

Champion Technology Holdings Limited

(the “Company”)

Terms of Reference of the Human Resources and Remuneration Committee

The Human Resources and Remuneration Committee of the Company is established by the board of directors of the Company (“the Board”).

Membership

Members and Chairman of the Human Resources and Remuneration Committee shall be appointed by the Board from time to time. The majority of the Human Resources and Remuneration Committee members must be independent non-executive directors of the Company. The Human Resources and Remuneration Committee must be chaired by an independent non-executive director.

Terms of Reference

- (a) to make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration.

The above Terms of Reference shall be updated and revised by the Board as and when necessary.

Reporting

The Human Resources and Remuneration Committee shall report to the Board on the matters in respect of its terms of reference and shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

In performing its duties within its terms of reference, the Human Resources and Remuneration Committee is authorized by the Board:

- to be supplied with adequate information, in a timely manner, by the Company to enable it to make informed decision;
- to have access to independent professional advice if necessary; and
- to be provided with sufficient resources by the Company.

(The above being amended and adopted by the Board on 19 March 2012.)