

TAL International Group, Inc.

Audit Committee Charter

This Charter governs the operations of the Audit Committee of the Board of Directors of TAL International Group, Inc. This Charter was adopted on February 28, 2006 and may be amended only by the affirmative vote of the Board of Directors.

Purpose

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of TAL International Group, Inc. (the "Company") shall assist the Board in fulfilling its oversight responsibilities as to (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Company's independent auditor's, (iv) the performance of the Company's systems of internal accounting and financial and disclosure controls and (v) the performance, selection, retention and evaluation of the Company's independent auditors.

The Committee shall prepare the Audit Committee Report required by the rules of the Securities and Exchange (the "SEC") Commission to be included in the Company's annual meeting proxy statement.

Composition

The Committee shall be comprised of three or more members of the Board as determined from time to time by the Board. The Committee members shall be designated by the Board. The Chairperson of the Committee shall be designated by the Board; provided that if the Board does not so designate a Chairperson, the members of the Committee, by a majority vote, may designate a Chairperson. Committee members and the Chairperson of the Committee may be removed by the Board, with or without cause, at any time, upon the majority vote of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board.

Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange, the Securities Exchange Act of 1934 and the rules and regulations of the SEC Commission, and any additional requirements that the Board deems appropriate.

Each member of the Committee must be financially literate; as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must be designated by the Board to be the "audit committee financial expert," as defined by applicable law, regulation or listing standard.

Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. The Committee shall invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It shall meet separately, periodically, with management, with internal auditors and with external auditors.

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Authority and Responsibilities

The principal responsibilities of the Audit Committee will generally include the following which are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate:

Financial Statement and Disclosure Matters

- 1) Review and discuss with management and the independent auditor the Company's annual and quarterly earnings releases and financial statements, prior to the filing of its Form 10-K and Form 10-Q, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the annual and quarterly financial statements.
- 2) Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material internal control deficiencies.
- 3) Review and discuss reports from the independent auditors on: (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- 4) Review management's conclusions about the Company's disclosure controls and procedures.
- 5) Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 and No. 90 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- 6) Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- 7) Discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- 8) Discuss with management the Company's risk assessment and risk management policies.
- 9) Establish and implement procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Oversight of the Company's Relationship with the Independent Auditors

- 1) Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors.
- 2) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- 3) Obtain and review a report from the independent auditors at least annually regarding:

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- a) the independent auditors' internal quality-control procedures,
 - b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues, and
 - c) all relationships between the independent auditors and the Company (including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category).
- 4) Appoint, retain, compensate and replace the Company's independent auditors (subject, if applicable to stockholder ratification), and approve all fees payable to the independent auditors. In furtherance of the foregoing, the Committee shall review and approve in advance the annual engagement letter of the Company's independent auditors, including the proposed fees contained therein.
 - 5) Approve, in advance, all audit services, and all non-audit services provided by the Company's independent auditors that are not specifically prohibited under the applicable law, regulation or listing standard.
 - 6) Set clear hiring policies for employees or former employees of the independent auditors.

Oversight of the Company's Internal Audit Function

- 1) Review the significant issues raised in reports to management prepared by the internal auditing department and management's responses.
- 2) Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- 3) Review the appointment and replacement of the senior internal auditing executive.

Outside Counsel or Other Consultants

In connection with its duties and responsibilities, the Committee shall have the authority to retain outside legal, accounting or other advisors, including the authority to approve the fees payable by the Company to such advisors and other retention terms.

Limitation of Audit Committee's Role

Notwithstanding the responsibilities and authority of the Audit Committee set forth in this Charter, the Audit Committee does not have the responsibility of planning or conducting audits of the Company's financial statements or determining whether or not the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles or the rules of the SEC Commission. Such responsibilities are the duty of management and the independent auditor.

Annual Review of the Charter and Committee Performance

The Committee shall annually review its performance. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.

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This Charter is intended as a component of a flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.