

**CHINA SUCCESS FINANCE GROUP HOLDINGS LIMITED**  
**(中國集成金融集團控股有限公司)**  
*(Incorporated in the Cayman Islands with limited liability)*

**TERMS OF REFERENCE OF  
THE REMUNERATION COMMITTEE**

**(Adopted on 18 October 2013)**

**CHINA SUCCESS FINANCE GROUP HOLDINGS LIMITED**  
**Terms of Reference of the Remuneration Committee (adopted on 18 October 2013)**

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**Formation**

1. The remuneration committee (the “**Committee**”) of China Success Finance Group Holdings Limited (the “**Company**”) was formed pursuant to the resolution of the Board of directors of the Company (the “**Board**”) passed on 18 October 2013.

**Composition and Quorum**

2. The Committee shall consist of three directors appointed by the Board from time to time. A majority of the Committee members should be independent non-executive directors.
3. The quorum for a meeting of the Committee shall be two members.
4. The company secretary of the Company shall be the secretary of the Committee. The secretary of the Committee or in his/her absence, his/her representative or any one member of the Committee, shall be the secretary of the meetings of the Committee.

**Proceedings of meetings**

5. The provisions of the articles of association of the Company regulating the meetings and proceedings of the meetings of the Board so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall mutatis mutandis apply to regulate the meetings and the proceedings of the meetings of the Committee.

**Authority**

6. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
7. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Committee should be provided with sufficient resources to discharge its duties.

## **Duties**

8. The duties of the Committee shall be:
- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration;
  - (b) to have the delegated responsibilities to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of the non-executive directors of the Company. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Company or any of its subsidiaries and desirability of performance-based remuneration;
  - (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
  - (d) to make recommendations to the Board on the remuneration of non-executive directors;
  - (e) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
  - (f) to review and approve compensation arrangements relating to dismissal or removal of the directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
  - (g) to ensure that no director or any of his associates is involved in deciding his own remuneration;
  - (h) to consult the chairman and/or the chief executive officer about the Committee's proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary; and
  - (i) to consider other topics as defined by the Board.

### **Reporting procedures**

9. The Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
10. The secretary to the Committee shall keep full minutes of all Committee meetings. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed. Draft and final versions of minutes of meeting of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting. The secretary shall also circulate the minutes of meetings, reports and all written resolutions of the Committee to all members of the Board.

### **Powers of the Board**

11. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

### **Publication of these terms of reference**

12. A copy of these terms of reference will be made available to any person upon request.