

**CHARTER OF THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS  
OF  
YINTECH INVESTMENT HOLDINGS LIMITED (THE  
“COMPANY”)**

(As adopted by the Board of Directors on March 28,  
2016)

**Purpose and Scope**

The Compensation Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to discharge the responsibilities set forth in this Compensation Committee Charter (“Charter”). The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

**Membership**

The Committee shall consist of at least three members. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson.

**Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

*Executive Compensation*

- The Committee shall review and approve the compensation of the Chief Executive Officer of the Company (hereinafter referred as “CEO”). In relation to other executive officers of the Company, currently including the Chief Financial Officer and the Vice Presidents (together with the CEO, the “Executive Officers”), the Committee shall review and approve their compensation in consultation with the CEO. In reviewing and approving the CEO and Executive Officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate and individual goals and objectives relevant to the CEO and Executive Officers compensation;
  - evaluate the CEO’s and each other Executive Officer’s performance in light of such goals and objectives and determine (i)

the contingent compensation of the CEO, and (ii) the salaries and contingent compensation of other Executive Officers, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company; and

- determine any long-term incentive component of the CEO's and each other Executive Officer's compensation.

#### *Management Succession*

- The Committee shall, in consultation with the Company's CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

#### *Compensation Policies and Plans*

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to shareholder approval), including the review and recommendation of the overall cash incentive scheme, any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of the Executive Officers and any other factors that it deems appropriate.
- The Committee shall monitor the administration of the Company's share incentive plans, grant stock option, restricted stock and other equity awards and approve modifications of such awards, provided that the Board may delegate to another committee the concurrent authority to make such awards to individuals other than the Executive Officers.
- The Committee shall oversee the administration of other material employee benefit plans of the Company.

#### *Executive Expenses*

- The Committee shall review and approve policies and procedures relating to the perquisites and expense accounts of the Executive Officers.

#### *Reporting to the Board*

- The Chairperson will periodically report to the Board on the Committee's deliberations and actions.
- The Committee shall make recommendations to the Board regarding the adoption or amendment of equity incentive plans, including the option pool, and approve amendments to such plans to the extent authorized by

the Board.

- The Committee shall, as necessary, report its findings and recommendations to the Board, and working with the Board in evaluating potential successors to Executive Officer positions.
- At least annually, the Committee shall evaluate its own operations and performance and report to the Board on such evaluation and make such changes as it deems appropriate.
- The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

#### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

#### **Investigations, Studies and Outside Advisors**

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee has the exclusive authority to select and retain counsel, consultants, accountants and other advisers to assist the Committee in carrying out its duties. The Committee also has the exclusive authority to determine its advisers' compensation and the other terms of their retention.

#### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. The Board expects that the Committee will meet at least once per year. No Executive Officer should attend that portion of any meeting where such Executive Officer's performance or compensation is discussed, unless specifically invited by the Committee.

#### **Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

## **Compensation**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as the Board may determine.

## **Delegation of Authority**

The Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of the CEO or Executive Officer compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Committee may, to the extent permitted under applicable law and the Company's charters, form subcommittees and delegate authority to them when it deems it appropriate and in the best interests of the Company.