

**THE GREATER CHINA FUND, INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Board of Directors (the “Board”) of The Greater China Fund, Inc. (the “Fund”) has adopted this Charter to govern the activities of the Governance and Nominating Committee (the “Committee”) of the Board. This Charter supersedes the Nominating Committee Charter previously adopted by the Board.

**Mission**

The Committee is responsible for assisting the Board in carrying out its responsibilities with respect to governance of the Fund and the selection, nomination, evaluation and compensation of members of the Board in accordance with applicable laws, regulations, stock exchange requirements and industry best practices.

**Membership**

The Committee shall consist of a minimum of three members of the Board each of whom is not an “interested person” (as defined in the Investment Company Act of 1940, as amended) of the Fund or its investment adviser. The Board shall appoint and may remove members of the Committee.

**Authority and Responsibilities**

In furtherance of its mission, the Committee shall have the following authority and responsibilities:

1. To identify individuals qualified to become members of the Board and to select, or recommend that the Board select, nominees to stand for election as directors at the next annual meeting of shareholders or, if applicable, at a special meeting of shareholders.
  - In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, including, but not limited to, the candidate’s personal and professional integrity, business judgment, relevant experience and skills (including experience with investment companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight), the presence of or potential for conflicts of interest, the diversity of the Board, the potential to be an effective director on the Board and any committees of the Board, and such other factors as it deems appropriate.
  - In the case of vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill that vacancy either through appointment by the Board or through election by the shareholders.

- The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.
- The Committee shall consider all candidates recommended by the Fund's shareholders in accordance with the procedures set forth in the Fund's annual proxy statement.
- The Committee may consider candidates proposed by management, but is not required to do so.
- The Committee may retain special legal, accounting, financial or other consultants to advise the Committee and the Committee shall have the authority to retain and terminate any search firm that is used to identify Board member candidates.

2. To identify and recommend to the Board members of the Board qualified to fill vacancies on any committee of the Board (including the Committee). In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board and the factors set forth in the charter of that committee (if any) as well as any other factors the Committee deems appropriate. The Committee may also recommend the removal of a director from any committee of the Board.

3. If required, to assist management in the preparation of disclosure in the Fund's annual proxy statement about the Committee's operations.

4. To monitor and evaluate industry and legal developments affecting corporate governance and recommend from time to time appropriate policies and procedures for adoption by the Board.

5. To monitor, evaluate and make recommendations to the Board with respect to the structure, size and functioning of the Board and its committees.

6. To assist the Board in establishing standards and policies for continuing Board membership and procedures for the evaluation of the performance of the Board and its committees.

7. To review and make recommendations to the Board regarding compensation of Board and committee members and staffing for Board and committee chairmen.

8. To review and recommend to the Board appropriate insurance coverage.

9. To perform any other duties and responsibilities relating to the nomination of candidates for membership on the Board or on any committee of the Board and the governance of the Fund that the Board may expressly delegate to the Committee.

## **Governance and Evaluation**

The Committee will assist the Board in vetting the independence of Board members and the financial expertise of Audit Committee members. It will review and make recommendations to the Board from time to time on corporate governance matters, such as:

- size of the Board and desired qualifications and expertise of Board members;
- appropriate Board committees, their size and membership;
- adequacy and timeliness of information provided to the Board and committees;
- expectations of Board members, including attendance at meetings and ownership of shares of the Fund;
- review of the Corporate Governance Guidelines; and
- periodic evaluations of Board and committee performance.

## **Compensation and Insurance**

The Committee shall evaluate periodically, and make recommendations to the Board with respect to, the level and structure of the compensation of Board members (including compensation for serving on committees of the Board or as chairman or co-chairman of the Board or a committee). The Committee shall consider, to the extent reasonably available, industry practices for compensation of members and chairmen of Board and committees. The Committee shall periodically review the need for, or appropriateness of, directors and officers insurance for the Fund and make recommendations for its purchase, renewal or amendment or the replacement of any insurer.

## **Structure and Operations**

The Board shall designate one member of the Committee as the Committee's chairperson. The Committee shall meet at least once a year at a time and place determined by the committee's chairperson, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the committee or its chairperson. Members of the Committee may participate in a meeting of the committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee shall report to the Board on its meetings. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **Delegation to Subcommittees**

The Committee may, in its discretion, delegate all or a portion of its authority and responsibilities to subcommittees of the Committee.

## **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve any search firm, outside counsel or other adviser engaged to assist in identifying director candidates as it deems appropriate, without seeking approval of the Board or management. The Committee shall have sole authority to approve related fees and retention terms.

*Adopted: May 20, 2011*