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ASMPPT LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0522)

ANNOUNCEMENT PROPOSED TRANSACTION DISPOSAL OF ASSETS

PROPOSED TRANSACTION AND ENTERING INTO THE APA

ASMPPT Limited (the “**Company**”) proposed to, through AHKH (as defined below, a wholly-owned subsidiary of the Company), dispose of all of its shares in the Advanced Assembly Materials International Limited (the “**Target Company**”) to the A-share ListCo (as defined below) in consideration for new shares to be issued by the A-share ListCo and the remaining consideration in cash (the “**Proposed Transaction**”).

Upon completion of the Proposed Transaction and the Supporting Fund Raise (as defined below), AHKH will hold no less than 20% shares in the A-share ListCo.

On 23 October 2024, AHKH entered into an asset purchase agreement (the “**APA**”) with the A-share ListCo and the controlling shareholder of A-share ListCo in respect of the Proposed Transaction.

PRINCIPAL TERMS OF THE APA

Date

23 October 2024

Parties

- (1) Purchaser and Issuer: Shenzhen Original Advanced Compounds Co., Ltd. (深圳至正高分子材料股份有限公司) (stock code: 603991.SH) (“**A-share ListCo**”)

- (2) Seller and Subscriber: ASMPH Hong Kong Holding Limited (as one of the selling shareholders of the Target Company) (“**AHKH**”)
- (3) Controlling Shareholder of A-share ListCo: Shenzhen Zhengxin Tongchuang Investment & Development Co., Ltd. (深圳市正信同创投资发展有限公司) (“**Zhengxin Tongchuang**”)

Each a **Party**, together, the **Parties**.

Proposed Transaction

The Proposed Transaction consists of the following parts:

- (1) AHKH to subscribe for new shares in the A-share ListCo as consideration (“**Consideration Shares**”) for the sale of part of the ordinary shares owned by AHKH in the Target Company (to be agreed between the Parties in the Consideration Confirmation Agreement) (as defined below);
- (2) AHKH to sell the remaining part of the ordinary shares owned by AHKH in the Target Company (to be agreed between the Parties in the Consideration Confirmation Agreement) to the A-share ListCo for cash (“**Cash Consideration**”).

If any part of the above transaction proposal cannot be implemented due to failure to obtain any of the required approvals (including without limitation approvals by each Party’s internal competent authorities, approvals by Shanghai Stock Exchange, registration with the China Securities Regulatory Commission and/or approvals by other relevant government authorities), any Party will be entitled to terminate the APA without being liable for any breach or compensation.

Target Asset

The target asset of the Proposed Transaction is the 49% of the issued shares in the Target Company (“**Target Asset**”), which is comprised of:

- i. part of the ordinary shares in the Target Company, the number of which is to be agreed between the Parties in the Consideration Confirmation Agreement and the consideration of which is to be settled by the Consideration Shares (“**Part I Target Asset**”); and
- ii. the remaining part of ordinary shares in the Target Company, the number of which is to be agreed between the Parties in the Consideration Confirmation Agreement and the consideration of which is to be settled by cash.

Consideration

The consideration to be received by AHKH from the A-share ListCo in respect of the sale of the Target Asset (the “**Consideration**”) include (i) the Consideration Shares; and (ii) the Cash Consideration. The Consideration is proposed to be based on the value of the Target Asset which is to be determined with reference to the asset appraisal value of the Target Asset in the asset appraisal report issued by an asset appraiser engaged by the A-share ListCo with appropriate qualification required by the laws (“**Asset Appraisal Report**”) and to be agreed in the consideration confirmation agreement to be entered into by the A-share

ListCo and AHKH (“**Consideration Confirmation Agreement**”).

Details of the Consideration Shares are as below:

(1) Nature and par value:	Ordinary shares of A-share ListCo denominated in Renminbi (“ RMB ”) and listed on the Shanghai Stock Exchange, with a par value of RMB1.00 each, to be issued to AHKH by way of non-public share issuance to specific investors.
(2) Issue price of the Consideration Shares (the “ Issue Price ”)	RMB32. The Issue Price will not be lower than 80% of the average trading price of A-share ListCo’s shares in the 120 trading days prior to the date of announcement of the A-share ListCo’s first board meeting’s resolutions on the matters related to the issuance of Consideration Shares (the “ Pricing Reference Date ”).
(3) Adjustment mechanism of the Issue Price:	The Issue Price will be adjusted accordingly if there is any ex-right or ex-dividend event, such as distribution of dividend, bonus issue, rights issue, and transfer of capital reserve to share capital, by A-share ListCo during the period between the Pricing Reference Date and the completion date for the issuance of the Consideration Shares (“ Issuance Completion Date ”).
(4) Number of Consideration Shares to be issued (“ Issue Amount ”):	<p>The Issue Amount will be determined in accordance with the following formula:</p> $\text{Issue Amount} = \text{Transaction Price} / \text{Issue Price}$ <p>The Issue Amount will be adjusted if and when the Issue Price is adjusted due to any ex-right or ex-dividend event, such as distribution of dividend, bonus issue, rights issue, and transfer of capital reserve to share capital, by A-share ListCo during the period between the Pricing Reference Date and the Issuance Completion Date.</p> <p>Transaction Price refers to the consideration for the Part I Target Asset to be agreed in the Consideration Confirmation Agreement.</p>

(5) Lock-up period of the Consideration Shares:	AHKH will be prohibited from transferring the Consideration Shares in any manner within 12 months of the completion of the issuance of Consideration Shares, except for acquiring additional shares in A-share ListCo by secondary market purchase and participating in the subscription of additional shares in the A-share ListCo. Should such lock-up period be inconsistent with the laws, regulations, departmental rules or normative documents in force at that time, or with the latest regulatory opinions of the securities regulatory authorities, adjustments will be made in accordance with the same.
(6) Arrangement of accumulated undistributed profits	The accumulated and undistributed profits (if any) of A-share ListCo before the Issuance Completion Date will be owned by the new and existing shareholders of A-share ListCo on a pro-rata basis in accordance with their shareholdings after the Issuance Completion Date.

Other transactions relating to the Proposed Transaction

Supporting Fund Raise

The A-share ListCo will use its best endeavours to raise supporting funds through non-public share issuance by way of book building (“**Supporting Fund Raise**”). The placing and share registration in relation to the Supporting Fund Raise will be completed within 12 months after the China Securities Regulatory Commission grants approval on the Supporting Fund Raise, or the term of validity of such approval (whichever is earlier).

The proceeds from the Supporting Fund Raise will be used for the payment of the Cash Consideration, the fees for external advisers engaged in respect of the Proposed Transaction, and other purposes approved by the shareholders of the A-share ListCo, subject to the following conditions:

- (1) The number of shares to be issued, the total amount of funds to be raised and other related matters will be negotiated separately by the parties and agreed under the Consideration Confirmation Agreement; and
- (2) After the completion of the Proposed Transaction and the Supporting Fund Raise, AHKH will hold no less than twenty percent (20%) shares in the A-share ListCo.

Asset Swap Transaction

The A-share ListCo will enter into an asset swap transaction with Nanning Advanced Semiconductor Technology Co., Ltd. (南宁市先进半导体科技有限公司) (“**Nanning Semiconductor**”) to dispose of the existing businesses of A-share ListCo other than the semiconductor materials business, including the businesses regarding special environmental-friendly polyolefin polymer materials for optical communication fiber cable and optical fiber cables, special insulation polymer materials for power cables used in power grid systems, and environmental-friendly polyolefin polymer materials for electrical equipment wires and all related assets and liabilities, but excluding Suzhou Juyun

Technology Co., Ltd. (苏州桔云科技有限公司) (“**Suzhou Juyun**”) and its semiconductor packaging equipment business and related assets and liabilities (“**Materials Business**”), in consideration for the equity interests in the Target Company indirectly held by Nanning Semiconductor of an equivalent value (“**Asset Swap Transaction**”). The price of the Materials Business will be determined by the A-share ListCo on the basis of the appraised value stated in the asset appraisal report issued by an asset appraisal agency engaged by the A-share ListCo.

Conditions Precedent

The completion of the Proposed Transaction is subject to the satisfaction of the following conditions precedent:

- (1) All representations and warranties made by each Party under the APA are true, accurate and complete during the period from signing of the APA to the Completion Date (as defined below), and there are no false statements or material misrepresentations.
- (2) The covenants and obligations that each Party should comply with and perform before the Completion Date under the APA have been complied with and performed, and no provision of the APA has been violated.
- (3) From the signing of the APA to the Completion Date, no event or circumstance has occurred that will or may have any material adverse effect on the Proposed Transaction.
- (4) The board of directors and the general meeting of shareholders of the A-share ListCo have resolved to approve the Proposed Transaction.
- (5) The board of directors of AHKH have resolved to approve the disposal of the Target Asset to the A-share ListCo.
- (6) The board of directors and the shareholders' meeting of the Target Company have resolved to approve the transfer of the shares in the Target Company in accordance with the provisions of the APA.
- (7) The A-share ListCo and AHKH have signed the Consideration Confirmation Agreement.
- (8) The A-share ListCo has entered into share purchase agreements and related supplemental agreements (the “**Additional Share Purchase Agreements**”) with other direct and/or indirect shareholders (the “**Additional Sellers**”) of the Target Company other than AHKH and Hong Kong Zhixin United Company Co., Limited (“**Zhixin HK**”) and Beijing Jianguang Asset Management Co., Ltd. (北京建廣資產管理有限公司) (“**Beijing Jianguang**”), under which the A-share ListCo purchases from the Additional Sellers the remaining shares (other than the Target Asset and shares held by Zhixin HK and Beijing Jianguang) in the Target Company. The material terms and conditions which have a substantive impact on the rights and interests of AHKH or the obligations of the A-share ListCo including the Target Asset’s appraised value, Consideration and conditions precedent under the APA will be no less favorable than those under the Additional Share Purchase Agreements, and all conditions precedent agreed under

the Additional Share Purchase Agreements have been satisfied.

- (9) The A-share ListCo has entered into a share buyback agreement and related supplemental agreements with the Target Company and Zhixin HK, under which the Target Company will buy back all the shares held by Zhixin HK (the “**Share Buyback Agreement**”). The material terms and conditions which have a substantive impact on the rights and interests of AHKH or the obligations of the A-share ListCo including the Target Asset’s appraised value, Consideration and conditions precedent under the APA will be no less favorable than those under the Share Buyback Agreement, and all conditions precedent agreed in the Share Buyback Agreement have been satisfied.
- (10) The Anti-Monopoly Bureau of the State Administration for Market Regulation has approved the review of the operator concentration involved in the Proposed Transaction (if applicable).
- (11) The Shanghai Stock Exchange has reviewed and approved the Proposed Transaction.
- (12) The China Securities Regulatory Commission has completed the registration of the issuance of Consideration Shares.
- (13) The A-share ListCo and Nanning Semiconductor have signed the transaction documents relating to the Asset Swap Transaction (and related supplemental agreements, the “**Asset Swap Transaction Documents**”), and all conditions precedent in the Asset Swap Transaction Documents have been satisfied.
- (14) The A-share ListCo has provided AHKH with the draft disclosure documents of the material asset restructuring and has obtained prior written confirmation from AHKH on the content of such disclosure documents.
- (15) The A-share ListCo has obtained other permissions and approvals from the PRC government authorities required for the implementation of the Proposed Transaction (including the offshore investment permission and approval for the acquisition of shares in the Target Company, and the approval or non-receipt of any objection from the Ministry of Commerce regarding the cross-border share swap).
- (16) The A-share ListCo has proved to the reasonable satisfaction of AHKH that it has available cash (through the completion of the Supporting Fund Raise or other ways agreed in writing by AHKH) required to settle all Cash Consideration.

Completion

The completion of the Proposed Transaction will occur on the fifth business day after all the conditions precedent have been satisfied or on another date that parties otherwise agree (the “**Completion Date**”). On the Completion Date, each of AHKH and the A-share ListCo will deliver or procure the delivery of the required completion deliverables provided in the APA and the A-share ListCo will pay to AHKH the Cash Consideration agreed in the Consideration Confirmation Agreement.

Within 10 days of the Completion Date, the A-share ListCo will submit the necessary documentation to the China Securities Depository and Clearing Corporation Limited to complete the share issuance registration procedures for the issuance of Consideration Shares. Within 30 days of the Completion Date, the A-share ListCo will complete the share

issuance registration procedures for the Consideration Shares, and will register the Consideration Shares under the name of AHKH.

The completion of the Proposed Transaction will take place simultaneously with the closing of the direct or indirect acquisition by A-share ListCo of the remaining shares in the Target Company so that the A-share ListCo will directly and indirectly own all the issued shares (other than those held by Zhixin HK and Beijing Jianguang) in the Target Company after the completion of the Proposed Transaction. The date of settlement of all the Consideration will be no later than the date on which the Target Company settles the consideration under the Share Buyback Agreement and the date on which A-share ListCo settles the consideration under the Additional Share Purchase Agreements. The closing of the Asset Swap Transaction under the Asset Swap Transaction Documents will be conditional on the completion of the Proposed Transaction and will be completed within 30 days of the Completion Date.

Profit or loss during the Transitional Period

During the transitional period of the Proposed Transaction, which is from 30 September 2024 (excluding such date) to the Completion Date (the “**Transitional Period**”), the profits generated in the course of the business operation and/or the increase in net asset value of the Target Company will be owned by the A-share ListCo after the Completion Date. During the Transitional Period, the losses incurred in the course of the business operation and/or the decrease in net asset value of the Target Company will be borne by AHKH, Zhixin HK and Additional Sellers on a pro-rata basis with reference to their shareholdings in the Target Company before the Completion Date.

Board composition and senior management of the Target Company and the A-share ListCo

Unless otherwise agreed in writing by the A-share ListCo and AHKH, within 36 months from the later of the date on which the Target Asset has been transferred to the A-share ListCo and the date on which the A-share ListCo has settled the Consideration, the operational management structure of the Target Company will maintain continuity and stability to ensure its stable operation, and the composition (including the number) and powers of the board of directors and senior management of the Target Company will remain unchanged. For the avoidance of doubt: (i) The board of directors of the Target Company will continue to consist of five directors; (ii) the senior management of the Target Company will continue to include one Chief Executive Officer and one Chief Financial Officer; (iii) two designated directors will continue to serve as directors of the Target Company, and the current CEO and CFO will continue to serve their respective office; (iv) the remaining three directors of the Target Company's board will be nominated by the A-share ListCo.

Within 90 days after the Issuance Completion Date, Zhengxin Tongchuang will, and will procure and ensure that Nanning Semiconductor will, propose to convene an extraordinary general meeting of the A-share ListCo, where they will vote in favor of: (i) electing two nominees proposed by AHKH as non-independent directors of A-share ListCo; (ii) electing one nominee proposed by AHKH as an independent director of the A-share ListCo; and (iii) electing one nominee proposed by AHKH as a supervisor of the A-share ListCo.

Within 90 days after the Issuance Completion Date, Zhengxin Tongchuang will, and will procure and ensure that Nanning Semiconductor will, propose to convene a board meeting

of the A-share ListCo, where they will procure that the directors nominated by them vote in favor of: (i) the A-share ListCo to have two co-presidents; and (ii) nominating and electing the current CEO of the Target Company as a co-president of the A-share ListCo, who will be responsible for the operation and management of the Target Company.

REASONS AND BENEFITS FOR THE PROPOSED TRANSACTION

Besides the immediate cash flow that the Company would receive from disposing of its interests in the Target Company, the Proposed Transaction may potentially create additional value for the shareholders of the Company since, after the Completion Date and upon completion of the Supporting Fund Raise, AHKH will receive no less than 20% of the shares in the A-share ListCo, a Shanghai Stock Exchange listed company with further potential to grow its value in the semiconductor materials field.

INFORMATION ON THE RELEVANT PARTIES

The Company and AHKH

The Company is listed on the main board of The Stock Exchange of Hong Kong Limited, and a leading global supplier of hardware and software solutions for the manufacture of semiconductors and electronics. Headquartered in Singapore, the Company's offerings encompass the semiconductor assembly & packaging, and SMT (surface mount technology) industries, ranging from wafer deposition to the various solutions that organise, assemble and package delicate electronic components into a vast range of end-user devices, which include electronics, mobile communications, computing, automotive, industrial and LED (displays). The Company partners with its customers closely and commits to continuous investment in R&D in order to provide cost-effective, industry-shaping solutions that achieve higher productivity, greater reliability, and enhanced quality.

AHKH is an investment holding company and a wholly-owned subsidiary of the Company.

The A-share Listco and its controlling shareholder

The A-share Listco is a PRC-incorporated company listed on the main board of the Shanghai Stock Exchange. Its main business focuses on polymer materials for cables and specialised semiconductor equipment. The cable polymer materials business is conducted through its subsidiary, Shanghai Zhizheng New Materials Co., Ltd (上海至正新材料有限公司), and is positioned in the mid-to-high-end market for eco-friendly, specialised polyolefin polymer materials used in cables. Its primary activities involve the research and development, production, and sales of eco-friendly polyolefin polymer materials used in electrical wires, cables, and optical cables. The company's products are widely used as insulation materials or outer sheathing materials in the production of electrical wires and optical cables.

The A-share Listco's specialised semiconductor equipment business is operated through its subsidiary, Suzhou Juyun. The A-share Listco began its transition into the semiconductor industry in 2022 and acquired Suzhou Juyun in 2023, a company engaged in the specialised semiconductor equipment business. Suzhou Juyun primarily focuses on the research and development, production, and sales of advanced packaging equipment for semiconductor back-end processes. Its main products include cleaning equipment, ovens, etching equipment, coating and developing equipment, stripping equipment, and dicing equipment. In the first half of 2024, the revenue from the specialised semiconductor equipment business accounted for over 30% of the A-share ListCo's total revenue.

Zhengxin Tongchuang is the controlling shareholder of the A-share Listco. Based on publicly available information, Zhengxin Tongchuang is ultimately and beneficially owned and controlled by Wang Qiang. The Company confirms that, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, A-share Listco, Zhengxin Tongchuang and Wang Qiang are third parties independent of the Company and connected persons of the Company.

OTHER INFORMATION

This announcement is made by the Company pursuant to Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Further announcement(s) will be made by the Company as and when appropriate.

With reference to the Company's announcement dated 14 October 2024, the Potential Offeror (as defined therein) has consented to the entry by the Company into the APA for the purposes of Rule 4 and Note 1 to Rule 4 of the Hong Kong Code on Takeovers and Mergers.

WARNING

Shareholders of the Company should be aware that the implementation of the Proposed Transaction will be subject to, among other things, approval by the competent regulatory authorities and fulfilment of applicable requirements under the Listing Rules. There are still uncertainties as to whether such transactions will materialize or be completed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
ASMPT Limited
Robin Gerard Ng Cher Tat
Director

Hong Kong, 23 October 2024

As at the date of this announcement, the Board comprises Miss Orasa Livasiri (Chairman), Mr. John Lok Kam Chong, Mr. Wong Hon Yee, Mr. Eric Tang Koon Hung, Mr. Andrew Chong Yang Hsueh and Ms. Hera Siu Kitwan as Independent Non-Executive Directors, Dr. Hichem M'Saad 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.

(In case of any inconsistency, the English version of this announcement shall prevail over the Chinese version.)