

In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

WINDMILL Group Limited
(海鑫集團有限公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8409)
(the “Company”)

BOARD DIVERSITY POLICY

1. Purpose

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

2. Policy Statement

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be based on meritocracy, and candidates will be considered against selection criteria.

3. Selection Criteria

Selection of candidates will be based on a range of diversity perspectives, which would include but not be limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board taking into account factors based on its own business model and specific needs from time to time and with due regard for the benefits of diversity on the Board. The Board’s composition will be disclosed in the annual report of the Company. The Board will give adequate consideration to this policy when it identifies suitably qualified candidates to become members of the Board.

4. Monitoring and Review of this Policy

- 4.1 The Nomination Committee will monitor the implementation of this Policy.
- 4.2 The Nomination Committee will from time to time and on regular basis review this Policy, as appropriate, to ensure the effectiveness of this Policy.

5. Disclosure of this Policy

- 5.1 A summary of this Policy will be disclosed in the annual Corporate Governance Report.

27 March 2017