



Hengxing Gold Holding Company Limited
恒興黃金控股有限公司
(the “Company”)

BOARD DIVERSITY POLICY

AMENDED AND ADOPTED BY THE BOARD ON March 29 2019

I. BACKGROUND

In May 2014, the Board of Directors of the Company (the “**Board**”) resolved to adopt a diversity policy (“**Board Diversity Policy**”) that aimed at setting out the approach to achieving diversity for the Board.

On March 29, 2019, in view of the growing focus on the board diversity, the Board took the initiative to review the Board Diversity Policy and resolved to adopt below as its replaced Board Diversity Policy.

II. VISION

The Company recognizes and embraces the importance and benefits of having a diverse Board to attract, retain and motivate employees from the widest possible pool of available talent on one hand and support the accomplishment of its strategic objectives and its sustainable growth of businesses on the other hand.

III. POLICY STATEMENT

This Policy outlines the Company’s recognition of the benefits of a diverse Board that composes directors with combination of skills, experience, expertise and diversity of perspectives aligning with the Company’s vision and strategies.

The Board sees a greater diversity of directors as a crucial element in achieving a better corporate governance because it promotes board effectiveness and enables the Board to make better decisions.

IV. MEASURABLE OBJECTIVES

The Company maintains that nomination of candidates should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account a number of aspects, including but not limited to gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board. The ultimate decision on appointment of new directors will be based on merit and

contribution that the selected candidates will bring to the Board.

The full Board of the Company is responsible for accessing the current mix of competencies and diversity on the Board by reviewing the structure, size and composition of the Board as well as the transparency on the appointment of new directors of the Company during the nomination process of directors from time to time so as to identify if any gap exists; and ensure that the Board maintains a balanced composition of skills, experience and expertise appropriate to the requirements of the businesses of the Company, with due regard to the benefits of diversity on the Board.

The Board as a whole will also be responsible for reviewing the succession plan for the directors of the Company, in particular, the Chairman of the Board and the President.

V. REVIEW AND MONITORING

The Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy and discuss if any revisions are required and recommend any revisions for consideration and approval. It will also monitor the implementation of this Policy.

VI. DISCLOSURE AND PUBLICATION

A summary of this Policy and any measurable objectives which the Board has set for implementing this Policy, and progress on achieving those objectives, will be disclosed in the Corporate Governance Report of the Annual Report of the Company.

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