

WISDOM EDUCATION INTERNATIONAL HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

Terms of Reference for Nomination Committee

of the board of directors of the Company

Adopted pursuant to a resolution of the board of directors on 3 January 2017

Purpose

1. The purpose of the Nomination Committee is to assist, identify, screen and recommend to the board of directors (the “**Board**”) of Wisdom Education International Holdings Company Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) appropriate candidates to serve as directors of the Company and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of at least three (3) members, the majority of whom should be independent non-executive directors, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. The Board shall appoint the chairman of the Board or an independent non-executive director as the chairman of the Nomination Committee (the “**Chairman**”).

Meetings

4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.
5. The Nomination Committee shall meet at least annually and at such other times if circumstances require.
6. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board. The Chairman shall not preside over the meeting of the Nomination Committee when it is dealing with the matter of succession to the chairmanship.
7. Unless otherwise specified, the provisions contained in the Company’s articles of association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

Notice of Meetings

8. Meetings of the Nomination Committee shall be summoned by the Company Secretary at the request of the Chairman.

9. For regular meetings and as far as practicable in all other cases, notice of meeting and the agenda and accompanying committee papers should be sent, in full, to all members of the Nomination Committee at least 3 days before the intended date of meeting (or such other shorter period agreed by the members).

Quorum

10. The quorum necessary for the transaction of business shall be two (2). A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

Access

11. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings as necessary or desirable.
12. The Company should provide the Nomination Committee with sufficient resources to perform the duties set forth herein. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting Procedures

13. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee terms of reference on an annual basis and recommend any proposed changes to the Board.
14. Full minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
15. Minutes of meetings of the Nomination Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised or dissenting views expressed. Draft and final versions of minutes of meetings should be sent to members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
16. The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

17. The Nomination Committee is authorised by the Board to make recommendation to the Board as to the nomination for appointment of directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.

Annual General Meeting

18. The Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Nomination Committee's activities. In his or her absence, one other member of the Nomination Committee or failing this, his or her duly appointed delegate should attend.

Responsibilities and Duties

19. The Nomination Committee shall perform the following duties:
 - (a) review the structure, size and composition (including skills, knowledge and experience) of the Board on a regular basis at least annually and make recommendations to the Board regarding any proposed change to complement the Company's corporate strategy;
 - (b) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepared a description of the role and capabilities required for a particular appointment;
 - (c) identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (d) assess the independence of independent non-executive directors to determine their eligibility;
 - (e) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive;
 - (f) keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the market;
 - (g) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (h) ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside Board meetings;
 - (i) formulate and keep under review a policy concerning diversity of the members of the Board, taking into consideration a number of factors, including without limitation, gender, age, cultural and education background or professional experience, taking into account the Company's own business model and specific needs; and
 - (j) review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.

General

20. The Nomination Committee should make available these terms of reference on the Stock Exchange's website and Company's website.
21. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend and supplement these terms of reference provided that no amendment to these terms of reference shall invalidate any prior act and resolution of the Nomination Committee which would have been valid had there not been such amendment.