

**China Uptown Group Company Limited**  
**中國上城集團有限公司**  
**(“Company”)**

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

**1. Policy Statement**

With a view to achieving a sustainable and balanced development, the Company sees increasingly diversity at the Board level as an essential element in supporting the attainment of its strategic objective and its sustainable development. In designing of 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 experience and business experience. 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.

**2. Diversity Perspectives**

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 and business experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board’s composition (including gender, age) will be disclosed in the Corporate Governance Report annually.

**3. Monitoring and Reporting**

The Nomination Committee will report annually, in the Corporate Governance Report, on the Board’s composition under diversified perspectives, and monitor the implementation of this Policy.

**4. 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.

**5. Disclosure of this Policy**

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

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 annual Corporate Governance Report.

Adopted on 20 December 2013

*The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*