



Plastec Technologies, Ltd.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

PLASTEC TECHNOLOGIES, LTD.

The responsibilities and powers of Nominating and Corporate Governance Committee (the “Committee”) as delegated by the board of directors (the “Board”) of Plastec Technologies, Ltd. (the “Company”) are set forth in this charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

Purpose

As set forth herein, the Committee shall, among other things, discharge the responsibilities of the Board relating to the appropriate size, functioning and needs of the Board including, but not limited to, recruitment and retention of high quality Board members and committee composition and structure; develop and recommend to the Board a set of Corporate Governance Guidelines for the Company; oversee an annual evaluation of the Board and, from a corporate governance standpoint, the officers of the Company; and take such other actions within the scope of this charter as the Committee deems appropriate.

Committee Membership

The Committee shall consist of at least two members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of The NASDAQ Stock Market LLC, as amended from time to time.

The Board shall elect the members of this Committee and may make changes from time to time pursuant to the provisions below. Unless a chair is elected by the Board, the members of the Committee shall designate a chair by majority vote of the full Committee membership.

A Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

Meetings and Committee Action

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the chairman of the Committee upon such notice as is provided for in the memorandum and articles of association, as amended from time to time, of the Company with respect to meetings of the Board. A majority of the members shall constitute

a quorum; provided that if the Committee consists of only two members, then both of the Committee members shall be required to constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall report its minutes from each meeting to the Board.

The chairman of the Committee may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the chairman shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

Committee Authority and Responsibilities

- Developing the criteria and qualifications for membership on the Board in order to obtain a desirable balance of expertise and diversity among Board members.
- Recruiting, reviewing and nominating candidates for election to the Board or to fill vacancies on the Board.
- Reviewing candidates proposed by shareholders, and conducting appropriate inquiries into the background and qualifications of any such candidates.
- Monitoring and making recommendations regarding the Company's leadership structure and regarding committee functions, contributions and composition.
- Establishing subcommittees for the purpose of evaluating special or unique matters.
- Developing, with the advice of the Company's legal counsel, and recommending to the Board a set of Corporate Governance Guidelines for the Company. The Committee shall periodically review such guidelines with the Company's legal counsel and make recommendations to the Board for any changes, amendments and modifications to the guidelines that the Committee shall deem desirable in light of new legislation, regulations or other developments.
- Overseeing an evaluation of the performance of the Board, the committees of the Board and each director at the end of each fiscal year.
- Overseeing from a corporate governance standpoint the annual evaluation of officers (as such term is defined for purposes of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) of the Company at the end of each fiscal year.
- Evaluating, on an annual basis, the Committee's performance.

Reporting

The Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy statement.

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Board of Director Candidate Guidelines

The Nominating and Corporate Governance Committee (the “Committee”) of Plastec Technologies, Ltd. (the “Company”) will identify, evaluate and recommend candidates to become members of the Company’s board of directors (“Board”) with the goal of creating a balance of knowledge, experience and diversity. Recommendations for nominations to the Board may also be submitted to the Committee by the Company’s shareholders in accordance with the Company’s policy, a copy of which is attached hereto. Candidates will be reviewed in the context of current composition of the Board, the operating requirements of the Company and the long-term interests of the Company’s shareholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to applicable rules and regulations of the Securities and Exchange Commission and any stock exchange.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Committee also will determine if a candidate satisfies the criteria for being an “audit committee financial expert,” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
- Whether the candidate has knowledge of the Company and issues affecting the Company.
- Whether the candidate is committed to enhancing shareholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.

- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- Whether the candidate is able to suggest business opportunities to the Company.
- Whether the candidate contributes to the diversity of background and experience within the Board.

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Shareholder Recommendations for Directors

Shareholders who wish to recommend to the Nominating and Corporate Governance Committee a candidate for election to the Board of Directors should send their letters to Unit 01, 21/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, Attention: Nominating and Corporate Governance Committee. The Corporate Secretary will promptly forward all such letters to the members of the Nominating and Corporate Governance Committee. Shareholders must follow certain procedures to recommend to the Nominating and Corporate Governance Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating and Corporate Governance Committee to evaluate candidates recommended by shareholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of shareholders, the Corporate Secretary must receive the shareholder's recommendation no later than thirty (30) days after the end of the Company's fiscal year.

The recommendation must contain the following information about the candidate:

- Name;
- Age;
- Business and current residence addresses, as well as residence addresses for the past 20 years;
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
- Educational background;
- Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
- The number of ordinary shares of the Company beneficially owned by the candidate;
- The information that would be required to be disclosed by the Company about the candidate under the rules of the SEC in a Form 20-F (including, for example, the information required by Items 1, Item 6 and Item 7 of Form 20-F); and
- A signed consent of the nominee to serve as a director of the Company, if elected.