

ENTERTAINMENT GAMING ASIA INC.

CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS (adopted by the Board of Directors on January 8, 2004)

I. PURPOSE AND GENERAL RESPONSIBILITIES

The Primary function of the Nominating Committee of the Board of Directors of Entertainment Gaming Asia Inc. (formerly known as Elixir Gaming Technologies, Inc.) (the "Corporation") is to assist the Board of Directors with respect to the appropriate size and composition of the Board of Directors and to monitor and make recommendations regarding the performance of the Board of Directors.

The Nominating Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants and request reports on relevant subject matters. All employees of the Corporation shall cooperate as requested by the Chairman of the Nominating Committee. Any communications between the Nominating Committee and legal counsel in the course of obtaining legal advice will be considered privileged communication of the Corporation.

II. COMPOSITION

The Nominating Committee shall have a Chairperson appointed by the Board of Directors. The Nominating Committee shall consist of that number of directors as the Board shall determine from time to time, where such number not to be less than two (2) members. No member of the Nominating Committee shall have a relationship to the Corporation that may interfere with the exercise of his or her independent judgment, where such independence is defined by the American Stock Exchange Company Guide or such other standard that may be applicable to the Corporation.

III. MEETING ATTENDANCE AND MINUTES

The Nominating Committee shall meet at such times as the Chairperson of the Nominating Committee shall designate, and notice of such meetings shall be given to Nominating Committee members, all in accordance with the bylaws of the Corporation. The Nominating Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors. As necessary or desirable, the Chairperson of the Nominating Committee may require that any members of management be present at meetings of the Nominating Committee.

The Nominating Committee shall report to the Board of Directors periodically or as required by the nature of its duties on all of its activities and shall make such recommendations to the Board of Directors as the Nominating Committee decides is appropriate. The Secretary of the Corporation shall publish minutes of each meeting, which shall be filed by the Secretary of the Corporation with the records of the Corporation. Copies of such minutes shall be provided to each member of the Board of Directors.

IV. RESPONSIBILITIES AND DUTIES

The principal responsibilities and functions of the Nominating Committee are as follows:

4.1 REVIEW OF NOMINATING COMMITTEE CHARTER

The Nominating Committee shall review this charter at its discretion to assure its continuing adequacy. The Nominating Committee shall recommend any proposed changes to the Board of Directors for adoption.

4.2 SIZE AND COMPOSITION OF THE BOARD

The Nominating Committee shall make recommendations regarding the size and composition of the Board of Directors. In fulfilling these duties, the Nominating Committee shall:

- Evaluate the number of the members on the Board of Directors, on an annual basis, and make recommendations to the Board of Directors for any adjustments;
- Periodically review the compensation paid to non-employee directors for annual retainers and meeting fees, if any, and make recommendations to the Board of Directors for any adjustments;
- Review suggestions concerning possible candidates for election to the Board of Directors, including all self-nominations and third-party nominations;
- Develop and recommend to the Board of Directors criteria for the selection of individuals to be considered as candidates for election to the Board of Directors;
- Evaluate the qualifications of all proposed candidates for election to the Board of Directors, including capability, availability to serve, conflicts of interest and other relevant factors;
- Recommend to the Board of Directors a slate of nominees for election to the Board of Directors at annual meetings of stockholders of the Corporation; and
- Monitor, if necessary, the compliance of the Board of Directors with any pertinent corporate governance policies and practices.

4.3 CEO AND CHAIRPERSON OF THE BOARD SUCCESSION

The Nominating Committee shall advise the Board of Directors concerning candidates for the position of Chairperson of the Board and Chief Executive Officer, and conduct such investigation of such candidates as the Nominating Committee may deem appropriate. The Chairperson of the Nominating Committee shall chair any executive session of the Board of Directors called for the purpose of discussing CEO and Chairperson of the Board succession issues.

4.4 OFFICER NOMINATION AND RETIFICATION

The Nominating Committee shall advise the Board of Directors concerning possible candidates for such positions as Vice Chairperson of the Board of Directors, President,

Executive Vice President and Vice President, Controller, Secretary, Treasurer and such other officers of the Corporation as it from time to time deems appropriate. To fulfill these responsibilities, the Nominating Committee may conduct such investigations as the Nominating Committee shall deem appropriate.

4.5 ANNUAL BOARD EVALUATION

The Nominating Committee shall administer the annual self-evaluation by the Board of Directors, share the evaluation results with the full Board of Directors and lead discussions of the Board of Directors and analysis thereof.