

Zheng Li Holdings Limited

正力控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

Board Diversity Policy

Adopted by the Board of Directors of the Company

on 21 October 2016

1. Purpose

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

2. Vision

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

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 (including gender diversity).

The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender.

4. Monitoring and Reporting

The Nomination Committee will report annually, in the corporate governance report contained in the Company’s annual report, on the Board’s composition under diversified perspectives, and monitor the implementation of this Policy.

5. Review of this Policy

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.

Hong Kong, 7 November October 2016