

## JERASH HOLDINGS (US), INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Jerash Holdings (US), Inc. (the “*Company*”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

#### **II. MEMBERSHIP**

The Committee shall consist of at least three members, as the Board may determine from time to time. All Committee members shall be independent as that term is defined under Rule 5605(a)(2) of The Nasdaq Stock Market Rules (the “*Nasdaq Rules*”); provided, however, that under Nasdaq Rule 5605(e)(3), one of the Committee’s members may be a non-independent director of the Company under limited circumstances. Each Committee member may receive his or her director fee in cash and/or Company stock or options or other in-kind consideration.

The Committee shall recommend nominees for appointment to the Committee annually and as vacancies occur or new positions are created. Committee members shall be appointed by the Board and shall serve until their earlier removal, resignation or death. The Board may remove any member of the Committee at any time with or without cause. The Board shall designate the chairperson of the Committee.

#### **III. MEETINGS**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but no less frequently than annually. The chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and set meeting agendas consistent with this charter. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Committee may invite members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without those individuals present. The Company may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide this information as the Committee requests.

#### **IV. MINUTES**

The Committee shall maintain and submit to the Board copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee at the meeting or by the written consent. A copy of the minutes of each meeting and each written consent shall be placed in the Company's minute book.

#### **V. OUTSIDE ADVISORS**

At its sole discretion, the Committee has the power to retain outside legal, accounting and financial consultants or other advisors or to delegate to subcommittees to assist it in its activities to the extent permitted by the Securities and Exchange Commission and the Nasdaq Rules. The Committee shall set the compensation and oversee the work of any outside advisors. The fees and expenses of these consultants and advisors shall be borne by the Company.

#### **VI. CHARTER AMENDMENT**

Any member of the Committee may submit proposed amendments to this charter to the Board, which shall circulate any proposed amendments to members of the Committee immediately upon receipt. By a majority vote, the Board may approve the amendments to this charter.

#### **VII. DUTIES AND RESPONSIBILITIES**

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board, the Committee shall have the following authority and responsibilities:

1. identify, screen and recommend to the Board individuals qualified to become members of the Board, consistent with criteria as may be determined by the Committee to be considered in selecting director nominees, receive nominations for those qualified individuals and review recommendations made by management and the stockholders of the Company;
2. review all stockholder proposals submitted to the Company and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures in any corporate governance guidelines of the Company and as described in the Company's proxy statement;
3. select, and recommend that the Board approve, the director nominees to be submitted to a stockholder vote at the annual meeting of stockholders;

4. review and advise the Board on the appropriate structure, composition and operations of all committees of the Board, including committee member qualifications. The Committee may review and recommend to the Board committee assignments and additional committee members to fill vacancies as needed;
5. monitor compliance with the Company's Code of Conduct and Ethics (the "*Code*"), investigate any alleged breach of the Code, enforce provisions of the Code and review the Code periodically and recommend any changes to the Board;
6. periodically review and assess the adequacy of the Company's Certificate of Incorporation, Bylaws and the charters of the committees of the Board in order to ensure compliance with applicable law and any corporate governance guidelines of the Company, and recommend any changes to the Board;
7. develop, subject to approval by the Board, an annual evaluation process of the Board and each of its committees and present the findings to the Board;
8. review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for review;
9. review, evaluate and reassess the performance of the Committee annually and discuss this annual performance evaluation with the Board; and
10. do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

## **VIII. LIMITATIONS OF AUTHORITY**

If the Company is legally required by contract or otherwise to provide any third party the ability to nominate a director to the Board, the selection and nomination of that director is not subject to the requirements set forth herein.

*Adopted on May 3, 2018.*