

## Future FinTech Group Inc., AUDIT COMMITTEE CHARTER

### I. Purpose and Scope

The Audit Committee is a standing committee of the Board of Directors. The primary function of the Audit Committee (the "Committee") is to oversee the accounting and financial reporting processes of Future FinTech (the "Company"), and the audits of the financial statements of the Company and to exercise the responsibilities and duties set forth below, including, but not limited to:

- assisting the Board of Directors in fulfilling its responsibilities by reviewing: (i) the financial reports provided by the Company to the Securities and Exchange Commission ("SEC"), the Company's stockholders or to the general public, and (ii) the Company's internal financial and accounting controls;
- recommending, establishing and monitoring procedures designed to improve the quality and reliability of the disclosure of the Company's financial condition and results of operations;
- overseeing the appointment, compensation, and evaluation of the qualifications and independence of the Company's independent auditors;
- overseeing the Company's compliance with legal and regulatory requirements;
- overseeing the adequacy of the Company's internal controls and procedures to promote compliance with accounting standards and applicable laws and regulations;
- engaging advisors as necessary; and
- determining the funding from the Company that is necessary or appropriate to carry out the Committee's duties.

### II. Membership

The Audit Committee shall consist of no fewer than three members, none of whom shall be an employee of the Company and each of whom shall be an independent Director. For purposes of the Audit Committee, an independent Director shall be one who meets the independence requirements of the principal stock exchange upon which the Company's common stock is traded and the provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated by the Securities and Exchange Commission (the "SEC") promulgated thereunder, each as in effect from time to time. At least one member shall be a "financial expert" as such term is defined by regulations of the SEC.

Each member shall be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement, and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. At least one member of the Audit Committee shall have had past employment experience or background which results in that member's financial sophistication, including having been a Chief

Executive Officer, Chief Financial Officer or other senior officer with financial oversight responsibilities.

Members shall be selected and vacancies shall be filled by the Board of Directors. The members shall designate one member as the Chairperson of the Audit Committee. A member may only be removed by a vote of the majority of the Board of Directors.

The Committee shall meet at least four times annually, or more frequently as the Committee may determine. Members of management, the Company's independent auditors and others shall attend meetings to provide pertinent information as necessary. The Audit Committee may meet via telephone conference calls. Minutes of each meeting shall be prepared and the Committee shall report regularly to the Board as to its activities.

### **III. Duties and Responsibilities**

The Committee shall have and may exercise the powers of the Board in matters relating to the following duties and responsibilities, to the fullest extent permitted by law:

#### **Documents/Reports Review**

1. The Committee shall review and assess the adequacy of this Charter at least annually.
2. The Committee shall review and discuss with representatives of management and representatives of the independent accounting firm the Company's quarterly and annual financial statements prior to any filing with the SEC or any release to the public or investors.
3. The Committee shall recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the SEC.

#### **Independent Accounting Firm**

4. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditors. The authority of the Committee shall include ultimate authority to approve all audit engagement fees and terms. The Committee shall have the ultimate authority and responsibility to appoint, evaluate and, when warranted, replace such independent accounting firm (or to recommend such replacement for shareholder approval in any proxy statement).
5. The Committee shall resolve any disagreements between management and the independent auditors as to financial reporting matters.
6. The independent auditors shall report directly to the Committee on matters pertaining to the work performed during its engagement and on matters required by applicable

#### **Regulatory Body rules and regulations.**

7. The Committee shall take such action as it reasonably believes is necessary to confirm and assure the independence of the independent accountant. In that regard, the Audit Committee is responsible for actively engaging in dialogue with the independent accountant with respect to any disclosed relationships or services that may impact on the objectivity and independence of the independent accountant and for taking, or recommending that the Board of Directors take, appropriate action to oversee the

independence of the independent accountant.

8. The Committee shall review the annual audit plan of the outside auditors and evaluate their performance.

9. The Committee shall evaluate the performance of the independent auditors and consider the discharge of the independent auditors when circumstances warrant. The independent auditors shall be ultimately accountable to the Committee.

10. The Committee shall oversee the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit, and the audit partner responsible for reviewing the audit at least once every five years, and oversee the rotation of other audit partners in accordance with applicable rules and regulations.

11. The Committee shall approve in advance all audit and non-audit services to be performed by the independent auditors.

12. The Committee shall have the authority to oversee and determine the compensation of any independent auditors engaged by the Company and shall notify the Company of any anticipated funding needs of the Committee.

13. The Committee shall consider and review with the Company's independent auditors and management any significant findings and any review or audit problems or difficulties encountered in the course of the review or audit work during the quarterly review and year-end audit, and management's responses to them.

14. The Committee shall annually review the qualifications, performance and independence of the independent auditors and the senior members of the independent auditors' audit engagement team.

15. The Committee shall discuss with management and the independent auditors any accounting adjustments that were noted or proposed by the independent auditors, but not adopted or reflected.

16. The Committee shall annually obtain and review a report by the independent auditors describing (i) the independent auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal qualitycontrol review or peer review of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to deal with such issues.

#### **Internal Controls**

17. The Committee shall review the responsibilities, budget and staffing of any internal auditors.

18. The Committee shall review the reports of the Chief Executive Officer and Chief Financial Officer (in connection with their required certifications for the Company's filings with the SEC) regarding any significant deficiencies or material weaknesses in the design or operation of internal controls, and any fraud that involves management or other employees who have a significant role in the Company's internal controls. Financial

#### **Reporting Processes**

19. The Committee shall consult with the Company's independent auditors concerning

the completeness and accuracy of the Company's financial statements.

20. The Committee shall review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer in connection with their certifications of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including disclosures concerning (a) evaluations of the design and operation of the Company's internal control over financial reporting, (b) significant deficiencies and material weaknesses in the design and operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, and (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. The Committee shall direct the actions to be taken and/or make recommendations to the Board of Directors of actions to be taken to the extent such disclosures indicate the finding of any significant deficiencies in internal controls or fraud.

21. The Committee shall review changes to the Company's accounting principles as recommended by the outside auditors or management.

22. The Committee shall review periodically with the Company's management, general counsel and outside auditors, legal and regulatory matters and accounting initiatives that could have a significant effect on the Company's financial statements.

#### **Reporting**

23. The Committee shall prepare, in accordance with the rules of the SEC as modified or supplemented from time to time, a written report of the Committee to be included in the Company's annual proxy statement for each annual meeting of stockholders.

24. To the extent required by any Regulatory Body, the Committee shall instruct the Company's management to disclose in its annual proxy statement for each annual meeting of stockholders, Annual Report on Form 10-K and Quarterly Report on Form 10-Q, the approval by the Committee of any non-audit services performed by the independent accounting firm, and review the substance of any such disclosure and the considerations relating to the compatibility of such services with maintaining the independence of the accounting firm.

#### **Other**

25. The Committee is responsible for reviewing existing policies concerning related party transactions and conflicts of interest between Board members or senior management, on the one hand, and the Company, on the other hand, and recommend any changes to such policies. Attached hereto as Schedule A is the Company's Statement of Policies and Procedures with Respect to Related Party Transactions which was approved by the Board of Directors of the Company on September 30, 2008 and is currently in effect.

26. The Committee must perform an annual self-evaluation.

27. The Committee shall investigate any other matter brought to its attention within the scope of its duties which it deems appropriate for investigation.

#### **IV. Committee Resources and Advisors**

The Committee shall have the authority to retain, at the expense of the Company, such

independent legal and other advisors as it shall deem necessary to carry out its duties, without Board or management approval.

The Company shall determine the funding necessary for: (i) compensation to any independent accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any outside advisors engaged by the Committee as provided above; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

**IV. Limitation of Committee's Role**

- V. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.