

ALLIANCE GLOBAL GROUP, INC.
RELATED PARTY TRANSACTION COMMITTEE CHARTER

This Related Party Transaction Committee Charter (the “Charter”) is promulgated by the Related Party Transaction Committee (the “Committee”) of **ALLIANCE GLOBAL GROUP, INC.** (the “Corporation”) and adopted by the Board of Directors (“Board”) of the Corporation to provide for the purpose, membership structure, and duties and responsibilities of the Committee, which shall guide the conduct of its functions.

1. PURPOSE

Pursuant to the Revised Manual on Corporate Governance of the Corporation (the “Manual”), the Committee shall be tasked with reviewing all material related party transactions (“RPTs”) of the Corporation.

2. STRUCTURE

2.1. Composition

The Committee shall be composed of at least three directors, two of whom should be independent, including the Chairman.

2.2. Qualifications

Each member of the Committee shall have all of the qualifications and none of the disqualifications of a director provided under the Manual, and the Corporation’s By-Laws.

2.3. Term

The Board shall appoint the members of the Committee during its annual organizational meeting. Each member shall serve for a period of one (1) year until his/her successor shall have been duly appointed in the next organizational meeting of the Board, unless removed or replaced by the Board.

2.4. Vacancy

Any vacancy in the Committee caused by the death, resignation, removal or disqualification of a member, or by any other cause, may be filled by the Board. The member appointed to fill the vacancy shall hold office for the remainder of the unexpired term of his predecessor, or until his successor shall have been duly appointed and qualified.

3. DUTIES AND RESPONSIBILITIES

The Committee shall have the following functions:

- A. Evaluate on an ongoing basis existing relations between and among business and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;

- B. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee takes into account, among others, the following:
- I. The related party's relationship to the Corporation and interest in the transaction;
 - II. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - III. The benefits to the corporation of the proposed RPT;
 - IV. The availability of other sources of comparable products or services; and
 - V. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
- C. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the company's affiliation or transactions with other related parties;
- D. Report to the Board of Directors as needed the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
- E. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
- F. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

4. OPERATION

4.1. Meetings

The Committee may meet and vote in person or through teleconference, video conferencing facility or other similar means, at such times and places as it considers appropriate, at least once a year. The Chairperson of the Committee, any Committee member, or the Committee Secretary, may call a meeting of the Committee.

The Chairperson shall preside at all meetings. In the absence of the Chair, any member may preside.

Meetings may be held, and the members can participate in meetings of the Committee, through teleconference, video conference or other similar means.

4.2. Quorum

Attendance of at least two (2) Committee members shall constitute a quorum for all meetings.

4.3. Voting

The affirmative vote of a majority of such quorum shall be required to authorize any corporate action.

4.4. Notices

A notice of each meeting of the Committee specifying the place, date, and time thereof, but need not state the agenda and matters to be discussed during the meeting, unless provided by the person who called the meeting, and shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least two (2) days prior to the date of the meeting. Each member shall give the Committee Secretary his address, facsimile number and electronic mail address for the service of notices of meetings. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

5. REPORTING

The Chairperson of the Committee or his designate shall report directly to the Board all actions of the Committee at the meeting of the Board following such actions.

Any act of the Committee which is within the scope of its duties and responsibilities shall not require ratification or approval by the Board for its validity. However, such acts shall be subject to revision or alteration by the Board, provided that no rights or acts of third parties shall be affected by such revision or alteration.

6. RESOURCES AND AUTHORITIES

The Committee shall have full access to all relevant information, data, records and personnel of the Corporation or such resources and authorities appropriate to discharge its function, duties and responsibilities including the authority to obtain advice from external consultants and functional specialists within the Corporation.

7. EFFECTIVITY

This Charter shall take effect immediately upon approval by the Board.