

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

I. Purpose and Power

The Nominating and Governance Committee (the “Committee”) has been established by the board of directors (the “Board”) of Shineco (the “Company”) to assist the Board in discharging and performing the duties and responsibilities of the Board with respect to corporate governance of the Company and its subsidiaries, affiliates and related parties, including:

- The identification and recommendation to the Board of individuals qualified to become or continue as directors.
- The continuous improvement in corporate governance policies and practices, including the development and recommendation to the Board of corporate governance guidelines applicable to the Company.
- The annual self-assessment of the performance of the Board.
- The recommendation of members for each committee of the Board.

The Committee has the right to exercise any and all power and authority of the Board with respect to matters within the scope of this charter (the “Charter”), subject to the ultimate power and authority of the Board. The Board shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Company. The Committee has the authority to conduct any and all investigations it deems necessary or appropriate, to contact directly officers and employees and require them to provide any and all information and advice it deems necessary or appropriate, and to retain executive search, legal, accounting or other advisors it deems necessary or appropriate. The Committee has the authority to set aside for payment, pay and direct the payment of such executive search, legal, accounting and other advisors. The advisors retained by the Committee shall report directly to the Committee, and shall be accountable to the Committee and the Board, for their services.

II. Composition

The Committee shall be comprised of that number of directors (but not less than three) as may be determined from time to time by the Board. Each member of the Committee shall be an independent director within the meaning of the rules of NASDAQ. The Nominating and Governance Committee shall recommend directors to be elected or terminated as members of the Committee. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other times as the Board may determine. Each member of the Committee shall serve until the next annual organizational meeting of the Board or the earlier of his or her termination as a member of the Committee by the Board, the election of his or her successor as a member of the Committee or his or her death, resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote.

III. Meetings

The Committee shall meet in regular sessions at least two times annually and in special sessions as circumstances warrant. Committee members are expected to attend meetings (including telephonic attendance at meetings) and to spend the time needed to properly discharge their responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee shall keep minutes of its meetings and other proceedings.

IV. Procedures

The Committee shall determine its meeting schedule, the agenda for each meeting, the information to be provided to it before or at each meeting and all other matters relating to the conduct of its meetings and other activities. The Chair of the Committee shall establish and distribute (or request the Secretary to distribute) to each Committee member prior to each meeting an agenda for the meeting. Each Committee member is free to raise at any meeting subjects that are not on the agenda for that meeting. Information that is important to understanding the business to be conducted

at a meeting should generally be distributed to the Committee members at least one week (or, if that is not feasible, as soon as practicable) before the meeting, and Committee members should review these materials before the meeting. It is the sense of the Board that, subject to Section V below, the activities and procedures of the Committee should remain flexible so that it may appropriately respond to changing circumstances.

V. Primary Activities

Without limiting the scope of the preceding provisions of this Charter, the Committee shall:

1. Review and assess the adequacy of this Charter at least annually. Submit changes to this Charter to the Board for approval.
2. Conduct an annual self-assessment to determine whether the Committee is functioning effectively, including evaluating the Committee's contributions to the Company, with a specific emphasis on areas in which such contributions could be improved.
3. Review and assess the adequacy of the Corporate Governance Guidelines at least annually. Submit appropriate changes to that Corporate Governance Guidelines for approval.
4. Report on its meetings, proceedings and other activities at each meeting of the Board.
5. Review at least annually best practices with respect to matters within the scope of this Charter.
6. Receive comments from all directors with respect to, and report annually to the Board on, an assessment of each director's and the Board's contribution to the Company, with specific focus on areas in which such contributions could be improved.
7. Review at least annually the skills, qualifications and characteristics for election of new and continuation of existing directors (see Annex A to this Charter).
8. Identify individuals who are qualified and available to serve as directors, including whether such individuals are independent under the rules of NASDAQ, the SEC

and the Sarbanes-Oxley Act of 2002, non-employee directors under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). and outside directors under Section 162(m) of the Internal Revenue Code of 1986 (see Annex B to this Charter).

9. Review at least annually whether the existing directors are independent directors, non-employee directors and outside directors within the meanings specified in Item 8 above.

10. Review candidates for nomination for election as directors submitted by directors, officers, employees and stockholders, establish procedures to be followed by stockholders in submitting nominees, and determine any differences in the manner in which the Committee evaluates nominees based on whether a stockholder made the recommendation or any differences in procedures to be followed for nominees of stockholders who beneficially owned more than 5% of the Company’s common stock for at least one year as of the date the recommendation is made.

11. Recommend to the Board nominees for election as directors at each annual meeting of stockholders, to fill a vacancy on the Board or to increase the size of the Board.

12. Recommend to the Board the non-renomination of a director where appropriate.

13. Recommend to the Board the removal of a director from a Committee.

14. Review periodically the quality, sufficiency and timeliness of information furnished by management to the Board in connection with meetings of the Board and its committees and other activities of the directors.

15. Review periodically the stock ownership guidelines. Submit appropriate recommendations to the Board.

16. Review periodically policies and procedures on delegation of authority to executive officers and others.

17. Review periodically composition of the boards of directors (and similar governing bodies) of subsidiaries, including applicable regulatory requirements, jurisdictional and personal liability matters, and subsidiary compliance with codes of conduct, corporate directives and initiatives, and corporate policies and procedures.

18. Review periodically policies and procedures relating to document retention.

19. Review periodically the By-Laws (including provisions relating to indemnification of directors and officers). Submit appropriate recommendations to the Board.
20. Review periodically directors and officers insurance policies (including so called “Side-A” coverage for directors and officers individually) and indemnification agreements. Direct changes as appropriate.
21. Except to the extent that such advancement and indemnification is required by law, by the Certificate of Incorporation or Bylaws or by contract, review and, as appropriate, determine whether costs and expenses (including attorneys’ fees) should be advanced and indemnification should be provided to directors and senior management in connection with claims and litigation arising out of their activities on behalf of the Company.
22. Select, retain, evaluate and, as appropriate, terminate and replace any executive search firm with respect to the identification of candidates for nomination for election as directors (and the Committee shall have the sole authority to take any such actions).
23. Exercise oversight of the evaluation of management.
24. Develop and recommend to the Board corporate governance guidelines.
25. Review and report to the Board on a periodic basis with regards to matters of corporate responsibility, diversity and sustainability performance, including trends and impacts to our business of environmental, social, and governance issues.

VI. Web Site

This Charter shall be placed on the Company’ s web site.

Date: 28 August____, 2015

ANNEX A

SKILLS, QUALIFICATIONS AND CHARACTERISTICS FOR DIRECTORS

Board Composition

The Board as a whole should possess the following core competencies:

1. Accounting, Finance and Disclosure: ability to protect and inform stockholders and debt holders through liquidity and capital resource management and internal financial and disclosure controls;
1. Business Judgment: ability to assess business risk and stockholder valuation creation strategies;
2. Management: ability to apply general management best practices in a complex, rapidly evolving business environment;
3. Crisis Response: ability and time to perform during periods of both short-term and prolonged crisis;
4. Industry Knowledge: ability to assess opportunities and threats unique to the Company' s industry;
5. International Markets: ability to appreciate the importance of global business trends;
6. Leadership: ability to attract, motivate and energize a high-performance leadership team; and
7. Strategy/Vision: ability to provide strategic insight and direction by encouraging innovation, conceptualizing key trends, evaluating strategic decisions and continuously challenging the Company to sharpen its vision.

Specific Qualifications

Each director should have the following skills and characteristics:

1. Have high personal standards:
 - a. Integrity;
 - b. Honesty; and
 - c. Desire to make full disclosure of all present and future conflicts of interest.
8. Have the ability to make informed business judgments;
9. Have literacy in financial and business matters;
10. Have the ability to be an effective team member;
11. Have a commitment to active involvement and an ability to give priority to the Company;

12. Have no affiliations with competitors;
13. Have achieved high levels of accountability and success in his or her given fields;
14. Have no geographic travel restrictions;
15. Have an ability and willingness to learn the Company' s business;
16. Preferably have experience in the Company' s business or in professional fields (i.e. finance, accounting, law or banking) or in other industries or as a manager of international businesses so as to have the ability to bring new insight, experience or contacts and resources to the Company;
17. Preferably have a willingness to make a personal substantive investment in the Company;
18. Preferably have no direct affiliations with major suppliers or vendors; and
19. Preferably have previous public company board experience together with good references.

ANNEX B

DEFINITIONS

Independent Director

Under listing requirements of NASDAQ, an "independent director" is a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company' s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

- a director who is, or at any time during the past three years was, employed by the Company;
- a director who accepted or who has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - compensation for board or board committee service;

- compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or
- benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an Executive Officer;
- a director who is, or has a Family Member who is, a partner in, or a controlling Shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - payments arising solely from investments in the Company's securities; or
 - payments under non-discretionary charitable contribution matching programs.
- a director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity; or
- in the case of an investment company, in lieu of paragraphs (A)–(F), a director who is an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940, other than in his or her capacity as a member of the board of directors or any board committee.

For independence determination purposes, references to the "Company" include any parent or subsidiary in a consolidated group with the Company or such other company as is relevant to an independence determination. The term "parent or subsidiary" is intended to cover entities the Company controls and consolidates with the Company's financial statements as filed with the Securities and Exchange Commission (but not if the Company reflects such entity solely as an investment in its financial statements). The three year look-back periods referenced in the rule commence on the date the relationship ceases. For example, a director employed by the Company is not independent until three years after such employment terminates.

For purposes of determining whether a lawyer is eligible to serve on an audit committee, Rule 10A-3 under the Exchange Act generally provides that any partner in a law firm that receives payments from the issuer is ineligible to serve on that issuer's audit committee. In determining whether a director may be considered independent for purposes other than the audit committee, payments to a law firm would generally be considered under Rule 5605(a)(2), which looks to whether the payment exceeds the greater of 5% of the recipient's gross revenues or \$200,000; however, if the firm is a sole proprietorship, Rule 5605(a)(2)(B), which looks to whether the payment exceeds \$120,000, applies.

For purposes of audit committee membership, the listing requirements of NASDAQ also require that, in order to be independent, a director must:

- qualify as an Independent Director as defined under Rule 5605(a)(2);
- meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act, as amended (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act);
- not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement.

Additionally, each Company must certify that it has, and will continue to have, at least one member of the audit committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Non-Employee Director

Under Rule 16b-3 under the Exchange Act, a non-employee director is a director who:

- is not currently an officer (as defined in Rule 16a-1(f)) of the issuer or a parent or subsidiary of the issuer, or otherwise currently employed by the issuer or a parent or subsidiary of the issuer;
- does not receive compensation, either directly or indirectly, from the issuer or a parent or subsidiary of the issuer, for services rendered as a consultant or in any capacity other than as a director, except for an amount that does not exceed the dollar amount for which disclosure would be required pursuant to Item 404(a) of Regulation S-K; and
- does not possess an interest in any other transaction for which disclosure would be required pursuant to Item 404(a) of Regulation S-K.

Outside Director

Under Section 162(m) of the Internal Revenue Code of 1986, a director is an outside director if the director:

- is not a current employee of the publicly held corporation;
- is not a former employee of the publicly held corporation who receives compensation for prior services (other than benefits under a tax-qualified retirement plan) during the taxable year;
- has not been an officer of the publicly held corporation; and
- does not receive remuneration from the publicly held corporation, either directly or indirectly, in any capacity other than as a director (and for this purpose, remuneration includes any payment in exchange for goods or services).