

**COMPENSATION COMMITTEE CHARTER**  
**of the Compensation Committee**  
**of Longtop Financial Technologies Limited**

This Compensation Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Longtop Financial Technologies Limited (the “**Company**”) on September 29, 2007, and will become effective immediately upon the Securities and Exchange Commission (the “**SEC**”) declaring the Company’s registration statement on Form F-1 effective (the “**Effective Time**”) in connection with the Company’s initial public offering of its ordinary shares, in the form of American Depositary Shares, in the United States.

**I. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) of the Board is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, including reviewing and evaluating and, if necessary, revising the compensation plans, policies and programs of the Company adopted by the Company’s management, and (2) to review and approve the annual report on executive compensation for inclusion in the Company’s annual report on Form 20-F filed with the SEC. The Committee shall ensure that compensation programs are designed and evaluated to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s shareholders.

In addition to the powers and responsibilities expressly delegated to the Committee in the Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Memorandum and Articles of Association, as amended from time to time (the “**Articles**”). The powers and responsibilities delegated by the Board to the Committee in the Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers and responsibilities delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and subject to the Articles, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Committee shall be composed of at least two members of the Board as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, (2) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, and (3) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. In addition, at least a majority of the members of the Committee shall satisfy the independence requirements of the New York Stock Exchange within the one-year period after the Effective Time, and all of the members of the Committee shall satisfy the independence requirements of the New York Stock Exchange beginning from the first anniversary of the Effective Time.

The members of the Committee, including the chair of the Committee (the “**Chair**”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

### **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least once per year, including at least once per year during which only independent director members are present, or more frequently as the Committee deems necessary or desirable. Any meeting of the Committee may be conducted in person or via teleconference where every member participating can hear each other.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee. In addition, the Committee shall exclude the Company’s chief executive officer (the “**CEO**”), from its meetings when the compensation of the CEO is discussed and determined.

The Committee shall have the sole authority to retain, at terms it deems appropriate, and/or replace, any independent counsels, compensation and benefits consultants and other outside experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular legal counsels or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee.

The Chair shall report to the Board following meetings of the Committee if requested by the Chairman of the Board. Minutes of the meetings shall be kept by a person designated by the Chair. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meetings.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review and evaluate and, if necessary, revise the Company's compensation plans, policies and programs adopted by the management.

2. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the CEO evaluate the performance of the CEO in light of those goals and objectives and determine and approve the compensation of the CEO based on such evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.

3. The Committee shall review and approve the CEO's employment agreement and any amendments thereto, and severance arrangements, if any.

4. The Committee shall make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans. The Committee shall attempt to ensure that the Company's compensation scheme is effective in retaining and attracting key employees, implements business strategies and objectives for enhanced shareholder value, and is administered in a fair and equitable manner consistent with the Company's compensation philosophy.

5. The Committee shall manage and annually review all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans, and with respect to each plan shall have responsibility for:

(a) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;

(b) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);

(c) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;

(d) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);

(e) approving which executive officers are entitled to awards under the Company's stock option plan(s); and

(f) repurchasing securities from terminated employees.

(g) conducting an annual review of all compensation plans, including reviewing each plan's administrative costs, reviewing current plan features relative to any

proposed new features, and assessing the performance of each plan's internal and external administrators if any duties have been delegated.

6. The Committee shall periodically review the Company's policies concerning perquisite benefits.

7. The Committee shall periodically review the Company's policies with respect to change of control or "parachute" payments, if any.

8. The Committee shall review and approve director and executive officer indemnification and insurance matters.

9. The Committee shall review and approved any employee loans in an amount equal to or greater than one hundred and twenty thousand dollars (US\$120,000.00).

10. The Committee shall review and approve the annual report on executive compensation for inclusion in the Company's annual report on Form 20-F filed with the SEC.

11. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

12. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee except that it shall not delegate its responsibilities set forth in paragraph 5, to the extent it relates to the compensation of the CEO, of Section IV, and paragraphs 2 and 3 of Section IV. For avoidance of doubt, the committee may have discussions of CEO compensation with the Board, as needed.