



# **TYSAN HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 687)**

## **Board Diversity Policy**

### **Purpose**

1. Tysan Holdings Limited (the “**Company**”) endorses the principle that its board of directors (the “**Board**”) should have a balance of skills, experience and diversity of perspectives appropriate to the Company’s business. This Policy sets out the approach to achieve diversity in the Company.

### **Scope of Application**

2. This Policy applies to the Board. It does not apply to diversity in relation to employees of the Company and its subsidiaries.

### **Policy Statement**

3. In order to achieve a diversity of perspectives among members of its Board, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. The Board considers gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, and length of service. The Board will also take into account factors based on its business model and specific needs from time to time. All these factors are considered to be relevant to the Company’s business, for the following reasons:
  - (a) It is in the best interests of its shareholders that due account is taken of the interests of its employees, customers, suppliers, others with whom it does business, governmental and other institutions which have influence over the Company, and members of the public. A board whose composition has regard to the gender, age, cultural and educational background and ethnicity of its members is in a good position to take due account of such interests.
  - (b) Professional experience, skills, knowledge and length of service are self-evidently important contributors to the quality of the Board’s decision making.

- (c) The Board considers that the Company benefits substantially from the long term commitment by its principal shareholders to its affairs. This commitment is facilitated by those shareholders being appropriately represented on the Board.
- 4. The Nomination Committee has primary responsibility for identifying candidates suitably qualified to become Board members and making recommendation to the Board on the selection of candidates nominated for directorship. The Company will continue to decide on appointments to the Board having regard to the merit of candidates and believes that doing so will be consistent with achieving a diversity of perspectives as described above.

### **Measurable Objectives**

- 5. The Nomination Committee of the Company will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption.
- 6. The Board will from time to time review one or more aspects of its diversity and measure progress accordingly.

### **Monitoring and Reporting**

- 7. The Company will monitor and report on the process it has used to implement this Policy in relation to Board appointments in the annual Corporate Governance Report of the Company.

### **Disclosure of this Policy**

- 8. This Policy will be published on the Company's website for public information and a summary of this Policy will be published in the annual Corporate Governance Reports of the Company.

### **Review of this Policy**

- 9. The Nomination Committee will review this policy from time to time and recommend any proposed changes to the Board for approval.

Formalized on 30 June 2014