

HERE GROUP LIMITED (FORMERLY KNOWN AS QUANTASING GROUP LIMITED)

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted by the Board of Directors of Here Group Limited (formerly known as QuantaSing Group Limited, the “Company”), a Cayman Islands company, on December 20, 2022, effective upon the effectiveness of the Company’s registration statements on Form F-1 relating to the Company’s initial public offering)

I. PURPOSE

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company include:

- (a) selecting and recommending to the Board nominees for election by the shareholders or appointment by the Board;
- (b) annually reviewing with the Board the composition of the Board with regards to characteristics such as independence, knowledge, skills, experience and diversity of the Board members;
- (c) making recommendations on the frequency and structure of Board meetings and monitoring the functioning of the committees of the Board;
- (d) advising the Board periodically with regard to significant developments in the law and practice of corporate governance as well as the Company’s compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any remedial action to be taken;
- (e) developing and recommending to the board a set of corporate governance guidelines applicable to the Company; and
- (f) overseeing the evaluation of the board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s then current memorandum and articles of association (collectively, the “Articles”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. MEMBERSHIP

The Committee shall be comprised of no less than two directors, as determined by the Board, each of whom (a) except as otherwise permitted by the applicable rules of the NASDAQ Stock Market LLC (“NASDAQ”), shall satisfy the independence requirements of NASDAQ, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee shall be appointed by the Board. Unless the Board appoints a chairperson of the Committee (the “Chair”), the Committee shall elect a Chair by majority vote. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not any member of the Committee is later determined not to have satisfied the requirements for membership provided herein.

III. MEETINGS AND PROCEDURES

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least twice a year, or more frequently as the Committee deems necessary or desirable. A meeting of the Committee may be conducted in person or via telephone conference or similar communications equipment where every meeting participant can hear each other. The Committee may also act by unanimous written consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board. Minutes of the meetings shall be kept by a person designated by the Chair. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meetings.

IV. DUTIES AND RESPONSIBILITIES

1. The Committee shall,
 - (a) at an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, recommend to the Board for nomination by the Board such candidates the Committee, in the exercise of its business judgment, has found to be well qualified, willing and able to serve on the Board; and
 - (b) at an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, recommend to the Board for appointment by the Board to fill such vacancy such candidate as the Committee, in the exercise of its business judgment, has found to be well qualified, willing and able to serve on the Board.
 - (c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among other criteria the Committee shall deem appropriate, in recommending candidates for election to the Board:
 - (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other areas relevant to the success of a publicly traded company in today's business environment;
 - (iii) experience in the Company's industry and with relevant social policy concerns;
 - (iv) experience as a board member of another publicly held company;
 - (v) academic expertise in an area of the Company's operations; and
 - (vi) practical and mature business judgment, including ability to make independent analytical inquiries.
 - (d) Notwithstanding (a) and (b) above, if the Company is legally bound by contract or otherwise to permit a third party to nominate directors (for example, pursuant to rights contained in a shareholders agreement), then the nomination or appointment of such directors shall be governed by such requirements.
 - (e) The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
2. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken.

3. The Committee shall monitor compliance with the Company's code of business conduct and ethics, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance.

4. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

5. The Committee shall, at the request of the Board, periodically review and make recommendations to the Board relating to management succession planning, including policies and principles for selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.

6. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.

7. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

8. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

9. The Committee shall periodically report to the Board on its findings and actions.

10. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Articles and applicable laws, regulations and rules.