

**NOMINATING AND CORPORATE GOVERNANCE**

**COMMITTEE CHARTER OF**

**CHINANET ONLINE HOLDINGS, INC.**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of ChinaNet Online Holdings, Inc. (the “Company”) shall consist of a minimum of three (3) directors, each of which shall meet the independence requirements and standards established from time to time by the Securities and Exchange Commission (the “SEC”) and any such securities exchange on which the Company’s securities are listed or quoted for trading. The Board shall appoint the members of the Nominating Committee, considering the views of the Chairman of the Board. The members of the Nominating Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Nominating Committee. The Board shall have the power at any time to remove members of the Nominating Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements and standards established by the SEC and any such securities exchange on which the Company’s securities are listed or quoted for trading. The Nominating Committee shall meet at least once a year.

ChinaNet Online Holdings, Inc. (以下简称“本公司”)董事会提名暨公司治理委员会(以下简称“提名委员会”)将由至少三位董事组成，每一位成员应符合美国证券交易委员会(以下简称“证交会”)及本公司挂牌交易的交易所随时制定的独立性规定与标准。董事会应考虑董事长意见，指派提名委员会成员。提名委员会成员应执行业务直到新成员被指派并确认资格符合，并应任命提名委员会主席。董事会有权随时解任提名委员会成员并重新指派以填补空缺，但前提是新指派的成员亦须符合证交会及本公司挂牌交易的交易所相关规定。提名委员会应至少每年举行会议一次。

The purpose of the Nominating Committee shall be to assist the Board in identifying qualified individuals to become board members, in determining the composition of the Board and in monitoring a process established to assess Board effectiveness.

提名委员会的成立目的在于协助董事会鉴别出具有资格成为董事会成员的个人、决定董事会组成成员及监管为了评估董事会效率而建立的程序。

In furtherance of this purpose, the Nominating Committee shall have the following authority and responsibilities:

为了实现前述目的，提名委员会应具有下列权限及责任：

1. make recommendations to the Board regarding the size and composition of the Board, establish procedures for the nomination process and screen and recommend candidates for election to the Board;

就董事会的规模及组成向董事会提出建议，建立提名程序及向董事会甄别和推荐候选人；

2. to review with the Board from time to time the appropriate skills and characteristics required of Board members;

随时与董事会共同审查董事会成员应具备的技能与特性；

3. to establish and administer a periodic assessment procedure relating to the performance of the Board as a whole and its individual members; and

就董事会的整体以及董事会成员个人的绩效表现建立并执行定期评估；及

4. make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing corporate governance guidelines to be adopted by the Board.

向董事会就公司治理及其执行提出建议，包括建立及定期审核由董事会采用的公司治理指导方针。

The Nominating Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

提名委员会应有权自行决定依其认定合适的情形下，将其责任授权于子委员会。

The Nominating Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as it may deem appropriate in its sole discretion. The Nominating Committee shall have sole authority to approve related fees and retention terms.

提名委员会应有权雇用人力资源公司以协助其确定董事人选，并自行决定于其认为適切时，聘请外部顾问及任何其它顾问。提名委员会应有独立的权限核准相关费用及聘用条件。

The Nominating Committee shall report its actions and recommendations to the Board after each committee meeting. The Nominating Committee shall annually review its own performance.

提名委员会应在每次委员会会议后向董事会报告其采取的行动及建议。提名委员会应年度审查自己的绩效。