

## MEMSIC, INC.

### Charter for the Governance Committee of the Board of Directors

#### I. Statement of Purpose

The Corporate Governance Committee (the “Committee”) is a standing committee of the board of directors (the “Board”) of MEMSIC, Inc. (together with its subsidiaries, the “Company”). The purpose of the Committee is to advise the Board regarding appropriate corporate governance policies and assist the Board in achieving them.

#### II. Organization

A. **Charter.** By adoption of this charter, the Board has delegated to the Committee the authority necessary for the Committee to fulfill its obligations under this charter. At least annually, the Committee shall review and assess the adequacy of this charter and recommend to the Board any changes that would enable the Committee to fulfill its responsibilities more effectively.

B. **Members.** The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by, and serve at the discretion of, the Board. In selecting the members of the Committee, the Board shall endeavor to ensure that each member of the Committee satisfies any applicable independence requirements of Nasdaq Marketplace Rule 4200(a)(15), as amended from time to time, and any other applicable rules and regulations.

C. **Chairperson.** The Board shall appoint a chairperson of the Committee, who shall serve at the discretion of the Board. The chairperson shall establish the agenda for and preside at all meetings of the Committee and shall have such other powers and responsibilities as the Board or the Committee shall designate.

D. **Meetings; Minutes.** Each year, the Committee shall establish a schedule of meetings; additional meetings may be scheduled as required. The Committee shall meet periodically in executive session, as it deems appropriate. The procedures with respect to calling, noticing and holding meetings of the Committee and conducting business of the Committee shall be the same as those provided in the by-laws of the Company with respect to calling, noticing and holding meetings of and taking action by the Board. The Committee shall maintain written minutes of its meetings. The minutes shall be distributed periodically to the other members of the Board and shall be filed with the minutes of the meetings of the Board.

E. **Reports.** The Committee shall make regular reports to the Board regarding the activities of the Committee. Such reports may be made either orally or in writing.

### **III. Responsibilities**

A. ***Corporate Governance.*** The Committee shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate. Specifically, the Committee shall, on a periodic basis:

(i) review the certificate of incorporation and bylaws of the Company and, where appropriate, recommend to the Board that it amend the bylaws, or that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders;

(ii) review the corporate governance practices of the Company and, where appropriate, make recommendations to the Board with respect to changes to such practices, including, among other matters: (a) the size, composition and responsibilities of the Board and its committees, (b) policies, if any, with respect to the tenure and retirement of directors, stock ownership requirements or restrictions concerning the maximum number of boards on which a director may serve, (c) the organization and procedures of the Board, including policies relating to meetings of the Board, meeting schedules and locations, agendas and procedures for delivery of materials in advance of meetings, (d) procedures for security holders and other interested parties to communicate with non-management members of the Board, and (e) policies regarding attendance by directors at the Company's annual meeting of stockholders; and

(iii) review and evaluate the Company's succession plans relating to its chief executive officer and other executive officers.

B. ***Evaluation of the Board and the Committee.*** The Committee shall oversee an annual evaluation of the Board. The Committee shall report annually to the Board on the results of the evaluation of the Board. The Committee shall evaluate its own performance on an annual basis and report annually to the Board on the results of evaluation of the Committee.

C. ***Director Education.*** The Committee shall consider on an annual basis the nature of any continuing education that may be desirable for the Board and, if appropriate, recommend to the Board that resources be made available in this regard.

D. ***Other Delegated Responsibilities.*** The Committee shall carry out such other duties as the Board may delegate to the Committee from time to time.

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