

**NOVA LIFESTYLE INC.**  
**AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

- I. Purposes.** The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Nova LifeStyle, Inc. (the “Company”) shall be appointed by the Board for the primary purpose(s) of carrying out the responsibilities delegated by the Board relating to the review and determination of executive compensation.
- II. Duties and Responsibilities.** The Committee has the following duties and responsibilities (responsibilities with respect to setting compensation of the Chief Executive Officer and principal officers of the Company elected by the Board cannot be delegated to Company management).
- A. General.**
1. To approve compensation principles that apply generally to Company employees;
  2. To make recommendations to the Board with respect to incentive compensation plans and equity based plans taking into account the results of the most recent rules to provide the shareholders with an advisory vote on executive compensation, generally known as “Say on Pay Votes” (Section 951 in The Dodd-Frank Wall Street Reform and Consumer Protection Act);
  3. To administer and otherwise exercise the various authorities prescribed for the Committee by the Company’s incentive compensation plans and equity-based plans;
  4. To select a peer group of companies against which to benchmark/compare the Company’s compensation systems for principal officers elected by the Board;
  5. To monitor compensation trends and solicit independent advice where appropriate;
  6. To review shareholder proposals related to executive compensation matters and recommend to the Board how to respond to such proposals;
  7. To annually review the Company’s compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company;
  8. To prepare a report of the Committee on executive compensation which is to be included in the Company’s proxy statement relating to the annual meeting of shareholders or annual report filed on Form 10-K with the Securities and Exchange Commission (“SEC”), which complies with applicable rules and regulations, including disclosure of whether the Committee has reviewed and discussed with management the Compensation Discussion and Analysis section included in the Company’s proxy statement and/or annual report on Form 10-K and recommended it be included in such proxy statement or annual report;
  9. To fulfill any disclosure, reporting, or other requirements imposed on or required of Compensation Committees of public companies by the SEC, national securities exchanges or other applicable laws, rules and regulations, as the foregoing may be amended from time to time;
  10. To approve and oversee the application of the Company’s compensation recoupment/clawback policy;

11. To determine and oversee stock ownership guidelines and stock option holding requirements, including periodic review of compliance by principal officers and members of the Board;
12. To assist the Board in developing and evaluating principal officers and to assist the Board in the development of principal officer succession and continuity plans.
13. To maintain and update, as appropriate, this Charter, which will be published on the Company's website; and
14. To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's By Laws and applicable laws and regulations.

**B. Compensation of the Chief Executive Officer.**

1. To review and approve annually the corporate goals and objectives relevant to the Chief Executive Officer's compensation;
2. To evaluate, at least annually, the performance of the Chief Executive Officer in light of the approved corporate goals and objectives;
3. To determine and approve the compensation level of the Chief Executive Officer based on such evaluation and taking into account the results of the most recent Say on Pay Vote; and
4. To set the long-term incentive component of the compensation of the Chief Executive Officer considering the Company's performance and relative shareholder return, the value of incentive awards to Chief Executive Officers at other companies, and (as appropriate) the awards given to the Company's Chief Executive Officer(s) in past years.

**B. Compensation of Other Executive Officers.** To approve the compensation of all other executive officers of the Company. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

**D. Director Compensation.** To regularly review and evaluate the compensation program for Directors and, as appropriate, recommend changes to the Board.

**III. Membership, Structure and Operations.**

**A. Appointment and Removal of Members.**

1. **Appointment.** The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until such member's earlier resignation or death. The Committee shall consist of not fewer than three (3) members. The Board may also appoint additional members from time to time.
2. **Removal.** The Board may remove any member from the Committee at any time with or without cause; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than three (3) members, then the Board must at the same time appoint enough additional members to the Committee so that the Committee will have at least three (3) qualified members.

**B. Member Qualifications.** To be a member of the Committee, a Board member must meet the following requirements:

1. She/he must have, or obtain within a reasonable period of time after his/her appointment to the Committee, familiarity with the key issues relevant to the work of the Committee; and
2. Each member of the Committee must (i) be independent in accordance with the requirements of Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (ii) be independent in accordance with Rule 5605(a)(2) of NASDAQ’s Listing Rules, (iii) not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, and (iv) qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, as amended.
3. For the purpose of Section III(B)(2) hereof, “compensatory fees” shall not include: (i) fees received as a member of the Committee, the Board or any other committee of the Board; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).
4. In determining whether a Board member is eligible to serve on the Committee, the Board must also consider whether such Board member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair such Board member’s judgment as a member of the Committee.

**C. Appointment and Removal of Chair.**

1. **Appointment.** At the time the Board appoints members of the Committee, the Board also will appoint one of the members to act as Chair of the Committee. In addition to chairing meetings of the Committee, the Chair will be the liaison to Company management and will be responsible for setting the agenda for meetings, reporting to the Board and being available to answer questions at annual meetings of shareholders. The Chair may temporarily delegate his or her responsibilities to another member of the Committee if s/he is not available to perform them.
2. **Removal.** The Chair may be removed by the Board at any time with or without cause, provided that a new Chair is appointed by the Board at the same time.

- D. Delegation.** Except where otherwise prohibited, the Committee may delegate to a subcommittee which shall consist all of its members from the Committee or to the Chair the right to hear and determine any issue (whether specific or general) on behalf of the whole Committee, and the Committee may also delegate administrative tasks to employees of the Company; provided, however, that no such delegation can alter the fundamental duties and responsibilities of the Committee. Any subcommittee created hereby must be comprised of at least two members from the Committee and meet the definition of outside directors, as defined in Section 162 of the Internal Revenue Code or non-employee directors, as defined in Rule 16b-3 of the Exchange Act.

**E. Meetings; Operations.**

1. The Committee shall meet at least four (4) times per year at such times and places as it deems necessary to fulfill its responsibilities.
2. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. The Committee may include in its meetings members of the Company's management, other members of the Board, or third parties; provided, however, the Committee shall meet regularly without such members present, and in all cases, the Chief Executive Officer and any other such officers shall not be present at meetings during which voting or deliberations on such officer's compensation occur.
4. At the next meeting of the Board after any Committee meeting, the Chair or his/her nominee will provide the Board with a report on the matters addressed at the Committee meeting.

#### **IV. Authority to Retain Experts; Independence.**

- A. The Committee shall have the authority, in its sole discretion, to select, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. However, nothing in this Section IV(A) shall be construed to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee, or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee in accordance with this Charter.
- B. The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- C. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following factors, as well as any other factors identified by the relevant national securities exchange or national securities association in its listing standards: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. The Committee

may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee (other than the Company's in-house legal counsel), only after conducting an independence assessment in accordance with this Section IV(C) and as required under the Exchange Act. However, nothing in this Section IV(C) requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser they prefer, including ones that are not independent, after considering the six independence factors outlined in this Section IV(C).

- D. Notwithstanding Section IV(C), the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.
- E. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

- V. **Annual Performance Evaluation of the Committee.** At least annually, the Committee will (i) evaluate how well it has fulfilled its purpose during the previous year, and (ii) review and reassess the adequacy of the Charter, and will report its findings to the full Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.