

## **ASMPT LIMITED**

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

### **Nomination Committee**

#### **Terms of Reference**

**22 July 2025**

#### **1. Objectives**

The role of the Nomination Committee ("**Nomination Committee**") of ASMPT Limited (the "**Company**") is to assist the Company's board of directors ("**Board**") in: (i) identifying individuals qualified to become Board members and recommending that the Board select suitable director nominees for election at the Company's general meetings; (ii) ensuring that the Audit, Nomination and Remuneration Committees of the Board shall have the benefit of qualified and experienced independent non-executive directors.

#### **2. Committee Structure**

- (a) The Nomination Committee shall be appointed by the Board from amongst its members, and shall comprise at least three members.
- (b) A majority of its members shall be independent non-executive directors and it should include at least one director of a different gender.
- (c) The Chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director of the Company.
- (d) The Company Secretary or his designate shall act as the secretary of the Nomination Committee.
- (e) The quorum for a meeting of the Nomination Committee shall be two members of the Nomination Committee.
- (f) Each member of the Nomination Committee is appointed by the Board for a term of not more than three years, subject to reappointment and re-election in accordance with the Company's Articles of Association. A member of the Nomination Committee who ceases to be a Board member shall immediately and automatically cease to be a member of the Nomination Committee.

### 3. Duties and Responsibilities

- (a) Review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, 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 the independent non-executive directors of the Company.
- (d) Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the Company's Chief Executive Officer ("**CEO**"), taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed currently and 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) Support the Company's regular evaluation of the Board's performance.
- (f) Recommend directors who are retiring to be put forward for re-election.
- (g) Decide whether or not a director is able to and has been adequately carrying out his duties as a director of the Company, particularly when he has multiple board representations.
- (h) Assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Hong Kong Stock Exchange and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.
- (i) Review the diversity of the Board and its implementation and effectiveness at least annually.
- (j) The Nomination Committee, 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.
- (k) The Board will ensure that the Nomination Committee has access to internal and external professional advice in order for it to perform its duties.

#### **4. Meeting Procedure**

- (a) The Chairman of the Nomination Committee can call a meeting whenever he deems appropriate or necessary.
- (b) The Chairman of the Nomination Committee and the CEO, supported by the Company Secretary or his designate, are responsible to provide all relevant information at least four days before the meeting.
- (c) In the event of an equality of votes, the Chairman of the Nomination Committee shall have a casting vote.
- (d) Any member who has an interest in any matter being reviewed or considered by the Nomination Committee shall abstain from voting on the matter.
- (e) The meetings and proceedings of the Nomination Committee shall be governed by the provisions contained in the Company's Articles of Association for regulating the meetings and proceedings of the Directors, in so far as the same are applicable thereto and are not superseded by the express provisions of these Terms of Reference, and full minutes are to be taken and recorded.

#### **5. Effectiveness**

These Terms of Reference were approved and adopted by the Board on 22 July 2025, and supersede any previous Terms of Reference relating to the Nomination Committee.

\* \* \* \* \*

*(In case of any inconsistency, the English version of these Terms of Reference shall prevail over the Chinese version.)*