

NAM TAI ELECTONICS, INC.

NOMINATING / CORPORATE GOVERNANCE COMMITTEE

CHARTER

PURPOSE

The Nominating/Corporate Governance Committee (the “Nominating Committee”) is established by the Board of Directors (the “Board”) of Nam Tai Electronics, Inc. (the “Company”) for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders, the member nominees for the Audit Committee, Compensation Committee and the Nominating Committee on an annual basis; (iii) reviewing and recommending to the Board whether it is appropriate for such director to continue to be a member of the Board in the event that there is a significant change in the circumstance of any director that would be detrimental to the Company’s business or his/her ability to serve as a director or his/her independence; (iv) reviewing the composition of the Board on an annual basis; (v) recommending to the Board a succession plan for the Chief Executive Officer (“CEO”) and directors, if necessary; (vi) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; (vii) establishing criteria to be used in connection with the annual self-evaluation of the Nominating Committee; and (viii) developing and recommending to the Board and administering the Corporate Governance Guidelines (the “CGG”) of the Company.

STRUCTURE AND MEMBERSHIP

1. The Nominating Committee shall consist of a minimum of three independent directors.
2. Members of the Nominating Committee shall be appointed annually and may be removed by the Board upon recommendation of the Nominating Committee.
3. The members of the Nominating Committee shall be composed of independent directors of the Company who shall satisfy all applicable independence and other requirements of law and the New York Stock Exchange.

4. The Chairman of the Nominating Committee shall be appointed by the Board.

ROLE

1. The Nominating Committee shall meet at least once per year. An agenda, with all supporting documents shall, to the extent practical, be circulated at least 7 days before the meeting to the Committee members to permit meaningful review. Each member of the Nominating Committee may suggest including any items into the agenda for discussion in the meeting. The agenda for the meeting shall be approved by the Chairman of the Nominating Committee before dispatch to members of the Nominating Committee.
2. The Nominating Committee shall report its actions and any recommendations to the Board after each Nominating Committee meeting and shall submit to the Board the minutes of its meetings.
3. The Nominating Committee shall at least annually evaluate its operations with a report to and feedback from the Board regarding the Nominating Committee's performance.
4. The Nominating Committee shall review and reassess at least annually the adequacy of this Charter. Any amendments to the Charter subsequent to the establishment of the Nominating Committee shall be approved by the full Board of Directors upon recommendation of the Nominating Committee.
5. Resolutions of the Nominating Committee shall be by majority vote.
6. A resolution in writing signed by all Nominating Committee members shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Nominating Committee members. A message sent by a member by facsimile or other remote electronic information delivery system shall be deemed to be a document signed by the member for the purpose of the resolution.

SCOPE OF RESPONSIBILITIES

The Nominating Committee shall carry out the following activities:

1. Lead the search for individuals qualified to become members of the Board, consistent with criteria as approved by the Board.

2. Select or to recommend to the Board the selected director nominees for the next annual meeting of shareholders. The individuals selected as director nominees shall have the highest personal and professional integrity, shall have demonstrated outstanding ability and judgment and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company.
3. Recommend to the Board the member nominees for the Audit Committee, the Compensation Committee and the Nominating Committee for appointment annually.
4. In the event that there is any significant change in the circumstances of any director that would be detrimental to the Company's business or his/her ability to serve as a director or his/her independence, the Nominating Committee will review and recommend to the Board whether it is appropriate for such director to continue to be a member of the Board under such circumstances.
5. To review on an annual basis the composition of the Board as a whole and whether the Company is being well served by the directors taking into account the directors' independence, age, skills, experience and availability for service to the Company.
6. To recommend to the Board a succession plan for the CEO and directors, if necessary.
7. Review and recommend to the Board for its approval a CGG. The Nominating Committee shall review the CGG on an annual basis, or more frequently if appropriate, and recommend changes as necessary. The Nominating Committee shall also advise the Board periodically with respect to significant developments in the law and practice of corporate governance and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Nominating Committee may deem appropriate.
8. Establish criteria and processes for its annual performance self-evaluation. Oversee the annual self-evaluation of the Board.

AUTHORITY

1. The foregoing list of responsibilities is not exhaustive, and the Nominating Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

2. The Nominating Committee shall have the authority to delegate any of its responsibilities to any subcommittees as the Nominating Committee may deem appropriate in its sole discretion.
3. The Nominating Committee shall have the authority to retain and terminate any search firm engaged to assist in identifying director nominees, and to retain outside counsel and any other advisors as the Nominating Committee may deem appropriate in its sole discretion. The Nominating Committee shall have sole authority to approve the search firm's fees and other retention terms.