

## **ASMPT LIMITED**

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

**(Stock Code: 0522)**

### **Remuneration Committee**

#### **Terms of Reference**

**1 December 2022**

#### **1. Objectives**

- (a) To establish a formal and transparent policy on directors' remuneration and other remuneration related matters, and a procedure for formulating remuneration policies and for determining the remuneration packages of all directors and senior management of ASMPT Limited (the "**Company**"; together with its subsidiaries, the "**Group**").
- (b) To ensure that remuneration packages are equitable and competitive relative to the industry, and sufficient to attract and retain the directors and senior management necessary for the successful operation of the Company, and to avoid paying excessive remuneration.
- (c) To prevent any director from deciding his own remuneration.

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

- (a) The remuneration committee of the Company (the "**Remuneration Committee**") consists of the chairman of the Company's board of directors (the "**Board**") and comprises a minimum of three members with a majority of members being independent non-executive directors of the Company ("**INEDs**").
- (b) An INED (the "**Chairman**") will chair the Remuneration Committee and may delegate his duties to any other member of the Remuneration Committee.
- (c) Each member of the Remuneration Committee is appointed by the Board for a term of not more than three years and is subject to reappointment upon expiry of the term. A member of the Remuneration Committee who ceases to be a director on the Board shall immediately and automatically cease to be a member of the Remuneration Committee.
- (d) The secretary of the Remuneration Committee shall be nominated by the Company's Chief Executive Officer ("**CEO**") for appointment by the Remuneration Committee.

- (e) The quorum for a meeting of the Remuneration Committee shall be two members of the Remuneration Committee.

### **3. Duties and Responsibilities**

- (a) To make recommendations to the Board on the Company's policy and structure for the remuneration of its directors and senior management and on the establishment of a formal and transparent procedure for developing the Company's remuneration policy.
- (b) To review and approve the performance-based remuneration of individual executive directors and senior management by reference to the corporate goals and objectives of the Company.
- (c) To determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management of the Company, which may encompass benefits in kind, pension rights and/or compensation payments, including any compensation payable for loss or termination of their offices or appointments.
- (d) On an annual basis, to review and approve:
  - (i) the specific remuneration of the CEO, including but not limited to his basic salary, performance-based discretionary bonus and the award of incentive shares; and
  - (ii) the recommendations made by the CEO for the remuneration of other executive director(s) and senior management of the Company, including but not limited to their basic salary, performance-based discretionary bonus and the award of incentive shares.
- (e) To review and approve the compensation payable to the executive directors and senior management of the Company for any loss or termination of office or appointment, to ensure that it is consistent with their contractual terms and is otherwise fair and not excessive.
- (f) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct, to ensure that they are consistent with their contractual terms and are otherwise reasonable and appropriate.
- (g) To make recommendations to the Board on the remuneration of non-executive directors and independent non-executive directors of the Company.
- (h) To take into account the salaries paid by comparable companies, time commitments, responsibilities and employment conditions elsewhere in the Group when determining the remuneration of an individual.
- (i) To ensure that no director or any of such director's associates is involved in deciding that director's own remuneration.

- (j) To review and/or approve matters relating to share schemes of the Company under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (k) The Remuneration 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.

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

- (a) The Chairman of the Remuneration Committee can call a meeting whenever he deems appropriate or necessary. Remuneration Committee meetings should be held at least once every year.
- (b) The Chairman of the Remuneration Committee and the CEO, supported by the secretary of the Remuneration Committee, are responsible for providing all relevant information at least four days before the meeting.
- (c) In the event of an equality of votes, the Chairman of the Remuneration Committee shall have a casting vote.
- (d) The meetings and proceedings of the Remuneration 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 1 December 2022, and supersede any previous Terms of Reference relating to the Remuneration Committee.

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