

**VXL CAPITAL LIMITED**  
(the “Company”)

**BOARD DIVERSITY POLICY**

**1. Purpose**

1.1 The Board Diversity Policy (the “Policy”) aims to set out the approach to achieve diversity on the Board of Directors (the “Board”) of the Company.

**2. Vision**

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

**3. Policy Statement**

3.1 With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives 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, ethnicity, professional experience, skills and knowledge. 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**

4.1 Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills and knowledge. 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, ethnicity, age) will be disclosed in the Corporate Governance Report annually.

**5 Monitoring and Reporting**

5.1 The Remuneration, Quality and Nomination Committee (the “RQN Committee”) will report annually, in the Corporate Governance Report, on the Board’s composition under diversified perspectives, and monitor the implementation of the Policy.

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**6. Review of the Policy**

6.1 The RQN Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The RQN Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

**7. Disclosure of the Policy**

7.1 The Policy will be uploaded on the Company’s website for public information.

7.2 A summary of the 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 annually.

Adopted on 4 September 2013