

MEMSIC, INC.

Charter for the Nominating Committee of the Board of Directors

I. Statement of Purpose

The Nominating Committee (the “Committee”) is a standing committee of the board of directors of MEMSIC, Inc. (together with its subsidiaries, the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the board and to recommend to the Board of Directors nominees for election as directors.

II. Organization

A. **Charter.** By adoption of this charter, the board of directors 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 of directors 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 of directors. The members of the Committee shall be appointed by, and serve at the discretion of, the board of directors. In selecting the members of the Committee, the board shall endeavor to ensure that each member of the Committee satisfies the 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 of directors 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 of directors. The Committee shall maintain written minutes of its meetings. The minutes shall be distributed periodically to the other members of the board of directors and shall be filed with the minutes of the meetings of the board of directors.

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

III. Responsibilities

A. ***Establishment of Selection Criteria.*** The Committee shall establish and periodically review the criteria it shall use to evaluate the qualifications of candidates, including any minimum qualifications. The Committee shall consider the requirements of applicable law, the listing standards of the Nasdaq Stock Market, Inc., strength of character, judgment, business experience and specific areas of expertise, familiarity with the Company's industry, factors relating to the composition of the board (including its size and structure), principles of diversity, and such other factors as the Committee shall deem appropriate.

B. ***Director Recruitment.*** The Committee shall (in consultation with the Board of Directors) search for, evaluate and recruit, and shall recommend to the Board of Directors, candidates to fill positions on the Board of Directors, including as a result of the retirement, resignation or removal of any director, an increase in the size of the board of directors or otherwise. In determining whether to recommend the re-election of any incumbent director, the Committee shall consider the past contributions and overall performance of the director. The Committee shall establish appropriate procedures for stockholders to submit recommendations for candidates to serve as a director. The Committee shall also review and evaluate any candidate properly recommended by a stockholder of the Company in light of the Committee's criteria for selection of new directors.

C. ***Assessment of Independence.*** The Committee shall at least annually, or more frequently as circumstances require, assess the independence of each member of the board of directors.

D. ***Other Delegated Responsibilities.*** The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

* * *

Approved by the board of directors on September 5, 2007.