor of Science in Electrical Engineering from the University of Hong Kong in 1969 and Master of Science in Electrical Engineering and Computer Science (EECS) from the University of California, Berkeley in 1971.

Mr. Wong'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. Wong is entitled to receive a basic fee of HK\$437,500 (which comprises a basic director's fee of HK\$250,000 for being an Independent Non-Executive Director and an additional fee of HK\$187,500 for being the chairman of the Remuneration Committee and a member of the Nomination Committee) from the Company per annum. He is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Mr. Wong are determined by the Board with reference to his duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Mr. Wong 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. Wong 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. Wong 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.

**(c) Mr. Tang Koon Hung, Eric, Independent Non-Executive Director**

Mr. Tang Koon Hung, Eric, aged 76, was appointed as an Independent Non-Executive Director of the Company on 26 April 2013. He was formerly an Independent Non-Executive Director of the Company for the period from 6 September 2004 to 31 January 2007, and an Executive Director and the Chief Financial Officer of the Company for the period from 1 February 2007 to 1 February 2010. Mr. Tang was also appointed as an Independent Non-Executive Director of EGL Holdings Company Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 06882) on 13 November 2014. Mr. Tang qualified as a Chartered Accountant in Canada and is a member of the Hong Kong Institute of Certified Public Accountants. He has worked in the fields of manufacturing, banking, and public utilities with some major corporations both in Canada and in Hong Kong. Mr. Tang graduated from the University of Toronto, Canada. He holds a Bachelor degree in Industrial Engineering and a Master degree in Business Administration.

Mr. Tang'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. Tang is entitled to receive a basic fee of HK\$500,000 (which comprises a basic director's fee of receive a basic director's fee of HK\$250,000 and an additional fee of HK\$250,000 for being a member of the Audit Committee, the Remuneration Committee and the Nomination Committee) from the Company per annum. He is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Mr. Tang are determined by the Board with reference to his duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Mr. Tang 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. Tang 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. Tang 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.

**(d) Mr. Paulus Antonius Henricus Verhagen, Non-Executive Director**

Mr. Paulus Antonius Henricus Verhagen (also known as “**Mr. Paul Verhagen**”), aged 56, was appointed as a Non-Executive Director of the Company on 18 May 2021. He has been a member of the Management Board of ASM International N.V. and its Chief Financial Officer with effect from 1 June 2021. He has a proven track record and background in Dutch listed companies and the electronics industry. He had an extensive career within Royal Philips starting in the early nineties and fulfilled numerous executive positions in the Netherlands, the USA, Hong Kong, and China until 2013. His last two assignments at Royal Philips from 2007 until 2013 were as Executive Vice President and Chief Financial Officer of Philips Consumer Lifestyle, and Executive Vice President and Chief Financial Officer of Philips Lighting. Since 2014, he has been the Chief Financial Officer and a member of the Management Board of the Dutch stock market listed company Fugro N.V. until he stepped down at the end of the annual general meeting of Fugro N.V. on 22 April 2021. Mr. Verhagen is a Dutch national and holds a master in Business Administration and a post graduate degree as Chartered Controller.

Mr. Verhagen’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. Verhagen is entitled to receive a basic 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 Audit Committee) from the Company per annum. He is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Mr. Verhagen are determined by the Board with reference to his duties and responsibilities and the market rates for compatible positions.

Save as disclosed herein, Mr. Verhagen 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. Verhagen 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. Verhagen 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.

The following are the changes to the existing Memorandum and the existing Articles as introduced by the Amended and Restated Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the Amended and Restated Memorandum and Articles:

<b>Memorandum number</b>	<b>Provisions in the Amended and Restated Memorandum and Articles (showing changes to existing Memorandum)</b>
1.	The name of the Company is <del>ASM PACIFIC TECHNOLOGY</del> <u>ASMPT LIMITED</u> .
3.	The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of The Companies <del>Law</del> <u>Act</u> , Cap.22 as amended.
4.	The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of The Companies <del>Law</del> <u>Act</u> , Cap.22 as amended.
5.	Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies <del>Law</del> <u>Act</u> (Revised), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law, 2010 (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law, 2003.
8.	The capital of the Company is HK\$50,000,000.00 divided into 500,000,000 shares of a nominal or par value of HK\$0.10 each provided always that subject to the provisions of The Companies <del>Law</del> <u>Act</u> , Cap.22 as amended and the Articles of Association the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

Article number	Provisions in the Amended and Restated Memorandum and Articles (showing changes to existing Articles)
1.	In these Articles the following expressions have the following meanings: -
	<p><u>“the Act”</u> means the Companies Act (as revised) of the Cayman Islands and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p>
	<p>“associate” the meaning attributed to it in the rules of the Designated Stock Exchange;</p>
	<p>“the Board” means the board of directors for the time being of the Company;</p>
	<p><u>“Chairman”</u> means the Chairman presiding at any meeting of members or of the Board;</p>
	<p>“clear days” in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p>
	<p>“clearing house” a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</p>
	<p>“close associate” the meaning attributed to it by the rules of the Designated Stock Exchange;</p>
	<p>“Companies Ordinance” the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p>
	<p>“Corporate Communication” the meaning attributed to it in the rules of the Designated Stock Exchange;</p>

“Designated Stock Exchange”	stock exchange which is an appointed stock exchange for the purposes of the <del>Laws</del> Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;
“the Directors”	means the directors for the time being of the Company;
“Dividend”	includes bonus, <u>dividends and distributions permitted by the Act to be categorised as dividends;</u>
<u>“document”</u>	<u>references to a “document” (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by Electronic Communication or by any other method and references to a “notice” or “document” include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u>
<u>“Electronic Communication”</u>	<u>means a communication sent, transmitted, conveyed or received by wired or wireless means, by radio, by optical means, by Electronic Means or by other electronic or magnetic means in any form through any medium;</u>
<u>“Electronic Facilities”</u>	<u>references to “Electronic Facilities” include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u>
<u>“Electronic Means”</u>	<u>includes sending or otherwise making available to the intended recipients of an Electronic Communication;</u>

<u>“electronic signature”</u>	<u>mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;</u>
<u>“Electronic Transactions Law”</u>	<u>means the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u>
“HK\$” and “dollars”	the lawful currency from time to time of Hong Kong;
<u>“Hybrid Meeting”</u>	<u>means a general meeting held and conducted by (i) physical attendance by members, the Chairman, the Directors and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members, the Chairman, the Directors and/or proxies by means of Electronic Facilities;</u>
“the Law”	<del>means the Companies Law of the Cayman Islands and amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</del>
<u>“Listing Period”</u>	<u>means the period commencing from the date on which any of the securities of the Company first become listed on the Designated Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</u>

<u>“meeting”</u>	<u>means a meeting convened and held in any manner permitted by these Articles and any member or Director (including, without limitation, the Chairman of such meeting) attending and participating at a meeting by means of Electronic Facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u>
<u>“Meeting Location”</u>	<u>has the meaning attributed to it in Article 55A;</u>
<u>“month”</u>	<u>means calendar month;</u>
<u>“the Office”</u>	<u>means the registered office for the time being of the Company;</u>
<u>“ordinary resolution”</u>	<u>mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 64.2;</u>
<u>“participation in a general meeting”</u>	<u>refers to a person’s participation in the business of a general meeting include, without limitation, and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak, communicate, vote, be represented by a proxy and have access in hard copy or Electronic Means to all documents which are required by the Companies Ordinance and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u>

<u>“Physical Meeting”</u>	<u>means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u>
<u>“Principal Meeting Place”</u>	<u>has the meaning attributed to it in Article 48;</u>
“Register”	means the principal register and, where applicable, any branch register of members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;
“Seal”	means the common seal from time to time of the Company;
<u>“special resolution”</u>	<u>has the meaning as ascribed thereto in the Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and shall include a special resolution passed pursuant to Article 64.2;</u>
“Statutes”	means the <del>Act</del> Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;
“subsidiary”	the meaning attributed to it in the rules of the Designated Stock Exchange;

“in writing” and “written” includes printing, lithography, photography and other modes of representing words or figures in a legible and non-transitory visible form, or, to the extent permitted by and in accordance with the Act, the Companies Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an Electronic Communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with the Act, the Companies Ordinance and other applicable laws, rules and regulations. ~~and includes where the representation takes the form of electronic display, provided that the applicable Statutes, laws and regulations are complied therewith;~~

“year” means year from the 1st January to the 31st December inclusive.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

2. Subject to the preceding Article, any words defined in the ActLaw shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
3. The regulations contained in Table “A” in the First Schedule to the ActLaw shall not apply to the Company.
5. Subject to the provisions of the ActLaw:-
  - 5.1 the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of the same to such persons and on such terms as they think fit; and

- 5.2 the Company may issue preference shares which are, or at the option of the Company are, liable to be redeemed. Subject to the provisions of the ~~Act~~Law the redemption of all such redeemable preference shares may be effected on such terms, in such priority, and in such manner, as the Directors may from time to time determine.
6. The Company may, if authorised by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the ~~Act~~Law shall be observed and complied with, and in each case the commission shall not exceed ten per cent of the price at which the shares are issued.
- 7.4 The Register may, after notice has been given in accordance with the requirements of any Designated Stock Exchange or by any means (including ~~e~~Electronic m~~Means~~) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the Company may extend the thirty days (subject to a maximum of sixty days in any year) by ordinary resolution at a general meeting of the Company.
22. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the ~~Act~~Law given or imposed in the case of past members.
26. A statutory declaration in writing by a Director ~~of the Company~~ that a share in the Company has been duly forfeited in pursuance of these Articles and stating the time when it was forfeited shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof shall constitute a good title to the share and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment and shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any act omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

- 46.1 The eCompany may by ordinary resolution:-
- 46.1.1 increase its capital by such sum, to be divided into shares of such amount as the resolution prescribes;
  - 46.1.2 consolidate and divide all or any of its capital into shares of larger amount;
  - 46.1.3 by sub-division of its existing shares or any of them divide the whole or any part of its capital into shares of smaller amount than is fixed by the Memorandum of Association and the resolution may determine that as between the shares resulting from the sub-division any of them may have any preference or advantage as compared with the others or such deferred rights or be subject to any restrictions as compared with the others as the Company has power to attach to unissued on new shares;
  - 46.1.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
- 46.4 Subject to the provisions of the Act~~Law~~ and to any requirement of the Designated Stock Exchange, the Company may
- 46.4.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of the said shares;
  - 46.4.2 purchase its own shares (including any redeemable shares, provided that, in the case of the purchase for redemption of a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are made by tender, tenders shall be available to all shareholders alike); and
  - 46.4.3 make a payment in respect of the redemption or purchase of its own shares otherwise than out of profits or the proceeds of a fresh issue of shares.
- 46.8 Subject to the provisions of the Act~~Law~~, the power of the Company to purchase or otherwise acquire its shares shall be exercisable by the Directors upon such terms and subject to such conditions as they shall think fit.

47. Whenever the capital is divided into different classes of shares, the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths ~~in nominal value~~ of the voting rights of the issued shares of that class or with the sanction of a special resolution (being a resolution passed by members holding three-fourths of the voting rights attaching to issued shares of that class of those present and voting in person or by proxy) passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these presents relating to general meetings shall mutatis mutandis apply but so that at every such separate general meeting the quorum shall be two persons holding or representing by proxy one-third in nominal value of the issued shares of the class.
48. Subject to the provisions of the ~~Act~~Law, an annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by twenty one clear days' notice at the least, and all other extraordinary general meetings shall be called by fourteen clear days' notice at the least. Every notice shall be in writing and shall specify ~~the place, the day and the time of meeting.~~ (a) the time and date of the meeting, (b) the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 55A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a Hybrid Meeting, the notice shall include a statement to that effect and with details of the Electronic Facilities for attendance and participation by Electronic Means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) the resolutions to be considered at the meeting, and (in the case of special business) the general nature of such business, and in the case of an annual general meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned, or in such manner, if any, as may be prescribed by the Company in general meeting, to all the members, other than those who under the provisions of these Articles or under the rights attached to the shares held by them are not entitled to receive the notice, and to the auditors for the time being of the Company, provided that a meeting of the Company, notwithstanding that it is called by shorter notice than that specified in this Article, shall be deemed to have been duly called if it is so agreed:-
- 48.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend, speak and vote thereat; and
- 48.2 in the case of any other meeting, by a majority in number of the members having a right to attend, speak and vote at the meeting, being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

50. ~~The annual general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding annual general meeting, or such longer period as the Designated Stock Exchange may authorise) and place as the Directors may from time to time determine~~Other than the year of the Company's adoption of these Articles, in each financial year during the Listing Period the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it.
51. ~~All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held by way of a Physical Meeting in any part of the world and at one or more locations as provided in Article 55A or by way of a Hybrid Meeting, as may be determined by the Board in its absolute discretion.~~
52. ~~The Directors may whenever they think fit call an extraordinary general meeting of the Company and the Directors shall call an extraordinary general meeting, and/or add resolutions to a meeting agenda, whenever a requisition in writing signed by members of the Company holding in the aggregate not less than one-tenth in amount of the issued capital of the Company, on a one vote per share basis, upon which all calls or other sums then due shall have been paid up, and stating the objects of the meeting, shall be deposited at the Office.~~
53. ~~If the Directors do not within twenty-one days from the date of the requisition proceed duly to convene a meeting, the requisitionists or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting~~Physical Meeting at only one location which will be the Principal Meeting Place (as defined in Article 48), but any meeting so convened shall not be held after the expiration of three months from the said date.
- 55A. (new) The Board may arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of Electronic Facilities at such Meeting Location(s) as may be determined by the Board. Any member or any proxy attending and participating at such Meeting Location(s) or any member participating in a Hybrid Meeting by means of Electronic Facilities is deemed to be present at and shall be counted in the quorum of the meeting.

55B.  
(new)

General meetings are subject to the following:

- 55B.1        where a member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- 55B.2        members present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in a Hybrid Meeting by means of Electronic Facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Electronic Facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a Hybrid Meeting by means of Electronic Facilities are able to participate in the business for which the meeting has been convened;
- 55B.3        where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in a Hybrid Meeting by means of Electronic Facilities, a failure (for any reason) of the Electronic Facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a Hybrid Meeting, the inability of one or more members or proxies to access, or continue to access, the Electronic Facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- 55B.4        if any of the Meeting Locations is outside Hong Kong and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.

55C.  
(new) The Board and, at any general meeting, the Chairman may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a Hybrid Meeting by means of Electronic Facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations (if provided); and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

55D.  
(new) If it appears to the Chairman that:

55D.1 the Electronic Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 55A or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

55D.2 in the case of a Hybrid Meeting, Electronic Facilities being made available by the Company are or have become inadequate; or

55D.3 it is not possible to ascertain the views of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

55D.4 there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the Chairman may have under these Articles or at common law, the Chairman may, without the consent of those present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 55E.  
(new) The Board and, at any general meeting, the Chairman may make any arrangement and impose any requirement or restriction which the Board or the Chairman, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.
- 55F.  
(new) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of Electronic Facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the Electronic Facilities and/or form of the meeting (including, without limitation, a Physical Meeting or a Hybrid Meeting), without approval of the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a typhoon, “extreme conditions” caused by a super typhoon or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- 55F.1 when either (1) a meeting is postponed, or (2) there is a change in the place and/or Electronic Facilities and/or form of the meeting, the Company shall (a) endeavor to post a notice of such postponement or change on the Company’s website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the effectiveness of the postponement or change of such meeting); and

- 55F.2 subject to and without prejudice to Article 55F, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable) and Electronic Facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
- 55F.3 notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.
- 55G.  
(new) All persons seeking to attend and participate in a Hybrid Meeting shall be responsible for maintaining adequate facilities to enable themselves to do so. Subject to Article 55C, any inability of a person or persons to attend or participate in a general meeting by way of Electronic Facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
56. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and ~~place~~ (where applicable) such place(s) and in such form and manner referred to in Article 48 or at such time and place as the Directors determine.
58. Subject to Article 55A, The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place(s) to place(s) and/or from one form to another (e.g. a Physical Meeting to/from a Hybrid Meeting) but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

60.2 Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (b) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights, on a one vote per share basis, of all members having the right to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.

63. Without prejudice to the provisions in Articles 55A to 55F, a Physical Meeting ~~A meeting~~ of the members or any class thereof may also be held by means of such telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

64. 64.1 Any signature of the Chairman to any minutes of the general meeting may be made electronically, and any such minutes bearing the electronic signature of the Chairman shall be as valid and effectual as if it were bearing the handwritten signature of the Chairman of the meeting.

64.2 A resolution in writing signed (whether handwritten or electronically) by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign (whether handwritten or electronically), and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

70. A member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company pursuant to the ~~Act~~Law, and where the corporation is so represented it shall be deemed present in person at such meeting. Where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives or proxies at any meeting of the Company or at any meeting of any class of members provided that, if more than one person is so authorized, the authorization or proxy form shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization including the right to speak and vote individually.

72. A proxy may be appointed generally or for a specified period or for a specified meeting. The instrument of proxy whether for a specified meeting or otherwise shall be in the following form or in such other form as the Directors may approve:-

ASM PACIFIC TECHNOLOGY ASMPT LIMITED

( )

I, [ ] of [ ] being a member of the above-named Company hereby appoint the Chairman of the meeting or [ ] of [ ] as my proxy, to vote for me and on my behalf, at all annual or extraordinary general meetings of the Company for [ ] months from the date hereof or at the annual (or extraordinary as the case may be) general meeting of the Company to be held on the [ ] day of [ ] and at any adjournment thereof.

At the annual (or extraordinary) general meeting of the Company to be held on the [ ] day of [ ] and at any adjournment thereof, my proxy shall vote for me and on my behalf [for/against] the resolution(s) to be proposed thereat.

At all other annual and extraordinary general meetings at which my proxy is entitled to vote for me and on my behalf pursuant to this appointment, my proxy shall vote for or against the resolutions to be proposed thereat as he in his absolute discretion shall see fit.

As witness my hand, this [ ] day of [ ], [ ].

Signed by the said [ ]

in the presence of [ ]

77. In the case of an equality of votes, the eChairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

80. A ~~d~~Director shall not require any qualification shares.

84. Save as otherwise provided in these Articles, an alternate ~~d~~Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the Director appointing him. The remuneration of any alternate ~~d~~Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate ~~d~~Director and the Director appointing him.

85. The management of the business and the control of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the ActLaw expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to any directions (not being inconsistent with the provisions of the ActLaw or with these Articles) as may from time to time be made by special resolution, but no direction shall invalidate any prior act of the Directors which would have been valid if such direction had not been given.

86. No part of the funds of the Company shall be employed by the Directors of the Company in the purchase of, or lent on the security of, the Company's shares except insofar as may be authorised by the ActLaw.
92. The Directors shall cause a proper register to be kept, in accordance with the ActLaw, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the ActLaw, in regard to the registration of mortgages and charges therein specified and otherwise.
99. The Company shall keep at the Office a register containing the names and addresses and occupations of the Directors and shall send to the Registrar of Companies a return containing the particulars specified in such register and shall from time to time notify to the Registrar any change that takes place in such Directors as required by the ActLaw.
100. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined, two Directors shall constitute a quorum. An alternate ~~D~~Director who is not a Director may be counted in the quorum. Meetings may be held in Hong Kong or any other place from which the business of the Company is from time to time directed.
101. A Director may, and at the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon them. It shall not be necessary to give notice to a Director or an alternate ~~D~~Director who is for the time being out of Hong Kong.
105. The Directors may delegate any of their powers to cCommittees consisting of Directors as they think fit. Any cCommittee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.
106. The meetings and proceedings of any such cCommittees consisting of two or more Directors shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by the express terms of the appointment of the cCommittee, or by any such regulations as aforesaid

107. All acts done by any meeting of the Directors or by a cCommittee of the Directors or by any person acting as a Director or an alternate Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
108. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors or any committee of the Directors and annexed or attached to the Directors' Minute Book shall be as valid and effective as a resolution passed at a meeting duly convened. The signature of any Director may be given by his alternate. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Directors. A cable, telex or facsimile message sent by a Director or his alternate shall be deemed to be a document signed by him for the purposes of this Article.
109. Meetings of the Directors and of any cCommittee of the Directors may be held from time to time in any part of the world as may be convenient for the majority. A meeting may be held by means of such telephone link provided, electronic or other communication facilities which permit all participants persons participating in the meeting can hear to communicate with each other at all times simultaneously and instantaneously, and each participant has access to any document which the meeting is to consider.
112. The Directors and any cCommittee of Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers;
  - (b) of the names of Directors present at each meeting of the Directors and of any cCommittee of Directors;
  - (c) of all orders made by the Directors and cCommittees of Directors;
  - (d) of all resolutions and proceedings of general meetings and of meetings of the Directors and cCommittees of Directors.

And any such minutes of any meeting of the Directors or of any cCommittee of Directors or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

117. The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any person so appointed shall hold office only until the next following annual general meeting of the Company after his appointment~~(in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board)~~, and shall then be eligible for re-election at such meeting.
120. A Director may ~~retire~~resign from office upon giving notice in writing to the Company of his intention so to do and such resignation shall take effect upon expiration of such notice or its earlier acceptance.
122. Without prejudice to the provisions of the Act~~Law~~, the Company may by ordinary resolution remove any Director (but any such removal shall be without prejudice to any claim to damages for breach of any contract of service between the Director and the Company) and may by ordinary resolution appoint another in his stead; but any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed.
- 123.1 Without prejudice to Article 126 no Director or intended Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided; nor shall any Director so contracting or being such a member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established. Provided always that each Director shall, at the earliest meeting of the Board at which it is practicable to do so, disclose the nature of his interest in any contract or arrangement in which he is interested as required by and subject to the provisions of the Act~~Law~~.
125. Director, including an alternate ~~and~~Director, may hold any other office or place of profit under the Company or any subsidiary of the Company (except that of Auditor), in conjunction with his office of Director, and may act in a professional capacity to the Company (otherwise than as Auditor), on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

- 133.1 The Directors shall provide for the safe custody of the Seal. Subject to the provisions of Article 133.2 of these Articles, the Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and, subject also to the provisions of Articles 8 of these Articles, in the presence of one of the Directors and, subject also to the provisions of Article 8 of these Articles, such person shall sign every instrument to which the Seal of the Company is so affixed in his presence.
- 133.3 The Company may have an official seal for use abroad under the provisions of the ~~Act~~Law where and as the Directors shall determine, and the Company may, by writing under the Seal, appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and the Directors may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Seal, each such reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.
135. No member (other than a ~~d~~Director) shall have any right of inspecting any accounting record or other document of the Company unless he is authorised to do so by statute, by order of the court, by the Directors, by ordinary resolution of the Company, or by these Articles.
138. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance-sheet ascertained by one or more Auditor or Auditors. ~~The appointment and duties of such Auditor or Auditors shall be in accordance with the provisions of the Act~~Law or any other statute which may be in force in relation to such matters.
139. The Company shall at any general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. If any casual vacancy occurs in the office of Auditors, the Directors may fill up the same, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditors appointed by the Board under this Article may be fixed by the Board.

141. Subject to the provisions of the ActLaw, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.
142. Subject to the provisions of the ActLaw and of these Articles, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The Directors may also pay, at intervals settled by them, any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided that the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.
153. To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be issued, given, sent, mailed, despatched, supplied, published or otherwise made available under these Articles, the Statutes and all applicable laws and regulations by the Company to a person entitled to receive such notice or document shall be in writing or in electronic format and its service, despatch, delivery, publication or otherwise making available to such person shall be satisfied by sending or delivering by the Company on or to such person either personally or through the post in a prepaid envelope addressed to such person at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange; or sending it or otherwise making it available to such person by using eElectronic mMeans (including but not limiting to telex, facsimile machines, computers), as the case may be, by transmitting it to such address, number or website supplied by him to the Company for the serving of notice to him or by making it available on the Company's website or the website of the Designated Stock Exchange.

154.

Any such notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by ~~e~~Electronic ~~m~~Means, shall be deemed to be served on the day on which it is transmitted from the server of the Company or its agent or uploaded on the website, as the case may be. A notice or document made available by advertisement in the newspaper shall be deemed to have been served on the day on which it is published.
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission, or at such later time as may be specified by the rules of the Designated Stock Exchange or any applicable laws and regulations.
- (d) in proving such service or delivery in the manner contemplated by the preceding sub-clauses (b) and (c) a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or uploading shall be conclusive evidence thereof.

The Board would like to remind the Shareholders that the English version of the Memorandum and Articles shall always prevail in case of any discrepancy or inconsistency between English version and its Chinese translation. The proposed amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM.

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## NOTICE OF THE AGM

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### ASM Pacific Technology Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0522)**

#### NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 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, 10 May 2022 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 2021.
2. To declare a final dividend of HK\$2.60 per share for the year ended 31 December 2021.
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 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

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## NOTICE OF THE AGM

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- (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);
  - (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;

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## NOTICE OF THE AGM

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- (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

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## NOTICE OF THE AGM

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- (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. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands being obtained, the name of the Company be changed from “ASM Pacific Technology Limited” to “ASMPT Limited” (the “**Change of Company Name**”), and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

- 8. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the proposed amendments to the memorandum and articles of association of the Company as set out in the circular of the Company dated 1 April 2022 be approved.”

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## NOTICE OF THE AGM

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

“**THAT** subject to the passing of special resolutions 7 and 8 as set out in the notice of this meeting, the adoption of an amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and initialed by the Chairman of this meeting for the purpose of identification) in substitution for the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting be and is hereby approved and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

10. To re-elect Miss Orasa Livasiri as director.
11. To re-elect Mr. Wong Hon Yee as director.
12. To re-elect Mr. Tang Koon Hung, Eric as director.
13. To re-elect Mr. Paulus Antonius Henricus Verhagen as director.
14. 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, 1 April 2022

*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.

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## NOTICE OF THE AGM

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4. The register of members of the Company will be closed during the following periods:
- (i) from Wednesday, 4 May 2022 to Tuesday, 10 May 2022, 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 Tuesday, 3 May 2022; and
  - (ii) from Monday, 16 May 2022 to Tuesday, 17 May 2022, 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 the abovementioned address, not later than 4:00 p.m. on Friday, 13 May 2022.

*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. Paulus Antonius Henricus Verhagen as Non-Executive Directors, and Mr. Robin Gerard Ng Cher Tat and Mr. Guenter Walter Lauber as Executive Directors.*

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## PRECAUTIONARY MEASURES FOR THE AGM

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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, 8 May 2022 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, 8 May 2022. 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.**

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## PRECAUTIONARY MEASURES FOR THE AGM

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### (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, 8 May 2022.

#### **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.

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## **PRECAUTIONARY MEASURES FOR THE AGM**

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**(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.

**(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](http://www.asmpacific.com)) for future announcements and updates on the AGM arrangements.