

ZHIDAO INTERNATION (HOLDINGS) LIMITED
(“Company”)
BOARD DIVERSITY POLICY

1. Purpose

- 1.1 This board diversity policy (“**Policy**”) aims to set out the approach to achieve diversity on the board of directors of the Company (“**Board**”).

2. Scope of Application

- 2.1 The Policy applies to the Board. The Policy does not apply to diversity in relation to employees of the Company and its subsidiaries.

3. Policy Statement

- 3.1 The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, regional and industry experience, skills, knowledge and length of service. All Board members appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

4. Measurable Objectives

- 4.1 Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, regional and industry experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The composition of the Board (including gender, ethnicity, age, length of service) will be disclosed in the Corporate Governance Report annually.

5. Monitoring and Reporting

- 5.1 The Nomination Committee of the Company (the “**Nomination Committee**”) will report annually, in the Corporate Governance Report, on the composition of the Board under diversified perspectives, and monitor the implementation of this Policy.

6. Review of this Policy

- 6.1 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.

7. Disclosure of this Policy

- 7.1 This Policy will be published on the website of the Company for public information.
- 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 annual Corporate Governance Report.

September 2013