

SG GROUP HOLDINGS LIMITED
樺欣控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8442)
(the “Company”)

BOARD DIVERSITY POLICY (THE “POLICY”)

1. Purpose

- 1.1 The Policy sets out the Company’s approach to ensuring adequate diversity in its board of directors (the “**Board**”).

2. Policy Statement

- 2.1 The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. It is recognised that a Board composed of appropriately qualified people with a broad range of experience relevant to the business is important to the effective corporate governance and sustained commercial success of the Company.

3. Measurable Objectives

- 3.1 Consideration and selection of candidates for the appointment of new directors for the Board will be based on merit and contribution that the selected candidates will bring to the Board, which will include, but not limited to, a review of any candidate’s integrity, character, industry or related and more general experience, expertise, qualifications, skills and knowledge. All candidates will be considered against objective criteria, with due regard for the benefits of Board diversity.
- 3.2 Within the overriding emphasis on merit, the nomination committee of the Board (the “**Nomination Committee**”) will actively consider candidates that can bring a diversity of background and opinion from amongst those candidates with the appropriate background, experience, expertise, qualifications, skills and knowledge. The Nomination Committee aims to achieve an appropriate level of diversity, having regard to a range of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity and length of service.
- 3.3 In recommending the appointment of new directors, as part of the review of the structure, size and composition of the Board and the performance evaluation of the Board, the Nomination Committee will consider the benefits of all aspects of Board diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of background, experience, expertise, qualifications, skills and knowledge, as well as independence of the Board.

4. Monitoring and Reporting

- 4.1 The Nomination Committee monitors the implementation of the Policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under the Policy.
- 4.2 As part of the Nomination Committee’s annual review of the structure, size and composition of the Board, the Nomination Committee will expressly consider and include commentary to the Board on the subject of Board diversity.

4.3 A summary of the above monitoring and review will be provided in the Corporate Governance Report of the Company (the “**Corporate Governance Report**”) which forms part of the Annual Report of the Company.

5. Review of the Policy

5.1 The Nomination Committee will review the Policy, on a regular basis to ensure its effectiveness. The Nomination Committee will discuss any revisions that may be required in light of changes in circumstances and applicable amendments to the regulatory requirements in force from time to time, and recommend any such revisions to the Board for consideration and approval.

6. Disclosure of the Policy

6.1 The Policy will be published on the Company’s website for public information.

6.2 A summary of the Policy together with the measurable objectives set for implementing the Policy, and the progress made towards achieving those objectives will be disclosed annually in the Corporate Governance Report.

20 March 2017