



CHINA FINANCIAL LEASING GROUP LIMITED
中國金融租賃集團有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2312)

Terms of Reference of the Nomination Committee

The Board of Directors (the “Board”) of China Financial Leasing Group Limited (the “Company”) resolved at a meeting of the Board on 21 December 2011 to establish a nomination committee (the “Committee”).

1. Composition

- 1.1 Members of the Committee shall be appointed by the Board from time to time and a majority of members shall be independent non-executive Directors. The Committee shall have a minimum of three members. A quorum for meeting of Committee shall be two members.
- 1.2 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive Director.

2. Secretary

The Company Secretary of the Company shall be the secretary of the Committee.

3. Meetings

- 3.1 Meeting may be convened by any member of the Committee or by the Secretary of the Committee on the request of a member of the Committee. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine.

* *for identification purpose only*

- 3.2 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes cast by the members of the Committee present.
- 3.3 Unless otherwise stated therein, all provisions of law and of the Company's Articles of Association relating to proceedings of the Board shall apply *mutatis mutandis* to proceedings of the Committee.
- 3.4 The secretary of the Committee shall be responsible for preparation of and keeping minutes of meetings of the Committee and the minutes shall be circulated to all members of the Committee, within a reasonable time of the meeting.

4. Attendance at meetings

Members of the Committee shall normally attend meetings of the Committee. At the invitation of the Committee, other members of the Board and any other persons may attend all or part of any meetings of the Committee.

5. Duties

The Committee shall have the following responsibilities and duties:

- 5.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 5.3 assess the independence of independent non-executive Directors; and
- 5.4 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive.

6. Reporting Procedure

Minutes of the Committee shall be circulated to the Board after each meeting of the Committee. For any matters that require immediate attention of the Board, the Committee shall report immediately after the meeting.