

CIFI Holdings (Group) Co. Ltd. 旭辉控股（集团）有限公司
(the “Company”) (「本公司」)

BOARD DIVERSITY POLICY 董事会成员多元化政策
(Effective on 1 September 2013) (于2013年9月1日生效)

A. PURPOSE目的

The board diversity policy (the “Policy”) sets out the approach to diversity on the board of directors of the Company (the “Board”).

董事会成员多元化政策（「政策」）载列令本公司董事会（董事会）成员多元化的途径。

B. SCOPE OF APPLICATION 适用范围

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

政策适用于董事会。政策并不适用多元化有关本公司及其附属公司的雇员。

C. POLICY STATEMENT 政策说明

The Company recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the talents, skills, regional and industry experience, background, gender and other qualities of the members of the Board. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments of the members of the Board are made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective.

本公司了解及认同具有多元化董事会成员的裨益，并认为在董事会层面多元化能维持竞争优势的重要元素。一个真正多元化的董事会将包括具备不同才能、技能、地区及行业经验、背景、性别及其他特质的董事会成员，并可加以利用。该等不同将于厘定董事会的最适合组成时予以考虑，并于可能情况下保持适当平衡。董事会成员的所有委任均按董事会整体运作所需要的才能、技能及经验水平而作出。

The Nomination Committee of the Company (the “Nomination Committee”) reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new directors of the Company. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board.

本公司提名委员会（「提名委员会」）审阅及评估董事会组成，并就委任本公司新董事向董事会作出推荐建议。提名委员会亦就董事会之有效性进行年度审阅监管。

In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity, including without limitation, those described above, in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board.

于审阅及评估董事会组成时，提名委员会将考虑各方面多元化的裨益（包括但不限于上文所述者），以维持董事会在才能、技能、经验及背景之适当范围及平衡。

In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

于推荐人选以委任加入董事会时，提名委员会将按客观条件考虑人选，并适度顾及董事会成员多元化的裨益。

In overseeing the conduct of the annual review of the effectiveness of the Board, the Nomination Committee will consider the balance of talents, skills, experience, independence and knowledge on the Board and the diversity representation of the Board.

于董事会进行有效性年度审阅监管时，提名委员会将考虑董事会的才能、技能、经验、独立性及知识的平衡以及董事会是否具备多元化代表性。

D. MEASURABLE OBJECTIVES 可计量目标

The Nomination Committee will discuss and agree from time to time all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

提名委员会将不时就董事会成员多元化的所有可计量目标作出讨论及协议，并向董事会建议有关目标以供采纳。董事会可于任何特定时间内寻求改善一方或多方面的多元化，并评估进度。

E. MONITORING AND REPORTING 监察及报告

The Nomination Committee will report annually, in the corporate governance report of the Company, on the process it has used in relation to Board appointments. Such report will include a summary of the Policy, the measurable objectives set for implementing the Policy (if any) and progress made towards achieving these measurable objectives.

提名委员会将每年在本公司企业管治报告内就其采用的董事会成员委任程序进行汇报。该报告将包括政策摘要、为执行政策而定下的可计量目标(如有)及达标进度。

F. REVIEW OF THE POLICY 政策复核

The Nomination Committee will review the Policy from time to time, which will include an assessment of the effectiveness of the Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

提名委员会将不时复核政策，包括评估政策的有效性。提名委员会将讨论可能须作出的任何修订，并向董事会建议任何有关修订以供批准。