

**BODISEN BIOTECH, INC.**  
**Charter for the Nominating Committee**  
**of the Board of Directors**

**Purpose**

The purpose of the Nominating Committee established pursuant to this charter will be to evaluate and identify individuals qualified to become members of the Board of Director and select the director nominees for the next annual meeting of shareholders. The Nominating Committee shall be committed to ensuring that the nominees for membership on the Board of Directors are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company

**Membership**

The Nominating Committee will be comprised of up to three members of the Board. Such members will be elected and serve at the pleasure of the Board. The members of the Nominating Committee will not be employees of the corporation.

**Meetings**

The Nominating Committee will hold at least two meetings per year and such additional meetings as determined by the Committee or its chairperson. A majority of the members of this Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

**Responsibilities**

The Nominating Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

- (a) Identification of the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board of Directors and utilization of such criteria in this Committee's selection of new directors. The Committee will consider and evaluate candidates submitted by the Stockholders of the Company in accordance with the procedures set forth under Delaware General Corporation Law and such candidates should be evaluated utilizing the criteria described above for candidates identified by the Board of Directors.
- (b) Recommend to the Board of Directors nominees for each Committee.
- (c) Regularly reporting its activities to the Board.
- (d) Evaluating the performance of this Committee.
- (e) Performing such other responsibilities as may be delegated to it by the Board of Directors.

**Reports**

The Nominating Committee will to the extent deemed appropriate record its summaries of recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors. The Nominating Committee is not required to maintain written minutes of its meetings.