

ASM PACIFIC TECHNOLOGY LTD.

Nomination Committee

Terms Of Reference

18 September 2013

1. Objective

The role of the Nomination Committee (“NC”) is to assist the Board of Directors (“Board”) in: (i) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for the next annual general meeting; (ii) ensuring that the Audit, Remuneration and Nomination Committees of the Board shall have the benefit of qualified and experienced independent non-executive directors.

2. Committee Structure

- (a) The NC shall be appointed by the Board from amongst its members, and shall comprise at least three (3) members.
- (b) A majority of members shall be independent non-executive directors.
- (c) The Chairman shall be the Chairman of the Board or an independent non-executive director.
- (d) The company secretary is responsible to provide secretarial support to the NC.
- (e) The quorum for a meeting of the NC shall be half of the number of NC members.
- (f) Each member of the NC is appointed by the Board for a term of three years and is subject to reappointment upon expiry of the term.

3. Duties and Responsibilities

- (a) To review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
- (b) Identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

- (c) Assess the independence of independent non-executive directors.
- (d) Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, including making recommendations on the composition of the Board generally and the balance between executive and non-executive directors appointed to the Board.
- (e) To recommend directors who are retiring to be put forward for re-election.
- (f) To review the Board Diversity Policy periodically.
- (g) To decide whether or not a director is able to and has been adequately carrying out his/her duties as a director of the Company, particularly when he/she has multiple board representations.
- (h) The NC in carrying out its tasks under these terms of reference may obtain external or other independent professional advice as it considers necessary to carry out its duties.
- (i) The Board will ensure that the NC has access to internal and external professional advice in order for it to perform its duties.

4. Meeting Procedure

- (a) The Chairman of the NC can call an urgent meeting whenever he/she deems appropriate or necessary, otherwise the NC meeting will be held on the same day of ASMPT's Board Meeting.
- (b) The Chairman of the NC and the Chief Executive Officer, supported by the secretary of the latter, are responsible to provide all relevant information four days before the meeting.
- (c) In the event of an equality of votes, the Chairman shall have a casting vote.
- (d) Any member who has an interest in any matter being reviewed or considered by the NC shall abstain from voting on the matter.
- (e) The meetings and proceedings of the NC shall be governed by the provisions contained in the Articles of Association 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 appointment of the NC, or by any such regulations as aforesaid with full minutes taken and recorded.