

BOARD DIVERSITY POLICY

(Adopted on 18 June 2013 and modified on 23 March 2016, 31 March 2017, 29 March 2018, 28 March 2019, 27 March 2020 and 30 March 2022)



1. PURPOSE

The Board Diversity Policy (the “Policy”) sets out the approach to achieve diversity on the Board of Directors (the “Board”) of G-Resources Group Limited (the “Company”).

2. BACKGROUND

The Board of the Company comprises directors with different professional qualifications, skills, regional and industry experience, background, or related management expertise, which enable the Board to perform its function effectively. The biographical details of these directors are disclosed on the Company’s website.

3. VISION

The Company sees diversity at the Board level as an important element in maintaining a high standard of corporate governance. The Company is committed to a diverse Board, so directors from diverse backgrounds could present the Company effectively to various constituencies, and to bring different and inspiring perspective into the boardroom.

4. POLICY STATEMENT

- (i) The Company aspires to maintain an appropriate range and balance of skills, experience and background on the Board. In determining the optimum composition of the Board, differences in skills, knowledge, regional and industry or professional experience, background, ethnicity, gender, age, cultural and educational background and length of service and any other factors that the Board may consider relevant and applicable from time to time shall be considered. All Board appointments are made on merits, in the context of the skills and experience that the Board as a whole requires to be effective, with due regard for the benefits of diversity on the Board.
- (ii) The nomination committee of the Company (the “Nomination Committee”) will review and assess Board composition and its effectiveness on an annual basis. When there is vacancy on Board, the Nomination Committee will recommend suitable candidates for appointment to the Board on merits, based on the Terms of Reference of the Nomination Committee, with due regard to the Company’s own circumstances.

5. MEASURABLE OBJECTIVES

- (i) Selection of candidates will be based on a range of diversity perspectives and will take into account the Policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.
- (ii) The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

6. MONITORING, REPORTING AND DISCLOSURE

- (i) The Nomination Committee will report annually in the Corporate Governance Report contained in the Company's annual report, on the composition of the Board (including gender, age, length of service, education background and working experience). The Nomination Committee will discuss any revisions to the Policy that may be required and make recommendation to the Board for approval.
- (ii) The Nomination Committee will monitor the implementation of the Policy by conducting review of the Board's composition at least once annually taking into account the benefits of all relevant diversity aspects, and adhering to the Policy when making recommendation on any Board appointments. The Nomination Committee will also ensure that diversity is considered as part of the evaluation of the Board's effectiveness.

7. REVIEW AND DISCLOSURE OF THE POLICY

- (i) The Policy will be published on the Company's website.
- (ii) A summary of the Policy, including but not limited to gender ratios in the workforce, plans or progress made towards achieving those measurable objectives and targets set for implementing the Policy will be disclosed in the Corporate Governance Report contained in the Company's annual report.
- (iii) The Board and the Nomination Committee will review the implementation and effectiveness of the Policy on an annual basis.