

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 20, 2022**

**ACM Research, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-38273**

(Commission File Number)

**94-3290283**

(IRS Employer Identification No.)

**42307 Osgood Road, Suite I**

**Fremont, California**

(Address of Principal Executive Offices)

**94539**

(Zip Code)

Registrant's telephone number, including area code: **(510) 445-3700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.0001 per share	ACMR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934:

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.*****STAR Market Record***

The shares of our operating subsidiary ACM Research (Shanghai), Inc., or ACM Shanghai, are listed on the Sci-Tech innovation board, or the STAR Market, of the Shanghai Stock Exchange, or the SSE. In accordance with the SSE's rules governing the STAR Market, ACM Shanghai filed with the SSE a Record of May 2022 Investor Relations Activity, or the Record. The SSE posted the Record to the SSE's website on June 20, 2022. A copy of the Record is included as exhibit 99.01 to this report.

***ACM Shanghai 2021 Annual Meeting***

In connection with the 2021 Annual General Meeting of Shareholders of ACM Shanghai, or the ACM Shanghai 2021 Annual Meeting, ACM Shanghai filed with the SSE an agenda for the ACM Shanghai 2021 Annual Meeting, which the SSE posted to its website on June 22, 2022. A copy of the ACM Shanghai 2021 Annual Meeting agenda is included as exhibit 99.02 to this report.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit</b>	<b>Description</b>
<a href="#"><u>99.01*</u></a>	Record of May 2022 Investor Relations Activity filed by ACM Research (Shanghai), Inc. with the Shanghai Stock Exchange on June 20, 2022
<a href="#"><u>99.02*</u></a>	Agenda for the ACM Research (Shanghai), Inc. 2021 Annual Meeting filed by ACM Research (Shanghai), Inc. with the Shanghai Stock Exchange on June 22, 2022
104	Cover Page Interactive Data File (embedded within the XBRL document)

\* Unofficial English translation summary of original document prepared in Mandarin Chinese.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ACM RESEARCH, INC.

By: /s/ Mark McKechnie

Mark McKechnie

Chief Financial Officer and Treasurer

Dated: June 23, 2022

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Stock Code: 688082

Short Name: ACMSH

ACM Research (Shanghai), Inc.

## Records of Investor Relation Activities in May 2022

<b>Categories of investor relation activities</b>	<input checked="" type="checkbox"/> Specific object survey <input checked="" type="checkbox"/> Analyst meeting <input type="checkbox"/> Media interview <input type="checkbox"/> Performance briefing <input type="checkbox"/> Press conference <input type="checkbox"/> Roadshow <input type="checkbox"/> Site visit <input type="checkbox"/> Others
<b>Time</b>	May 2022
<b>Place</b>	Conference call
<b>Receptionists of the listed company</b>	Chairman: HUI WANG General Manager: JIAN WANG Person in Charge of Financial Matters: LISA YI LU FENG Board Secretary: MINGZHU LUO
<b>Summary of investor relation activities</b>	<p><b>I. Company Introduction:</b> Leaders of ACM Shanghai (“the Company”) described the performance of the Company for the first quarter of 2022, and answered questions of concern by investors.</p> <p><b>II. Q&amp;A:</b></p> <p>1. <b>Under the significant effect from the delay in facilities of certain customers in Shanghai, how about the recognition period for the equipment delivered by the Company in comparison with other suppliers? What is the approximate pace from delivery to full sales revenue recognition?</b></p> <p>A: According to the accounting standards adopted by ACM Shanghai, sales of the equipment is recognized after it has been installed on the customer production line and is ready to use. The pace depends on whether the facilities of customers are ready. If such facilities are ready, it usually takes 1.5 to 3 months for the recognition.</p>

**2. Can the affected revenue of RMB172million on equipment be recognized in Q2?**

A: Some of the equipment was delivered last year, and with a long period having passed, most of it can be recognized without special circumstances.

**3. Does the epidemic affect the guidance for the whole year?**

A: Referring to the guidance data for annual sales of USD365million to USD405million disclosed by ACMR, the controlling shareholder in the US stock market, the Company's annual sales and shipment guidance in the context of epidemic has not been revised for the following two primary reasons: first, the Company's standard parts have not been affected, and although the parts purchased have not yet been delivered, basically the supply of goods with a long delivery period will, by its nature, not be affected; second, there are no changes in the customers' orders, in which case, when the parts are ready, we will only need to properly arrange later production to ensure the efficiency of the installation team after shipment. We will maintain "two first-line" operations during the epidemic which is intended to ensure the production at the Chuansha Plant and we expect that there will be no effect on the whole year.

**4. At present, Shanghai is still under lockdown, with certain restrictions on logistics in some regions. How about the Company's spare parts inventory? Will there be any supply chain gap affecting production in the later stage?**

A: Most domestic supplies are in or around Jiangsu, with only a relatively small quantity in Shanghai. Standard parts are mainly imported, some of which are still under customs clearance, but overall the impact from overseas supply chain is insignificant.

**5. Will there be any impact on logistics and supporting personnel for Q2 and Q3 in the short term when mature equipment involves verification and other factory affairs?**

A: The situation on site is controllable. We have installation teams throughout the country which are reasonably allocated in response to the situation. Some employees, managers and sales personnel in Shanghai have gradually moved to areas outside Shanghai.

**6. Recently, cleaning equipment manufacturers outside Mainland China have a tight production capacity and are conservative in domestic supply. Will there be greater opportunities for the Company to grow cleaning equipment in the two years?**

A: On the one hand, the above-mentioned manufacturers are affected by the supply of parts. On the other hand, they do not focus on their market in Mainland China, but preferentially guarantee to supply Samsung, TSMC, Intel and other large manufacturers. During this wave of plant expansion, relatively small chip manufacturers will be affected, and the Company is actively following up. From the perspective of the layout of technology breadth, production capacity and R&D team, etc., the Company has a leading position in China with its cleaning technologies covering 90% of the cleaning process steps, and will seize the opportunity to expand the domestic market share.

**7. When will the Company have its explosive growth in the overseas market? Apart from customers in Korean and the US, how about the customer expansion in Taiwan, China?**

A: Last year, the Company developed four major customers outside Mainland China, including one in the US which ordered two tools, the first to be delivered at the end of Q2 and the second to be delivered in the beginning of Q3 of 2022, which we believe will have a group effect among world-class manufacturers and accelerate the entry of our cleaning equipment into the global market. At present, we intend to consolidate the US market, obtain batch orders, and expand from SAPS to other equipment. Our long-term goal is to obtain more than 50% of the sales from outside Mainland China, improving sales in the US, South Korea, Europe, Taiwan and Singapore. Meanwhile, the Company has established a R&D institution in Korea for cooperation with Shanghai, and will continue to set up similar local R&D centers in localities of customers in the future, so as to speed up our R&D and promote our equipment to the world.

**8. Less layout has been made for the two products that the Company plans to launch at the end of the year, and domestic manufacturers in China have taken the lead with some of them planning to launch similar equipment at similar time points. What do you think about the market positioning of the two products and their competitiveness among domestic manufacturers in China?**

A: We have made preparation and layout for these two products very early. After long-term research, we have had extensive knowledge from IP confirmation to industry understanding. In our product R&D, we not only do so for solving problems of existing customers, but also take into account the technology extension needs of customers for the next generation, so as to have our technology and functions on a par with to the standards of international manufacturers. Once the verification at the customer end is completed, we are expected to become one of the first-tier suppliers.

Currently, both products are also made by domestic manufacturers in China. However, in terms of competition, we believe that we have no direct competition with domestic manufacturers on this regard. Anyone who can make them can sell the same. We mainly compete with overseas mainstream equipment manufacturers. It is the main direction in the future that our domestic manufacturers perfect their products and occupy the share of international equipment manufacturers in China's equipment market.

**9. How about the extent of impact by the epidemic on the Company since April in terms of production and customer end? What are the details?**

A: It has little impact on the customer end. Before Shanghai being subject to lockdown, our relevant personnel have entered the customer end. Although no new personnel can be added, basically we have procured our personnel on site of all our customers in Shanghai. For customers outside Shanghai, we have maintained normal dispatches of our personnel to the factories. At present, all our customers can keep normal operation, including some installation. Upon being named into the white list for resumption of work, we also plan to dispatch some customer service personnel to customers outside Shanghai.

For the production end, we arranged for nearly 100 employees to enter the Chuansha Plant for closed production before lockdown measures were taken against Shanghai. After being allowed to resume work, we also implemented relevant measures timely to ensure that the production staff can make "two first-line" production arrangements. About a dozen new employees will be added to the closed-loop production every day. At present, around 80% of the employees have conducted normal production, and it is expected that full resumption of production will be achieved in June.



**10. How about the current R&D progress of incoming customers for the Company's furnace tube ALD equipment?**

A: Based on the high cost performance brought by its high working efficiency, the furnace tube ALD equipment will have a large market space in the future under the same performance. Only by developing differentiated technologies can we compete with international equipment manufacturers. After entering and being verified in the domestic market in China, our equipment is expected to seize the international market share.

**11. The proportion of sales on cleaning equipment of the Company dropped to less than 60% in the first quarter. Will such proportion be maintained throughout the year?**

A: In the first quarter, most of the products that were not accepted due to the epidemic were cleaning equipment. If this part of revenue were to be included, the revenue from cleaning equipment would still account for a relatively high proportion, with the annual cleaning equipment retaining at a level close to 70%.

**Enclosure.: List of Participants**

Essence Fund  
Aeon Insurance Asset Management  
Baoying Fund  
Baoyin Capital  
Bin Jiang (Hong Kong)  
Bosera Funds  
IVY Capital  
Chuangjin Hexin  
Purekind Fund  
Dacheng Fund  
Springs Capital  
Daoren Asset  
Oriental Alpha  
Orient Fund  
Orient Securities  
Soochow Fund  
Prudence Investment Management  
Founder Fubon  
Fujian Zeyuan Asset  
Fullgoal Fund  
FORTUNE & ROYAL ASSET  
Gaohe Investment  
ICBC Credit Suisse Asset  
Everbright Pramerica Fund  
GF FUND MANAGEMENT  
Gfund Management Co., Ltd.  
CPIC  
China Life Insurance Security Fund  
China Life Asset Management Co., Ltd.  
Guotai Asset Management  
UBS SDIC  
HFT Fund  
HZBANK Wealth Management  
Hangzhou Qianjiang New City Financial Investment Co., Ltd.  
Union Asset  
FocusBridge  
HONY HORIZON Fund  
SunCapital  
HuaAn Financial Insurance  
HuaAn Funds  
Hwabao WP Fund  
HWABAO Investment

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HWABAO TRUST  
China Merchants Fund Management Co., Ltd.  
Huatai-Pinebridge Fund  
Huatai Asset Management Co., Ltd.  
China Asset  
China Future  
Sino-IC Capital  
CUAM  
Jihua Investment  
Harvest Fund  
CCB Principal  
BoComm Life  
Golden Eagle  
Asset Management Branch of GOLDSTATE Securities Co., Ltd.  
Greenwoods Asset Management Co., Ltd.  
Invesco Great Wall  
Rationalstone  
Minsheng Royal Fund  
Minghe Investment  
Morgan Huaxin  
Southern Asset Management  
Nanhua Fund Co., Ltd.  
Lion Fund  
Lord Abbert China  
Panjing Asset  
Panhou Capital  
Penghua Fund  
PENGYANG AMC  
AXA SPDB Investment Managers  
Ren Bridge  
RUIDA AMC  
SHANGHAI GUOHUA CAPITAL  
Shanghai Minhang Lingang United Development Co., Ltd.  
Shanghai Shangjin Investment  
China International Fund  
BOSC Asset  
Shenzhen Yuanwangjiao Investment Management Enterprise (Limited Partnership)  
Tenbagger Capital  
MegaTrust Investment  
CPIC Asset Management  
Taiping Pension  
Taikang Asset Management Co., Ltd.  
Tianhong Fund  
China Nature Asset Management Co., Ltd.

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Tongjiao Investment  
Wanda Investment  
Wanjia Asset  
Western Securities  
New China Fund  
Xinyuan Asset Management  
Xincheng Fund  
Xincheng Life  
First State Cinda Fund  
XINGHE FUND  
Xingquan Fund  
Industrial Fund  
CIB Wealth  
E Fund  
Galaxy Asset  
Yinhua Fund  
Yingda Asset  
Maxwealth Fund  
Longrising  
Yuance Capital  
CHANGAN FUNDS  
Greatwall Life  
Changjian Investment  
Changsheng Fund Management Co., Ltd.  
Changxin Asset Management  
China Merchants Fund  
Zheshang Securities  
Bank of China Beijing Branch  
Zhonghai Fund  
Lombarda China Fund  
Zhongrong Fund  
China Capital Management  
CITIC CAPITAL  
Citic Asset Management  
BOC International  
BOC Investment  
China Post & Capital Fund Management Co., Ltd.  
China Re Asset

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*The following information is provided in connection with the furnishing of the above Record of May 2022 Investor Relation Activity of ACM Research (Shanghai), Inc. (the "Record") pursuant to the Current Report on Form 8-K reporting requirements of ACM Research, Inc.:*

**Trademarks**

SAPS is a trademark of ACM Research, Inc. For convenience, this trademark appears in the Record without <sup>TM</sup> symbols, but that practice does not mean that ACM Research, Inc. will not assert, to the fullest extent under applicable law, its rights to the trademarks.

**Forward-Looking Statements**

Information presented in the Record includes forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in the Record that do not relate to matters of historical fact should be considered forward-looking statements. Forward-looking statements are based on ACMSH management's current expectations and beliefs, and involve a number of risks and uncertainties that are difficult to predict and that could cause actual results to differ materially from those stated or implied by the forward-looking statements. Those risks and uncertainties include, but are not limited to, the following, any of which could be exacerbated even further by the continuing COVID-19 outbreak in China and globally: anticipated customer orders or identified market opportunities may not grow or develop as anticipated; customer orders already received may be postponed or canceled; ACMSH may be unable to obtain the qualification and acceptance of its delivered tools when anticipated or at all, which would delay or preclude ACMSH's recognition of revenue from the sale of those tools; suppliers may not be able to meet ACMSH's demands on a timely basis; ACMSH's technologies and tools may not gain market acceptance; ACMSH may be unable to compete effectively by, among other things, enhancing its existing tools, adding additional production capacity and engaging additional major customers; ACMSH may incur significant expenses long before it can recognize revenue from new products, if at all, due to the costs and length of research, development, manufacturing and customer evaluation process cycles; volatile global economic, market, industry and other conditions could result in sharply lower demand for products containing semiconductors and for ACMSH's products and in disruption of capital and credit markets; ACMSH's failure to successfully manage its operations, including its inability to hire, train, integrate and manage additional qualified engineers for research and development activities; and trade regulations, currency fluctuations, political instability and war may materially adversely affect ACMSH due to its substantial non-U.S. customer and supplier base and its substantial non-U.S. manufacturing operations. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by ACMSH. ACMSH undertakes no obligation to publicly update these forward-looking statements to reflect events or circumstances that occur after the date hereof or to reflect any change in its expectations with regard to these forward-looking statements or the occurrence of unanticipated events.

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**ACM Research (Shanghai), Inc.**  
**Agenda of 2021 Annual General Meeting of Shareholders**

**I. Meeting Time, Place and Voting Method**

- (1) Meeting time: 10:00, June 30, 2022
- (2) Meeting mode: communication conference
- (3) Conveners: board of directors of ACM Research (Shanghai), Inc.
- (4) Chairperson: HUI WANG, Chairman
- (5) Online voting system, period and time

Online voting system: online voting system for general meeting of shareholders of Shanghai Stock Exchange

Online voting period: from June 30, 2022 to June 30, 2022

The online voting system of Shanghai Stock Exchange is adopted, voting through which is available for the trading time period on the day of the general meeting of shareholders, i.e. 9:15-9:25, 9:30-11:30, 13:00-15:00; the voting time through the online voting platform ranges from 9:15 to 15:00 on the day of the general meeting.

**II. Meeting Agenda**

- (1) Attendance of participants
  - (2) The chairperson announcing opening of the meeting and reporting to the general meeting the number of shareholders attending physically and the number of voting rights held by them
  - (3) Reading out the notes to the general meeting
  - (4) Electing tellers and scrutineers
  - (5) Deliberating or listening to the proposals at the meeting one by one:
    1. Deliberating the Proposal on the Company's Annual Report in 2021 and Summary Thereof
    2. Deliberating the Proposal on the Work Report of the Board of Directors in 2021
    3. Deliberating the Proposal on the Work Report of the Board of Supervisors in 2021  
Listening to the Proposal on the Work Report of Independent Directors in 2021
    4. Deliberating the Proposal on the Final Account Report in 2021
    5. Deliberating the Proposal on the Financial Budget Plan for 2022
      - The 2022 financial budget is developed based on internal business goals and work plans with an internal revenue growth assumption of 44-60% solely for budgeting purposes
      - With the expansion of business scale and the new product development targets, R&D expenses growth rate is expected to be in the range of 70%-72% in 2022
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6. Deliberating the Proposal on the Profit Distribution Plan in 2021
    - Net profit attributable to owners of parent company is RMB 266.2482 million
    - Net profit of parent company is RMB 243.8152 million
    - The company plans not to distribute profits in 2021, nor to convert capital reserves into share capital, and the remaining undistributed profits will be rolled over to the next year
  7. Deliberating the Proposal on Confirming the Amount of the Company's Day-to-Day Related Party Transactions Exceeding the Estimated Amount in 2021 and the Estimated Amount of Day-to-Day Related Party Transactions in 2022
    - Additional detail attached as an annex hereto
  8. Deliberating the Proposal on the Reappointment of Audit Institution in 2022
  9. Deliberating the Proposal on the Remuneration Scheme for Directors and Supervisors of the Company in 2022
- (6) Speeches and questions of shareholders and their proxies present
  - (7) Votes of shareholders and their proxies present on various proposals
  - (8) Adjournment (counting the votes)
  - (9) Resumption of the meeting, announcement of the voting results and adoption of proposals
  - (10) The chairperson declaring resolution of the general meeting
  - (11) Witnessing the lawyer to read the legal opinion
  - (12) Signing the meeting documents
  - (13) Close of meeting
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**Annex: Additional detail for Proposal 7:**

Unit: RMB ten thousand

Related party transaction category	Related Party	Estimated Amount in 2021	Actual Amount incurred in 2021	Reasons for large differences
Sales of products, goods and services to related parties	Wafer Works Co.	550.00	1.31	Customer procurement plan delayed
	Wafer Works (Shanghai)	1,400.00	867.87	Changes in customer purchasing plans
	<b>Subtotal</b>	<b>1,950.00</b>	<b>869.18</b>	
Accept products and services from related parties	NINEBELL Co., Ltd.	20,000.00	21,710.41	Order demand exceeds expectations
	SY-SEMITECH	3,000.00	1,932.30	Adjust filter purchasing suppliers
	<b>Subtotal</b>	<b>23,000.00</b>	<b>23,642.72</b>	

Note: Above amount does not include tax

Unit: RMB ten thousand

Related party transaction category	Related Party	Estimated Amount in 2022	% of similar business	Accumulated transaction amount with related parties 2022/1/1 – 1/31	Actual Amount incurred in 2021	% of similar business	Possible reasons for large differences
Sales of products, goods and services to related parties	Wafer Works Co.	2,200.00	0.89%		1.31	0.00%	Affected by customer equipment purchase plan
	Wafer Works (Shanghai)	100.00	0.04%	9.31	867.87	0.54%	
	ACM RESEARCH	5,000.00	2.01%		-	0.00%	Business growth
	GTA	8,000.00	3.22%		-	0.00%	Business growth
	<b>Subtotal</b>	<b>15,300.00</b>	<b>6.16%</b>	<b>9.31</b>	<b>869.18</b>	<b>0.54%</b>	
Accept products and services from related parties	NINEBELL Co., Ltd.	45,000.00	12.81%	2,191.51	21,710.41	12.36%	Grows with increased demand for sales order
	SY-SEMITECH	4,800.00	1.37%	55.27	1,932.30	1.10%	
	<b>Subtotal</b>	<b>49,800.00</b>	<b>14.18%</b>	<b>2,246.79</b>	<b>23,642.72</b>	<b>13.46%</b>	

Note: Above amount does not include tax



*The following information is provided in connection with the furnishing of the above Agenda of 2021 Annual General Meeting of Shareholders (the "Agenda") pursuant to the Current Report on Form 8-K reporting requirements of ACM Research, Inc.:*

### **Financial Information**

Financial results, estimates and underlying assumptions of ACM Research (Shanghai), Inc. ("ACMSH") are unaudited and are reported in RMB as prepared in accordance with Chinese GAAP. Those results will differ, potentially materially, from the financial results, estimates and underlying assumptions of ACMSH's parent company ACM Research, Inc.

### **Forward-Looking Statements**

Information presented in the Agenda includes forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in the Agenda that do not relate to matters of historical fact should be considered forward-looking statements. Forward-looking statements are based on ACMSH management's current expectations and beliefs, and involve a number of risks and uncertainties that are difficult to predict and that could cause actual results to differ materially from those stated or implied by the forward-looking statements. Those risks and uncertainties include, but are not limited to, the following, any of which could be exacerbated even further by the continuing COVID-19 outbreak in China and globally: anticipated customer orders or identified market opportunities may not grow or develop as anticipated; customer orders already received may be postponed or canceled; ACMSH may be unable to obtain the qualification and acceptance of its delivered tools when anticipated or at all, which would delay or preclude ACMSH's recognition of revenue from the sale of those tools; suppliers may not be able to meet ACMSH's demands on a timely basis; ACMSH's technologies and tools may not gain market acceptance; ACMSH may be unable to compete effectively by, among other things, enhancing its existing tools, adding additional production capacity and engaging additional major customers; ACMSH may incur significant expenses long before it can recognize revenue from new products, if at all, due to the costs and length of research, development, manufacturing and customer evaluation process cycles; volatile global economic, market, industry and other conditions could result in sharply lower demand for products containing semiconductors and for ACMSH's products and in disruption of capital and credit markets; ACMSH's failure to successfully manage its operations, including its inability to hire, train, integrate and manage additional qualified engineers for research and development activities; and trade regulations, currency fluctuations, political instability and war may materially adversely affect ACMSH due to its substantial non-U.S. customer and supplier base and its substantial non-U.S. manufacturing operations. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by ACMSH. ACMSH undertakes no obligation to publicly update these forward-looking statements to reflect events or circumstances that occur after the date hereof or to reflect any change in its expectations with regard to these forward-looking statements or the occurrence of unanticipated events.

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