



SCUD GROUP LIMITED

飛毛腿集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01399)

BOARD DIVERSITY POLICY

(adopted on 31 August 2013)

1. Purpose

- 1.1 This Policy aims to set out the approach to achieve diversity in the board of directors (the “Board”) of Scud Group Limited (the “Company”) to ensure that the Board has the balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

2. Scope of Application

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

3. Policy Statement

- 3.1 The Company recognizes the benefits of diversity in Board members and believes that Board diversity can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service. In forming the perspective on diversity, the Company will also consider its own business model and specific needs from time to time.
- 3.2 All Board appointments will be based on merits and each candidate is considered against objective criteria.

4. Measurable Objectives

- 4.1 The nomination committee (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.

4.2 The Board will from time to time review one or more aspects of its diversity and measure progress accordingly.

5. Monitoring and Reporting

5.1 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.

6. Review of this Policy

6.1 The Nomination Committee will review this Policy periodically and recommend any proposed changes to the Board for approval.

7. Disclosure of this Policy

7.1 This Policy will be published on the Company's website for public information.

31 August 2013

** For identification purpose only*