

ORIENTAL CULTURE HOLDING LTD.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As adopted by the Board of Directors on May 10, 2019

The Board of Directors (the “Board”) of ORIENTAL CULTURE HOLDING LTD. (the “Company”) hereby sets forth the authority and responsibilities of the Corporate Governance and Nominating Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

PURPOSE

The Committee is created by the Board of Directors of the Company to:

1. Identify and screen individuals qualified to become Board members consistent with the criteria approved by the Board, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
2. Recommend directors for appointment to Board committees;
3. Make recommendations to the Board as to determinations of director independence;
4. Oversee the evaluation of the Board;
5. Make recommendations to the Board as to compensation for the Company's directors; and
6. Review and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company.

COMPOSITION

The Committee will consist of at least two and no more than seven members of the Board of Directors, each of whom shall meet the independence requirements of the SEC, including Rule 10A-3 of the Securities Exchange Act of 1934, and the exchange on which the Company’s stock is listed (the “Exchange”), or if the stock is not listed on any Exchange, the rules of The NASDAQ Stock Market LLC (“NASDAQ”) or THE NYSE MKT LLC (“NYSE MKT”) applicable to nominating/corporate governance committee members, as in effect from time to time when and as required. The Board will appoint committee members and the committee chair.

The Board shall appoint as well as replace as needed the members of the Committee.

AUTHORITY(S)

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board.

The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Company's Board and its committees.

In making its recommendations for Board and committee membership, the Committee shall review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board; and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or rules for Audit Committee membership purposes applicable to the Exchange listed company; in evaluating current directors for re-nomination to the Board or re appointment to any Board committees, assess the performance of such directors; periodically review the composition of the Board and its committees in light of the current challenges and

needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, attendance and experience; consider rotation of committee members and committee Chairmen; and consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

The Committee shall receive and evaluate recommendations for Board membership that are received from stockholders in accordance with the terms of the Company's policy regarding stockholder nominations in effect from time to time, the Company's bylaws and applicable law.

The Committee shall be authorized to access, at the Company's expense, such internal and external resources, including retaining legal, financial or other advisors, as the Committee deems necessary or appropriate to fulfill its defined responsibilities. Without limiting the foregoing, the Committee shall have the sole authority to select, engage and terminate search firms to assist the Committee in the identification of Director candidates and compensation consultants to assist in the evaluation of Director compensation. The Committee shall have the sole authority to approve the fees, costs and other terms of engagement of such outside resources.

The Committee should communicate to the senior management the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.

Evaluating the Board and Its Committees

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

The Committee, jointly with the Compensation Committee shall evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, if the Company makes substantial charitable contributions to an organization with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

Corporate Governance Matters

The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company. The Committee shall consider matters of corporate governance and, at least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

The Committee shall review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.

Director Orientation and Continuing Education

The Committee shall review the Company's orientation program for new members of the Board and advise the directors on opportunities for continuing education.

REPORTING TO THE BOARD OF DIRECTORS

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter but at least semi-annually and, to the extent practicable, in conjunction with regularly scheduled Board meetings. The Committee shall meet with non-employee Directors in executive session at least annually, without the presence of the Chief Executive Officer. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The Committee shall perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.