

(Effective as from September 2013)
(自 2013 年 9 月起生效)

中盈國金資源控股有限公司
Sino Prosper State Gold Resources Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 766)

Board Diversity Policy
董事會成員多元化政策

中盈國金資源控股有限公司
Sino Prosper State Gold Resources Holdings Limited
(the “Company” and “本公司”)

Board Diversity Policy
董事會成員多元化政策

(中文本為翻譯稿，僅供參考用)

1. Purpose

This Policy aims to set out the approach to achieve diversity on the Company’s board (the “**Board**”) of directors (the “**Directors**”).

目的

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。

2. Vision

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

願景

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。

3. Policy Statement

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.

政策聲明

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。

4. Measurable Objectives

- 4.1 The Board will discuss and agree annually measurable objectives for implementing diversity on the Board.
- 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.

5. Monitoring and Reporting

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

6. Review of this Policy

The Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy.

7. Disclosure of this Policy

- 7.1 This Policy will be published on the Company's website 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 corporate governance report.

Adopted on September 2013

可計量目標

董事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。

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。

監察及匯報

董事會將於每年《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。

檢討本政策

為確保本政策行之有效，董事會將於適當時候檢討本政策。

披露本政策

本政策登載在本公司網站供公眾查閱。

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。

於 2013 年 9 月採納