

FUDA GROUP (USA) CORPORATION

Nominating Committee Charter

I. PURPOSE

The purpose of the Nominating Committee of the Board of Directors (the "Board") of FUDA Group (USA) Corporation (the "Company") is to ensure effective governance of the Company by recommending to the Board appropriate candidates to serve as directors of the Company.

II. MEMBERSHIP

The Nominating Committee shall be composed of two or more directors, each of whom must satisfy the independence requirements under the listing standards of NASDAQ as in effect from time to time. The Nominating Committee members shall be appointed by the Board and may be removed by the Board in its discretion. The Nominating Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting of one more members as the Nominating Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors under the standards described above.

III. RESPONSIBILITIES

The Nominating Committee, to the extent it deems necessary or appropriate, will:

- periodically review the composition, skills and qualifications of the members of the Board, and report to the Board regarding suggested changes in size or composition of the Board and any succession planning for the Board chairperson and other Board members;
- identify, evaluate and recruit candidates to fill any vacant or newly created positions on the Board;
- recommend to the full Board candidates to be nominated by the Board for election at the annual meeting of shareholders or to be appointed by the Board to fill any vacant or newly created positions on the Board;
- consider letters of resignation tendered by any directors and make recommendations to the Board as to actions that should be taken, including whether to accept or reject the tendered resignations;
- review and reassess, on at least an annual basis, its own performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval; and,
- take any and all other actions as may be required by federal securities laws or other applicable laws or regulations regarding the nomination of directors.

In identifying, evaluating and recruiting director candidates, the Nominating Committee shall consider the criteria, and follow the process to the extent applicable, set forth below:

IV. CRITERIA

The Nominating Committee shall seek candidates to serve as directors of the Company who possess the background, skills and expertise to make a significant contribution to the Company and its shareholders.

Desired qualities to be considered include one or more of the following:

- leadership experience in business or administrative activities;
- breadth of knowledge about issues affecting the Company; and
- ability to contribute special expertise to Board or committee activities.

All directors should have:

- personal integrity;
- loyalty to the Company and concern for its success and welfare;
- the ability and willingness to apply sound and independent judgment;
- an awareness of a director's vital part in the Company's good corporate citizenship;
- time available for meetings and consultation on Company matters;
- the commitment to serve as a director for a reasonable period of time; and
- the willingness to assume the fiduciary responsibilities of a director.

Qualified candidates for membership on the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability.

Except during periods of temporary vacancies or under other circumstances outside of the Company's control, a majority of the individuals serving on the Board will be independent directors as such term is defined in the listing standards of The NASDAQ Stock Market.

V. PROCESS

If the Nominating Committee determines to recommend the addition of one or more directors, or if a vacancy occurs on the Board that the Company is required to fill or that the Nominating Committee determines should be filled, the following procedures shall be followed in identifying, evaluating and recruiting director candidates to the extent the Nominating Committee deems necessary or appropriate:

- the Nominating Committee will initiate a search for director candidates;
- an initial slate of candidates will be identified;
- inquiries into the background and qualifications of the initial slate will be conducted;
- the Nominating Committee will discuss the initial slate and determine one or more preferred candidates;
- the preferred candidate or candidates will be interviewed by the Chair of the Nominating Committee;
- the Nominating Committee will meet to consider and approve the final candidate;
- the Nominating Committee will seek Board endorsement of the final candidate;

- a formal invitation to the final candidate to become a director of the Company will be extended by the Chair of the Nominating Committee following Board endorsement.

Qualified candidates for membership on the Board recommended by shareholders of the Company will be considered by the Nominating Committee in the event it determines to recommend the addition of directors or in the event of a vacancy on the Board that the Company is required to fill or that the Nominating Committee determines should be filled, and candidates recommended by shareholders will be evaluated in the same manner as other candidates. Shareholders may recommend candidates to the Nominating Committee.

VI. AUTHORITY

The Nominating Committee shall have the authority, as and when it shall determine to be necessary or appropriate to carry out its responsibilities, to:

(a) Retain, at the expense of the Company, (1) internal or external legal, accounting or other advisors to assist in carrying out its responsibilities, or (2) one or more search firms to assist in the identification and recruitment of director candidates.

(b) Consult with the full Board and members of the Company's management in determining the needs of the Company for new directors and in identifying, evaluating and recruiting director candidates, and use Company personnel to assist the Nominating Committee with the performance of its duties.

VII. MEETINGS

The Nominating Committee shall meet as often as its members deem necessary to perform the Nominating Committee's responsibilities, but not less frequently than annually.

VIII. COOPERATION OF MANAGEMENT

All members of management of the Company are requested to cooperate with the Nominating Committee, and to render assistance to it as it shall request in carrying out its functions.