

FITNESS CHAMPS HOLDINGS LIMITED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose of the Committee

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Fitness Champs Holdings Limited (the “Company”). The primary purpose of the Committee is to (1) develop and recommend for the Board’s selection, the director nominees for each annual meeting of shareholders and committee memberships, (2) establish procedures for identifying and evaluating director candidates, including nominees recommended by stockholders, and periodically reviewing the composition of the Board to ensure it is composed of members containing the appropriate skills and expertise; (3) periodically review the Company’s policies regarding matters of corporate governance; and (4) oversee the periodic evaluation of the Board, its committees and the Chief Executive Officer.

B. Membership

The Board shall determine the size of the Committee, provided that the Committee shall consist of at least three members. The Board shall select the members of the Committee, and the Board shall have the right and power to remove and replace Committee members at any time and from time to time. Unless the Board selects a Chairperson, the members of the Committee may designate a Chairperson by majority vote.

To the extent applicable, each member of the Committee shall be a director of the Company who (1) is an “independent director” as defined in the rules and regulations of The NASDAQ Stock Market (“Nasdaq”) and (2) satisfies any applicable additional independence requirements for nominating and corporate governance committee members that may be promulgated from time to time by Nasdaq or the Securities and Exchange Commission (the “SEC”). Any such requirements shall only be imposed on the Committee’s composition and/or activities effective as of the date upon which, and for so long as, the Company is either subject to such reporting requirements and/or such listing and other standards of Nasdaq

C. Meetings and Procedures

The Committee shall meet as often as it determines is necessary or appropriate. The provisions of the Company’s Memorandum and Articles of Association (as amended from time to time) that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Memorandum and Articles of Association of the Company. The Committee may, in its sole discretion, invite any director who is not a member of the Committee, any member of management or any legal counsel or other adviser to the Committee to attend a meeting of the Committee and to provide information requested by the Committee.

D. Authority and Responsibilities

The Committee shall, whenever required or otherwise appropriate:

1. *Board Size and Composition.* Evaluate the size, composition and criteria of the Board, the qualifications of directors and the independence of existing and prospective directors and make recommendations to the Board regarding these matters.
2. *Selection of Directors.* Evaluate whether current Board members should be nominated for re-election and assist in identifying and evaluating candidates to fill vacancies (or anticipated vacancies) on the Board. Evaluate director nominations that are submitted by shareholders, including whether such nominations comply with SEC Rule 14a-11.
3. *Criteria for Selection of Directors.* Select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders of the Company.
4. *Annual Evaluations.* Oversee the review of the performance of the Board, its committees (including the Committee) and the Chief Executive Officer and report the Committee's findings and recommendations to the Board.
5. *Annual Review of this Charter.* Review, at least annually, the adequacy of this Charter and recommend any proposed Charter changes to the Board for approval.
6. *Corporate Governance Guidelines.* Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, if necessary or appropriate, periodically recommend modifications to such guidelines for Board approval.
7. *Other Corporate Governance Matters.* Review and, if necessary or appropriate, recommend to the Board modifications to (a) the Company's insider trading policy, (b) the Company's code of business conduct and ethics, and (c) any other corporate governance policies that are adopted by the Company. Review and make recommendations to the Board regarding (i) changes that are proposed to be made to the Company's Certificate of Incorporation or Memorandum and Articles of Association and (ii) proposals made by shareholders, including proposals that shareholders desire to submit for a vote at the Company's annual meeting of shareholders.
8. *Access to Advisers; Investigations by the Committee.* Have unrestricted access to the Company's independent registered public accounting firm, legal counsel, officers and employees for purposes related to the Committee's activities under this Charter. In the Committee's sole discretion and at the Company's expense, (a) retain and obtain the advice of legal counsel and other advisers to the Committee, after taking into consideration the independence of such persons, and (b) conduct investigations into any matters that are within the scope of the Committee's responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such legal counsel and other advisers engaged by the Committee.
9. *Search Firms.* In the Committee's sole discretion and at the Company's expense, decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such search firm.

10. *Reports to the Board.* Provide regular reports to the Board regarding the Committee's activities, recommendations and decisions.

11. *Other Responsibilities.* Perform such other activities that are consistent with this Charter, the Company's Memorandum and Articles of Association, applicable law and Board directives as the Committee, or the Board determines are necessary or appropriate in order to carry out the Committee's responsibilities.