

TAL International Group, Inc. Corporate Governance Principles and Guidelines

The Board of Directors (the "Board") of TAL International Group, Inc. (the "Company") has adopted the following Corporate Governance Principles and Guidelines ("Guidelines") to assist the Board in the exercise of its responsibilities.

Director Independence

The Company shall have a majority of independent directors on the Board and the Company's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall be composed entirely of independent directors. The Board has adopted Director Independence Standards in accordance with New York Stock Exchange and all applicable legal requirements. At least annually, the Company's Nominating and Corporate Governance Committee shall review the independence of each non-employee director and make recommendations to the Board and the Board shall affirmatively determine if each director qualifies as independent.

Each Director shall keep the Nominating and Corporate Governance Committee informed as to any developments that might affect the director's independence.

Director Responsibilities

Directors are expected to make reasonable efforts to attend Board meetings and any committee of which the director is a member, as well as the Annual Meeting of Shareholders and to review materials in advance of meetings. Directors are also expected to be reasonably available to management and other directors for consultation between meetings.

Each Director is required to comply with the Company's Code of Ethics/Conduct, and Insider Trading Policy.

The primary responsibility of the Board of Directors is providing oversight and direction to the management of the Company in the interest and the benefit of the Company's stockholders. The Board's responsibilities include overseeing the conduct of the Company's business to evaluate whether the business is being properly managed, reviewing and, where appropriate, approving the Company's major strategic, financial, and operating plans and actions.

Director's Access to Management and Independent Advisors

Directors shall have full and unrestricted access to Company management. The Board, or any committee of the Board, may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

Director Compensation

Director compensation should be similar to that for companies of similar size in similar industries. The Nominating and Corporate Governance Committee shall periodically review director compensation, using an outside consultant if it deems advisable, to determine if director compensation is fair and reasonable in form and amount.

Director Orientation and Continuing Education

The Company shall provide new directors with orientation materials to educate the director about the Company and the Company's business and industry. The Nominating and Corporate Governance Committee shall assist the Company in identifying programs for director education and approving programs to be provided at the Company's expense.

Management Succession Plans

The President and Chief Executive Officer report annually to the Board of Directors on succession planning and management development.

Annual Performance Evaluation of Board of Directors

The Nominating and Corporate Governance Committee is responsible for overseeing the annual self-evaluation of the role and performance of the Board of Directors, and its committees and management in the governance of the company and shall evaluate and report to the Board of Directors on the performance and effectiveness of the Board.

Review of These Principles and Guidelines

The Nominating and Corporate Governance Committee shall review periodically, and at least annually, the corporate governance principles and guidelines adopted by the Board of Directors to assure that they are appropriate for the Company and comply with the requirements of the New York Stock Exchange, and to recommend any desirable changes to the Board.