

Goldenmars Technology Holdings Limited
晶芯科技控股有限公司(the “Company”)

Terms of Reference of the Remuneration Committee
(Adopted by the Company pursuant to the Board resolutions dated 21 August 2013)

Constitution

1. The Remuneration Committee is established as a committee of the board of directors of the Company (the “**Board**”).

Objectives

2. The Remuneration Committee shall review and develop, for the Board’s endorsement, the Company’s policy on remuneration for all its directors (including executive directors).
3. It shall provide a medium of public accountability, which is not controlled by the Company’s management. No director shall be involved in deciding his own remuneration

Membership

4. The Remuneration Committee shall consist of at least three members. A majority of them are to be selected by the Board from amongst the independent non-executive directors (the “**INEDs**”).
5. The Chairman of the Remuneration Committee must be an INED. In the absence of the Chairman of the Remuneration Committee and / or an appointed deputy, the remaining members of the Remuneration Committee shall elect one of their members to chair the meeting.

Secretary

6. The company secretary of the Company or his / her nominee shall be the secretary of the Remuneration Committee.

Frequency of meetings

7. The Remuneration Committee shall meet at least once a year and at such other times as its Chairman require.

Notice of Meetings

8. Meetings of the Remuneration Committee shall be called by the secretary at the request of any of its members.
9. Unless otherwise agreed by all members of the Remuneration Committee, notice of each meeting shall be issued to each member of the Remuneration Committee and any other person required to attend at least 3 working days prior to the date of the meeting. Notice of any adjourned meeting is not required if the adjournment is for less than 14 days. For all other meetings of the Remuneration Committee, reasonable notice shall be given.
10. The agenda and accompanying supporting papers shall be sent to all members of the Remuneration Committee and to other attendees as appropriate at least 3 working days before the date of the meeting (or such other period as the members may agree).

Quorum

11. The quorum necessary for the transaction of business shall be two members of the Remuneration Committee.

Attendance at meetings

12. The Remuneration Committee may request any Director, any member of senior management (including the Head of Human Resources) or any other individual to attend its meetings.
13. The company secretary of the Company or his nominee shall be the secretary of the Remuneration Committee.

Annual General Meeting

14. The Chairman of the Remuneration Committee or in his absence, another member of the Remuneration Committee or failing this, his duly appointed delegate, shall attend the annual general meetings of the Company and be prepared to respond to any shareholder's questions on the Remuneration Committee's activities and responsibilities.

Authority

15. The Remuneration Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee in order to perform its duties. All employees are directed to co-operate with any reasonable request

made by the Remuneration Committee.

16. The Remuneration Committee shall consult the chairman and / or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee shall have access to independent professional advice if necessary.
17. Where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next corporate governance report.

Duties

18. The Remuneration Committee shall have the following specific duties:
 - a. to make recommendations to the Board on the Company's policy and structure for all directors' and senior management 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. either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) 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;
- h. to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- i. to make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of Hong Kong Limited's website and the Company's website.

Reporting Procedures

- 19. Full minutes of the Remuneration Committee's meetings shall be recorded and kept by the secretary of the Remuneration Committee and shall be available for inspection at any reasonable time on prior reasonable notice by any director of the Company.
- 20. Minutes of the Remuneration Committee's meeting shall be circulated promptly to all members of the Remuneration Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.
- 21. The Remuneration Committee Chairman shall report back to the Board on the Remuneration Committee's decisions and recommendations, unless there are legal or regulatory restrictions on the Remuneration Committee's ability to do so.
- 22. The Remuneration Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report and ensure that it is put to the shareholders for approval at the annual general meetings.