



B & D Strategic Holdings Limited

(an exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code : 1780)

BOARD DIVERSITY POLICY (the “**Policy**”)

1. Purpose

The Policy aims to set out the approach to achieve diversity on the board of directors (the “**Board**”) of B & D Strategic Holdings Limited (the “**Company**”). The Company has adopted this Board Diversity Policy which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

2. Scope

The Company recognises and embraces the benefits of having a Board with appropriate balance of expertise, skills, experience and diversity of perspectives to enhance the quality of its performance.

3. Policy Statement

With the objective of enhancing the effectiveness of the Board and corporate governance, the Company recognises and embraces the benefits of the Board diversity to enhance the quality of its performance and endeavours to ensure the Board has appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications and experience, skills, knowledge, industry and regional experience and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

4. Measurable objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, industry and regional experience and length of service, and the amount of time and effort that the candidates will devote to discharge his/her duties and responsibilities. When identifying potential candidates to the Board of Directors, the nomination committee of the Board (the “**Nomination Committee**”) and the Board of Directors will, among others, (i) consider the current level of representation of women on the Board and the senior management when making recommendations for nominees as well as succession planning to the Board and senior management; (ii) consider the

criteria that promotes diversity by making reference to the code of practices on employment published by the Equal Opportunities Commission from time to time; (iii) communicate this Board Diversity Policy to the Nomination Committee and encourage a cooperative approach to ensure diversity on the Board. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board. The ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board. The Nomination Committee of the Board will review this Board Diversity Policy and monitor the implementation of this Board Diversity Policy. The Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption.

5. Monitoring and Reporting

The Nomination Committee will report annually, in the Corporate Governance Report of the Company, on the process adopted in relation to the Board's appointments and the consideration given to the diversity on the Board under diversified perspectives, including without limitation, on gender and race diversity, and monitor the implementation of the Policy.

6. Review of the Policy

The Nomination Committee will review the Policy, as appropriate, to ensure the effectiveness of the Policy. The Nomination Committee will discuss any revisions that are or may be required, and recommend any such revisions to the Board for consideration and approval.

7. Disclosure and publication of the Policy

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

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

This Board Diversity Policy is adopted by the Board on 4 April 2019

Note : This Board Diversity Policy is prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.