

Nominating & Governance Committee

I. Committee Membership

The Nominating and Governance Committee of the Board of Directors of Tsingda eEDU Corporation ("Tsingda") shall consist of at least three Directors. The members of the Committee and its Chair shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee and may be removed by the Board at its discretion. All members of the Committee shall meet the applicable independence requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"), and all other applicable laws, rules and regulations governing director independence, as determined by the Board.

II. The Committee's Purpose

The purpose of the Nominating and Governance Committee is to assist the Board in identifying individuals qualified to become Directors under the criteria approved by the Board, nominate Directors to serve on and to chair the Board Committees, review corporate governance trends, recommend to the Board any improvements to the Company's corporate governance guidelines as it deems appropriate, and review the Company's Ethics and Compliance Program.

III. Committee Authority and Responsibilities

The authority and responsibilities of the Nominating and Governance Committee are:

- ✧ To lead the search for individuals qualified to become members of the Board. In obtaining the names of possible new nominees, the Committee may make its own inquiries and may solicit suggestions from other Directors, management, stockholders and other sources. The Committee will establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations. All potential nominees must first be considered by the Committee before being contacted as possible nominees and before having their names formally considered by the full Board.
- ✧ To evaluate the suitability of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise; gender, cultural and geographical diversity; and balance of inside, outside and independent directors and considering the general qualifications of the potential nominees, including:
 - a. Integrity and honesty,
 - b. The ability to exercise sound, mature and independent business judgment in the best interests of the stockholders as a whole,
 - c. Recognized leadership in business or professional activity,
 - d. A background and experience which will complement the talents of the other Board members,

- e. Willingness and capability to take the time to actively participate in Board and Committee meetings and related activities,
 - f. Ability to work professionally and effectively with other Board members and Tsingda management,
 - g. Availability to remain on the Board long enough to make an effective contribution,
 - h. Absence of material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues, and see that all necessary and appropriate inquiries are made into the backgrounds of such candidates.
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- ✧ To periodically review the qualifications and criteria taken into consideration in the evaluation of potential nominees for membership on the Board.
 - ✧ To recommend to the Board the number and names of proposed nominees for election as Director at the Annual Meeting of Stockholders and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy.
 - ✧ To consider the resignation of a director who has changed his or her principal occupation and inform the Board as to whether or not the Committee recommends that the Board accept the resignation.
 - ✧ To review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.
 - ✧ To monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines and recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of the Company's By-Laws, and in the policies and practices of the Board.
 - ✧ To perform the functions of the Committee under the Company's Policy with respect to Related Person Transactions.
 - ✧ To quarterly review the Company's Ethics and Compliance Program.
 - ✧ To annually review and make recommendations to the Board regarding its process for evaluating the effectiveness of the Board and its Committees. The Committee shall oversee the annual assessment of Board effectiveness and report to the Board.
 - ✧ To periodically review and make recommendations to the Board regarding new Director orientation and Director continuing education.

- ✧ To annually recommend to the Board following the annual meeting of stockholders, Committee membership and chairs and review periodically with the Board Committee rotation practices. The Committee also has the authority and responsibility to recommend to the Board, as needed, the formation of ad hoc committees of the board to deal with specific issues, as well as the membership and chairs of ad hoc committees, and for the assignment of specific tasks that fall outside the scope of the Committees to individual members of the Board.
- ✧ To approve the membership of any executive director or officer on a non-Tsingda listed company board, and to be timely informed by non-executive directors of any new listed company board to which they have been nominated for election as director and of any change in their existing status as director on any other listed company board.
- ✧ To advise the Board on succession planning.

IV. Committee Meetings, Support, Delegation and Evaluation

The Nominating and Governance Committee shall meet at least two times a year, or more often as circumstances require, keep minutes of its proceedings and report regularly to the Board.

The Nominating and Governance Committee may invite to its meetings any director, officer of the Company or such other person as it deems appropriate to assist it in performing its responsibilities, and has the authority to retain independent search or other consultants to assist it in identifying potential Director nominees, and to terminate any such search, in its sole discretion, and to approve related fees and other retention provisions.

The Nominating and Governance Committee may delegate specific responsibilities to one or more individual Committee members to the extent permitted by law, regulation, Nasdaq Listing Standards and the Articles of Incorporation of the Company.

The Nominating and Governance Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review annually the adequacy of this charter and recommend any changes that it deems appropriate to the Board for approval.