

## **ASAT HOLDINGS LIMITED**

### **CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

(As adopted by the Board of Directors on October 13, 2005)

#### **PURPOSE:**

The purpose of the Nominating and Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board”) of ASAT Holdings Limited (the “Company”) is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee shall: (i) assist the Board by identifying prospective director nominees and recommend to the Board the director nominees for the annual meeting of shareholders; (ii) develop and recommend to the Board the governance principles applicable to the Company; (iii) oversee the evaluation of the Board and management; and (iv) recommend to the Board director nominees for each committee of the Board.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other duties as the Board may from time to time prescribe.

#### **MEMBERSHIP AND ORGANIZATION:**

The Committee shall be comprised of at least three (3) members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. A Chairperson may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market or other applicable stock exchange and applicable United States federal law.

#### **RESPONSIBILITIES AND AUTHORITY:**

The following shall be the principal recurring duties and responsibilities of the Committee in carrying out its oversight responsibilities. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances and to the extent permitted by applicable law or stock exchange listing standards. The responsibilities of the Committee shall include:

1. Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval;

2. Determine on an annual basis desired Board qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks the Committee shall have the sole authority to retain and terminate any consultant or search firm to be used to identify director candidates;
3. Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences;
4. Evaluate the performance of the Chief Executive Officer and management of the Company, including conducting surveys of director observations, suggestions and preferences;
5. Form and delegate authority to subcommittees when appropriate;
6. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election;
7. Consider shareholder nominees for election to the Board;
8. Review shareholder proposals submitted to the Company and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;
9. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons;
10. Review succession planning, report the Committee's findings and recommendations to the Board, and work with the Board in evaluating potential successors to senior management positions;
11. Coordinate and approve Board and committee meeting schedules.
12. Review, approve and monitor the Company's code of ethics for its officers and employees;
13. If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
14. Review and report to the Board on matters of corporate governance, including identifying best practices and developing and recommending corporate governance principles applicable to the Company;
15. Review and re-examine the Company's Memorandum of Association and Articles of Association, as well as Board committee charters, periodically and make recommendations to the Board for any proposed changes;

16. Annually review and evaluate its own performance;
17. Engage, determine funding for, and obtain advice, reports or opinions from internal or external counsel and expert advisors in performing its responsibilities; and
18. Exercising such other authority and responsibility as the Board may from time-to-time assign to it.

The Committee shall not be required to address each responsibility set forth above at each meeting of the Committee, but rather shall take such actions at such times as are reasonably necessary to carry out the responsibilities set forth herein.

#### **MEETINGS:**

The Committee will meet at such times as it deems necessary or appropriate to fulfill its responsibilities under this Charter, but not less than annually. The Committee may establish its own schedule, which it will provide to the Board in advance. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The majority of the Committee shall be present to constitute a quorum for the transaction of the Company's business.

#### **OUTSIDE ADVISORS:**

The Committee shall have the authority to retain, at the expense of the Company, and meet privately with such independent advisors, consultants, counsel and other experts or advisers as it determines is appropriate to assist in the full performance of its functions, including sole authority to retain and terminate any consultant or search firm used to assist the Committee in identifying and evaluating director candidates, and to approve the consultant or search firm's fees and other retention terms.

#### **MINUTES:**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **REPORTS:**

The Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate.

#### **COMPENSATION:**

Members of the Committee shall receive such fees, if any, for their service as members of the Committee as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

## **CONFLICTS:**

In the event that any conflict arises among the provisions of this Charter and the requirements of Cayman Islands law (“Cayman Law”), or the provisions of the Amended and Restated Articles of Association, as amended, of the Company (such articles, as amended from time to time, the “Articles of Association”), then, to the extent of such a conflict, Cayman law shall govern, provided that to the extent there is such a conflict with the provisions of the Articles of Association but not the requirements of Cayman law, then the applicable provisions of the Articles of Association shall govern, unless such provisions conflict with the requirements of Cayman law, in which case the requirements of Cayman law shall govern to the extent of such conflict with the provisions of the Articles of Association, and this Charter is deemed to be amended to incorporate the provisions of such applicable requirements of Cayman law or Articles of Association as the case may be.