

China Graphite Group Limited

中国石墨集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2237)

BOARD DIVERSITY POLICY

1. PURPOSE

The policy aims to set out the approach to diversity on the members of the Board of the Company.

2. SCOPE

This policy applies to the Board but not to diversity in relation to the employees of the Company or any subsidiary of the Company.

3. POLICY STATEMENT

The Company understands and believes that board diversity brings about various benefits and is of the view that the enhancement of board diversity is integral to maintaining the competitive advantages of the Company.

Genuine board diversity is achieved by embracing and making use of differences among board members regarding opinion, talent, skill, regional and industrial experience, background, gender and other attributes. The Company shall take into account such differences in the formulation of the best composition of the Board and achieve an appropriate balance, if practicable. All appointment of members of the Board shall be based on merit, with reference to opinion, talent, skill and experience required for the overall effective operation of the Board.

The Nomination Committee of the Board shall review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy. In relation to the review and assessment of the Board composition, the Nomination Committee shall consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skill, knowledge and industrial and regional experience. The Nomination Committee of the Board shall continue to seek and select female candidates with different knowledge, skill and experience and suitable qualification as an addition to the Board to ensure that the composition of the Board continues to include at least one female director and female directors make up at least 10% of the composition.

4. MEASURABLE OBJECTIVES

The Nomination Committee shall discuss and, if necessary, agree on the measurable objectives to achieve board diversity and make recommendations on relevant objectives to the Board for its adoption. The Company aims to achieve an appropriate balance for the diverse views of the Board in relation to matters on the business growth of the Company.

5. MONITORING AND REPORTING

A summary of this policy, measurable objectives adopted by the Board for the implementation of the policy and progress of such objectives, if applicable, shall be disclosed annually in the Corporate Governance Report of the Company.

6. REVIEW OF THIS POLICY

The Nomination Committee shall also establish and maintain this policy. The Nomination Committee shall regularly review the effectiveness of this policy and assess whether the measurable objectives have been achieved and/or shall be amended, if applicable, and shall propose amendment, if any, to the Board for its consideration and approval.