



CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

BOARD DIVERSITY POLICY

**Adopted by the board of directors of the Company (the “Board”)
on 14 December 2018 to take effect from 1 January 2019**

A. PURPOSE

This board diversity policy (the “Policy”) is supplemental to the Terms of Reference of the Nomination Committee of the Board (the “Nomination Committee”) as adopted by the Board on 14 December 2018.

The Company recognises the benefits from its Board constituted from time to time having a balance of skills, knowledge, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

This Policy aims at setting out the framework that the Company has put in place to achieve and maintain the appropriate diversity of the Board.

B. POLICY STATEMENT

With a view to achieving a sustainable and balanced development, the Company sees diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. It is the policy of the Company to consider board diversity from a number of factors when deciding on new appointments to the Board and the continuation of those appointments in order to achieve a diversity of perspectives among Board members. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board.

C. ROLE OF NOMINATION COMMITTEE

The Nomination Committee has the duties (among other things) (1) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually; (2) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for the Company’s directorships, based on merits and having due regard to the benefits of the appropriate diversity of perspectives within the Board; and (3) to make recommendations to the Board on the

appointment or re-appointment of the directors of the Company and succession planning for the directors of the Company to maintain a balance of skills, knowledge, experience and diversity of perspectives within the Board. In performing such duties, the Nomination Committee shall give adequate consideration to this Policy.

D. MEASUREABLE OBJECTIVES

When reviewing the Board's structure and composition and/or Board member appointment or re-appointment, the Nomination Committee shall take into account a number of factors (with reference to the diversity of perspectives appropriate to the requirements of the Company's business as well as the industry in which the Company operates) as measureable objectives, which factors include (without limitation) gender, age, ethnicity, cultural and educational background, professional or industry experience, skills, knowledge and other qualities. The Nomination Committee shall consider candidates on merits as well as against these measurable objectives with due regard for the benefits of the appropriate diversity of perspectives within the Board and also the candidates' potential contributions thereto.

E. REVIEW AND DISCLOSURE OF THIS POLICY

The Nomination Committee will continuously review this Policy (as appropriate) to ensure the effectiveness of this Policy and that this Policy will remain relevant to the Company's needs and reflect both the then current regulatory requirements and good corporate governance practice, and will discuss any proposed changes to the then existing Policy and then recommend such proposed changes to the Board for consideration.

According to Paragraph L of Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, this Policy or a summary thereof, including any measureable objectives that the Nomination Committee has set for implementing this Policy, and progress on achieving those objectives, will be disclosed in the Company's corporate governance report under its annual report.