

CHINA HUIRONG FINANCIAL HOLDINGS LIMITED
中國匯融金融控股有限公司

**Terms of reference of
the Internet Finance Business Committee
of the Board of the Company**

Adopted on 28 May 2015

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

| | |
|--|---|
| “Board” | means the Board of Directors of the Company; |
| “Committee” | means the Internet Finance Business Committee of the Board; |
| “Company” | means China Huirong Financial Holdings Limited; |
| “Directors” | means the directors of the Company, and “Director” means any one of them; |
| “Group” | means the Company and its subsidiaries; |
| “Independent Non-executive Directors” | means non-executive Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them; |
| “Listing Rules” | means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; |
| “senior management” | means the persons referred to in the Company’s corporate communications as senior management from time to time. |

Members

1. The Committee shall comprise not less than three Directors, and at least one of the Committee members shall be an Independent Non-executive Director.
2. The chairman of the Committee shall be appointed by the Board and shall be shall be the chairman of the Board or an Independent non-executive Director.
3. The secretary of the Committee shall be the Company's secretary or any person designated as such by the Committee from time to time.

Proceedings

4. The quorum for meetings of the Committee shall be any two of its members.
5. The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under any regulatory requirements (if any) applicable to the Company from time to time.
6. The Committee may invite any other Director, executive, employee of the Group or other person to attend any meeting of the Committee as it may from time to time consider desirable to assist the Committee in the fulfilment of its duties.

Authority

7. The Committee is authorised by the Board to investigate into 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.
8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meeting as it considers appropriate.

Duties

9. The duties of the Committee are:
 - 9.1 to be primarily responsible for formulating and making recommendations to the Board on the strategies of the Group in the area of providing financial solutions via internet and other e-commerce matters ("**Internet Finance Business**");
 - 9.2 to supervise the implementation, and review the performance and efficiency, of the Internet Finance Business by the Group; and
 - 9.3 to consider other matters as referred to the Committee by the Board.

Miscellaneous

10. Minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he has acted as secretary in draft and final forms to all members of the Committee within a reasonable time after such meeting is held.
11. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.