

ATA INC.

NOMINATIONS COMMITTEE CHARTER

(Adopted on January 7, 2008)

- 1. Purpose.** The purpose of the Nominations Committee and this Nominations Committee Charter (this “Charter”) of ATA Inc. (the “Company”) is (a) to identify (i) individuals qualified to be members of the Board of Directors (the “Board”) and (ii) directors qualified to serve on Board committees; (b) to select, or recommend for the Board’s selection, the individual(s) to be named in the Company’s annual report as candidate(s) for election to the Board; (c) upon any mid-term Board vacancy or other circumstance under which applicable law and the Company’s memorandum of association and articles of association (the “Constitutional Documents”) allow the Board to appoint a new director, to select, or recommend for the Board’s selection, the individual(s) to be appointed as director(s) by the Board; and (d) to make recommendations to the Board regarding (i) which directors the Board appoints to serve on its various committees, (ii) which committee member is selected as the chairperson of each committee, and (iii) the terms of directors’ and chairpersons’ service on each committee (or as chairperson, as applicable) and on the Board. No appointment by the Board shall be invalid, however, as a result of any failure of the Nominations Committee to make a recommendation to the Board regarding such appointment. In the event of any inconsistency between a nominee selected (or recommended) by the Nominations Committee and a nominee selected (or recommended to shareholders) by the Board, the Board’s choice shall be respected.
- 2. Nominations Committee Composition.**

 - (a) Membership.** The Nominations Committee will be comprised of two or more members of the Board. All members of the Nominations Committee shall: (a) upon or as soon as practicable after the Company’s initial public offering, and in no event later than the date that is one year anniversary as of the date of completion of the Company’s initial public offering, be independent directors (as determined by the Board) under the independence standards of the Nasdaq Stock Market, which standards are contained under the definition of “independent director” under Rule 4200(a)(15) of the Nasdaq Marketplace Rules.
 - (b) Appointment.** The members of the Nominations Committee will be appointed by and serve at the discretion of the Board. Except as provided in this Charter, members of the Nominations Committee will be appointed annually for a term of one year or until their successors have been duly appointed and qualified (if later). Nominations Committee members may be removed, with or without cause, by the Board. Unless the Board appoints a chairperson of the Nominations Committee, the members of the Nominations Committee shall designate a chairperson by majority vote.

3. **Specific Responsibilities and Duties.** The Board delegates to the Nominations Committee the express responsibility and authority to do the following, to the fullest extent permitted by applicable law and the Company's Constitutional Documents:
- (a) **Board Composition.** Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
 - (b) **Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors as needed. Review and develop the Board's criteria for selecting new directors, including standards for director independence and the need to ensure that a majority of members of the Board (as well as a majority of the Company's officers) are neither United States citizens nor United States residents to preserve the Company's status as a "foreign private issuer," as defined in Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In accordance with the Company's Corporate Governance Guidelines, establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by shareholders. Select or recommend that the Board select the director nominees to stand for election at any meeting of shareholders or by written consent in lieu of such meeting. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate would meet the definition of independence required by the Nasdaq Stock Market, the Exchange Act or other applicable laws and regulations, as well occupation, intelligence, relevant skills and experience, prominence, commitment, compatibility with the chief executive officer and the culture of the Company and the Board, understanding of the Company's business, and other factors deemed by the Nominations Committee to be necessary or appropriate from time to time and in light of the facts and circumstances then applicable for the Nominations Committee.
 - (c) **New Director Orientation and Director Continuing Education.** Review and make recommendations on any orientation program established by management to enable the new director to gain an understanding of the Company and the Company's industry. Develop with management appropriate continuing education programs for directors on matters relevant to the Company and the Company's business plan, industry and risk profile.
 - (d) **Current Directors.** Review and make recommendations to the Board regarding the independence and suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.
 - (e) **Committees.** Evaluate the nature, structure and composition of other Board committees. Make recommendations to the Board as to qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.

- (f) **Succession Planning.** Monitor and make recommendations with respect to succession planning for the chief executive officer and other officers.
 - (g) **Annual Board Review.** Oversee the Board's annual self-evaluation and assist the Board in determining whether it and its committees are functioning effectively.
 - (h) **Annual Evaluation of Corporate Governance Guidelines.** Annually review the Company's Corporate Governance Guidelines and make recommendations to the Board regarding any necessary revisions or amendments thereto.
 - (i) **Annual Evaluation of Committee and Charter.**
 - (i) **Evaluation of Committee.** Annually evaluate the performance of the Nominations Committee and its members, including a review of the Nominations Committee's compliance with its Charter.
 - (ii) **Review of Charter.** Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board, as appropriate.
 - (j) **Recommendations.** Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.
 - (k) **Other Actions.** Take such other actions as may be necessary or appropriate to fulfill the Nominations Committee's purposes (as stated above) and as may be requested or required by the Board from time to time.
4. **Search Firm.** The Board delegates to the Nominations Committee the express authority to decide whether to retain a search firm to assist the Nominations Committee in identifying, screening and attracting director candidates. If the Nominations Committee decides in its discretion to retain such a firm, the Board delegates to the Nominations Committee the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.
5. **Meetings.** The Nominations Committee shall meet semi-annually. In addition, the Nominations Committee will meet with such frequency, and at such times, as its chairperson, or a majority of the Nominations Committee, determines. A special meeting of the Nominations Committee may be called by the chairperson and will be called promptly upon the request of any two Nominations Committee members. A meeting of the Nominations Committee may be conducted in person or via a telephone conference where every meeting participant can hear each other. The agenda of each meeting will be prepared by the chairperson, in consultation with other Nominations Committee members, and circulated, if practicable, to each Committee member prior to the meeting date. Unless the Nominations Committee or the Board adopts other procedures, the provisions of the Company's Constitutional Documents applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Nominations Committee.

6. **Minutes.** Minutes of each meeting will be kept with the regular corporate records.
7. **Subcommittees.** Subject to prior approval by the Board, the Nominations Committee may appoint subcommittees, as necessary.
8. **Reliance; Experts; Cooperation.**
 - (a) **Retention of Independent Counsel and Advisors.** The Nominations Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.
 - (b) **Reliance Permitted.** In carrying out its duties, the Nominations Committee may act in reliance on management, the Company's independent public accountants, the Company's internal auditors (if any), internal and outside advisors and experts (financial, legal or otherwise), and any officers, employees, consultants and agents of the Company, as it deems necessary or appropriate.
 - (c) **Investigations.** The Nominations Committee has the authority to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
 - (d) **Required Participation of Employees.** The Nominations Committee shall have unrestricted access to the Board, the other committees of the Board, the Company's independent public accountants, the Company's internal auditors (if any), internal and outside advisors and experts (financial, legal or otherwise), and any officers, employees, consultants and agents of the Company, and may require any such person to attend a meeting of the Nominations Committee or to meet with any members of, or consultants or advisors to, the Nominations Committee.
9. **Rules and Procedures.** Except as expressly set forth in this Charter or the Company's Constitutional Documents or Corporate Governance Guidelines, or as otherwise provided by law or the rules of Nasdaq Stock Market, the Nominations Committee shall establish its own rules and procedures.