

CHINA BAK BATTERY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended on Oct 11, 2014)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee of China BAK Battery, Inc. (the “**Company**”), is to determine the slate of director nominees for election to the Company’s Board of Directors (the “**Board**”), to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, to review, evaluate and recommend changes to the Company’s Corporate Governance Guidelines, and to review the Company’s policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its shareholders.

MEMBERSHIP AND STRUCTURE

The membership of the Nominating and Corporate Governance Committee consists of at least two directors, each of whom shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements of the Nasdaq Stock Market LLC (“**Nasdaq**”). The Board appoints the members of the Nominating and Corporate Governance Committee. The Board may appoint the Chair of the Nominating and Corporate Governance Committee. Alternatively, the Board may direct that the members of the Nominating and Corporate Governance Committee elect the Chair. The Board may remove any member from the Nominating and Corporate Governance Committee at any time with or without cause.

OPERATIONS

The Chair will determine how often the Nominating and Corporate Governance Committee meets. The Chair, in consultation with the other members of the Nominating and Corporate Governance Committee, will also schedule the Nominating and Corporate Governance Committee meetings and establish the agenda for each meeting. The Nominating and Corporate Governance Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. The Nominating and Corporate Governance Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Nominating and Corporate Governance Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Nominating and Corporate Governance Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Nominating and Corporate Governance Committee, attend any meeting of the Nominating and Corporate Governance Committee to provide such pertinent information as the Nominating and Corporate Governance Committee requests.

The Nominating and Corporate Governance Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Company’s Articles of Incorporation and Bylaws, or (c) the laws of the State of Nevada.

AUTHORITY

The Nominating and Corporate Governance Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Nominating and Corporate Governance Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Nominating and Corporate Governance Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Nominating and Corporate Governance Committee will take all necessary steps to preserve the privileged nature of those communications.

The Nominating and Corporate Governance Committee may, to the extent permitted under applicable law, the applicable rules of Nasdaq and the Securities and Exchange Commission, and the Company's articles of incorporation and bylaws, form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Nominating and Corporate Governance Committee.

Responsibilities

The principal responsibilities and functions of the Nominating and Corporate Governance Committee are as follows:

1. Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfillment of their responsibilities in a manner that serves the interests of the Company's members.
2. Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders, and for appointment to the committees of the Board (including this Nominating and Corporate Governance Committee).
3. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
4. Assist in identifying, interviewing and recruiting candidates for the Board.
5. Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
6. Develop and periodically review and recommend to the Board appropriate revisions to the Corporate Governance Guidelines.
7. Monitor compliance with the Corporate Governance Guidelines.
8. Regularly review and make recommendations about changes to the charter of the Nominating and Corporate Governance Committee.
9. Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.
10. Obtain or perform an annual evaluation of the Nominating and Corporate Governance Committee's performance and make applicable recommendations.

11. Performing such other duties as may be requested by the Board or as assigned by the Company's articles of incorporation, bylaws or applicable law, rule or regulation.

Adopted by the Board of Directors on Oct 11, 2014