



China New Higher Education Group Limited
中國新高教集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 2001)

NOMINATION POLICY

1. Purpose

1.1 The Committee shall nominate suitable candidates to the Board and advise the Board on the appointment of directors and the succession plan of directors.

1.2 This policy sets out the main selection criteria and principles used by the Committee in making any relevant recommendations.

2. Selection criteria

2.1 The Committee considers, include (but are not limited to) the following factors when assessing candidates, and makes recommendations on the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board:

- (a) Integrity;
- (b) Achievements, experience and reputation in China's private education industry and other related industries;
- (c) Commitment in respect of sufficient time, interests and attention to the business of the Company;
- (d) Diversification of the Board in all aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
- (e) the ability to assist and support management and to make a significant contribution to the success of the Company; and
- (f) any other relevant factors as determined by the Committee or the Board from time to time.

2.2 The appointment of any proposed candidate to the Board or reappointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

3. Nomination process

3.1 Board members are invited to nominate candidates, if any, for consideration by the Committee. The Committee may also nominate candidates for their consideration, and the Secretary of the Committee will then meet.

3.2 For the appointment of any proposed candidate to the Board, the Nomination Committee shall

undertake adequate due diligence in respect of such candidate and make recommendations for the Board's consideration and approval.

3.3 For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

3.4 For the procedures for shareholders to nominate any candidate for election as a director, please refer to the "PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING" on the Company's website.

3.5 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

4. Approval and review of this policy

Any future amendments to this policy must be reviewed and approved by the Nomination Committee and submitted to the Board for approval.