

Minsheng Education Group Company Limited

(“Company” or “the Company”)

Rules of Procedure of the Nomination Committee

Effective as of March 2, 2017

(Passed in the Board Meeting on March 2, 2017)

Organization

1. According to the resolution passed by the Company’s Board of Directors (the “**Board**”) on March 2, 2017, the Nomination Committee (the “**Committee**”) is established under the Board.

Membership

2. The Committee shall consist of at least three members who shall be the directors of the Company and appointed by the Board, and most of them shall be independent non-executive directors.
3. The Chairman of the Committee shall be appointed by the Board, who shall be the Chairman of the Board or an independent non-executive director of the Company.
4. The Secretary of the Committee shall be appointed by the Board.
5. Revocation of appointment of a member or the Secretary of the Committee or appointment of an additional Committee member shall be made through a separate resolution of the Board.
6. Composition of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that may be amended from time to time.

Meeting procedures

7. Unless otherwise agreed by all of the Committee members, a notice of a Committee meeting shall be sent at least 2 working days in advance.
8. A member of the Committee or (at the request of a Committee member) the Secretary of the Committee may at any time request to convene a meeting. Notices can be given in written or verbal form. If a verbal notice is given, its content shall be confirmed in writing.

9. Notice of the meeting shall indicate the date, time and venue of the meeting, accompanied by the agenda of the meeting or other documents that are to be considered by the members of the Committee.
10. A quorum of the meeting of the Committee shall consist of two members.
11. Other members of the Board (other than Committee members) shall be entitled to attend any meeting of the Committee, but their presence shall not constitute a quorum of such meeting.
12. Meetings shall be held not less than once a year. Members of the Committee may request to convene a meeting if they deem it necessary.
13. Resolutions of a meeting of the Committee shall be passed by a majority vote of all Committee members present at the meeting. If the number of votes in favor of and the number of votes against a proposal are equal, the Chairman of the Committee shall have one extra deciding vote.

Alternate members

14. Members of the Committee shall not appoint their own alternates to attend meetings or to perform their duties.

Power

15. The Committee may exercise the following powers:
 - (a) decide the policy for nominating the Company's directors;
 - (b) if it considers appropriate, delegate its power and duties to a subordinate committee or individual member;

Duties and Responsibilities

16. The Committee's terms of reference shall include at least the following:
 - (a) review the structure, size and composition of the Board (including, but not limited to, the skills, knowledge, experience and terms of service) at least once a year, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals suitably qualified to act as directors and select or make recommendations to the Board on the selection of individuals nominated for directorship;

- (c) assess the independence of independent non-executive directors;
- (d) make recommendations to the Board in respect of the appointment or re-appointment of directors and the succession plans of directors (particularly its Chairman and Chief Executive Officer); Committee meeting may be held in person, via telephone or video conference;
- (e) periodically review the time required for directors to fulfill their duties;
- (f) take any action to ensure that the Committee can perform its powers and functions authorized by the Board;
- (g) comply with any requirements, directions and rules specified by the Board, set out in the Articles of Association of the Company or provided by legislation from time to time;
- (h) be present at the Company's annual general meeting and answer questions at the meeting (Note: The Chairman shall attend the annual general meeting of the Company; if the Chairman fails to attend, the other member of the Committee (or, if the member of the Committee is unable to attend, the duly appointed representative by the Chairman) shall be present); and
- (i) The Committee shall be provided with sufficient resources to perform its functions, including seeking independent professional advice (at the expense of the Company).

Reporting procedures

17. The Secretary of the Committee shall send the draft and the final version of meeting minutes and reports to all Committee members for circulation within a reasonable time after the meeting, with the draft for members to comment and the final version for the record.
18. The Secretary of the Committee shall keep all approved meeting minutes and reports either in hard copy or electronic copy as part of the Company's records.
19. The Committee shall report to the Board on its decisions or recommendations, unless restricted by laws or regulations that the Committee cannot make such report (for example, due to regulatory restrictions on disclosure).

20. Under the premise of complying with the Articles of Association of the Company and the Listing Rules, the Board may at any time amend, supplement and revoke these terms of reference and procedures and any resolutions passed by the Committee, provided that the relevant amendment, supplement and revoking shall not affect the validity of any resolutions passed or measures taken by the Committee before such relevant action is taken place.

Effectiveness

21. These rules of procedure shall come into effect after being considered and passed by the Board.
22. The Board is responsible for the interpretation of these rules of procedure.

Language

23. In case there is any discrepancy between the English version and the Chinese version of these terms of reference and procedures, the English version shall prevail.

Board of Directors of Minsheng Education Group Company Limited

March 2, 2017