

COMPENSATION COMMITTEE CHARTER
of the Compensation Committee
of CNinsure Inc.

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of CNinsure Inc. (the “Company”) on October 10, 2007 and was amended and adopted by the Board on February 28, 2013 and March 1, 2014.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board is to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company. The Committee shall ensure that compensation programs are designed 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 this 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 bylaws. The powers and responsibilities delegated by the Board to the Committee in this 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 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, 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 two or more directors, as determined by the Board, none of whom shall be an employee of the Company and each of whom shall be an “independent director” as defined under Rule 5605(a)(2) of the Nasdaq Stock Market and a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “1934 Act”).

In affirmatively determining whether a director is eligible to serve on the Committee, the Board must also consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to such director’s ability to be independent from management in connection with the duties of a member of the Committee. Such factors include (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating Committee. 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.

If the Company fails to comply with the compensation committee composition requirement under Rule 5605(d)(2)(A) of the Nasdaq Stock Market due to one vacancy or one compensation committee member ceases to be independent due to circumstances beyond the member's reasonable control, the Company shall regain compliance with the requirement by the earlier of its next annual shareholders meeting or one year from the occurrence of the event that caused the failure to comply with this requirement; *provided, however*, that if the annual shareholders meeting occurs no later than 180 days following the event that caused the failure to comply with this requirement, the Company shall instead have 180 days from such event to regain compliance.

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 Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

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 Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and 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.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. The Committee shall have the sole authority, as it deems appropriate, to retain or obtain the advice from the Company's regular legal counsel, other independent counsels, compensation and benefits consultants and other outside experts or advisors (the "Compensation

Advisors”) as the Committee believes to be necessary or appropriate. The Committee is not bound by the advice or recommendations of the Compensation Advisors and shall exercise its own judgment in fulfilling its responsibilities.

2. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the Compensation Advisors.

3. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to the Compensation Advisors.

4. The Committee shall select, or receive advice from the Compensation Advisors, other than in-house legal counsel, after taking into consideration of the following factors:

(i) the provision of other services to the Company by the person that employs the Compensation Advisors;

(ii) the amount of fees received from the Company by the person that employs the Compensation Advisors, as a percentage of the total revenue of the person that employs such Compensation Advisors;

(iii) the policies and procedures of the person that employs the Compensation Advisors that are designed to prevent conflicts of interest;

(iv) any business or personal relationship of the Compensation Advisors with a member of the Committee;

(v) any stock of the Company owned by the Compensation Advisors; and

(vi) any business or personal relationship of the Compensation Adviser or the person employing the Compensation Advisors with an executive officer of the Company.

5. The Committee shall conduct the independence assessment outlined in this Charter with respect to any Compensation Advisors, other than in-house legal counsel. Nevertheless, the Committees may select, or receive advice from, any Compensation Advisors, including ones that are not independent, after considering factors (i) through (vi) outlined above.

6. For purposes of this Charter, the Committee is not required to conduct an independence assessment for any Compensation Advisors that act in a role limited to the following activities for which no public disclosure is required: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of any executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by such Compensation Advisors, and about which such Compensation Advisors does not provide advice.

7. The Committee shall, at least annually, review the compensation philosophy of the Company.

8. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and determine and approve the compensation of the Chief Executive Officer based on such evaluation. The Committee shall have sole authority to determine the Chief Executive Officer's compensation.

9. The Committee shall, at least annually, review and approve all compensation for all other officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act), directors and all other employees of the Company or its subsidiaries with a base salary greater than or equal to \$200,000.

10. The Committee shall make recommendations to the Board with respect to non-CEO compensation and shall review and approve all officers' employment agreements and severance arrangements.

11. The Committee shall periodically manage and 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:

- (i) general administration;
- (ii) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
- (iii) 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);
- (iv) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
- (v) 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 Chief Executive Officer or an executive officer, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights);
- (vi) approving which executive officers are entitled to awards under the Company's stock option plan(s); and
- (vii) repurchasing securities from terminated employees.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

12. The Committee shall establish and periodically review policies concerning perquisite benefits.

13. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.

14. The Committee shall manage and review executive officer and director indemnification and insurance matters.

15. The Committee shall manage and review any employee loans in an amount equal to or greater than \$500,000.

16. 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.

17. 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 of the Committee, except that it shall not delegate its responsibilities set forth in paragraphs 1 through 5, 10 and 12 of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."