

(Effective as from 29 August 2013)
(自 2013 年 8 月 29 日起生效)

華耐控股有限公司
Sinoref Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1020)

Board Diversity Policy
董事會成員多元化政策

Sinoref Holdings Limited
華耐控股有限公司
(the “Company” and “本公司”)

Board Diversity Policy
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(中文本為翻譯稿，僅供參考用)

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| <p>1. <u>Purpose</u></p> <p>This Policy aims to set out the approach to achieve diversity on the Company’s board (the “Board”) of directors (the “Directors”).</p> | <p>目的</p> <p>本政策旨在列載本公司董事會（“董事會”）為達致董事（“董事”）成員多元化而採取的方針。</p> |
| <p>2. <u>Vision</u></p> <p>The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.</p> | <p>願景</p> <p>本公司明白並深信董事會成員多元化對提升公司的表現素質的裨益。</p> |
| <p>3. <u>Policy Statement</u></p> <p>A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences will be taken into account in determining the optimum composition of the Board. All Board appointments will be based on merit while taking into account diversity (including gender diversity).</p> | <p>政策聲明</p> <p>一個真正多元化的董事會應包括並善用董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面之分別。公司在制定董事會成員的最佳組合時將考慮上述的分別。所有董事會成員之任命均以用人唯才為原則，並考慮多元化（包括性別多元化）。</p> |
| <p>4. <u>Measurable Objectives</u></p> <p>4.1 The nomination committee (the “Nomination Committee”) of the Board will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption.</p> | <p>可計量目標</p> <p>董事會的提名委員會（“提名委員會”）每年會討論及同意用作推行董事會多元化的可計量目標，並會建議董事會採納該等可計量目標。</p> |

4.2 The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, experience, knowledge, expertise, culture, independence, age and gender.

公司志在建立及維持董事會具備多元化的董事，無論在技能、經驗、知識、專才、文化、獨立性、年齡及性別。

5. Monitoring and Reporting

監察及匯報

The Nomination Committee will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of this Policy.

提名委員會將於每年《企業管治報告》內匯報董事會依據多元化層面的組合，並監察本政策的執行。

6. Review of this Policy

檢討本政策

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

為確保本政策行之有效，提名委員會將於適當時候檢討本政策。提名委員會將會討論任何需對本政策作出的修訂，並向董事會提出修訂建議，供董事會考慮及通過。

7. Disclosure of this Policy

披露本政策

7.1 This Policy will be published on the Company's website for public information.

本政策登載在本公司網站供公眾查閱。

7.2 A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the corporate governance report.

本政策的概要及為執行本政策而制定的可計量目標和達標進度將每年在《企業管治報告》內披露。

Adopted on 29 August 2013

於 2013 年 8 月 29 日採納