

凯莱英医药集团（天津）股份有限公司
Asymchem Laboratories (Tianjin) Co., Ltd.

董事会多元化政策
Board Diversity Policy

(2024 年 7 月修订)
(Revised in July 2024)

第一章 总则

Chapter I General

第一条 为实现凯莱英医药集团（天津）股份有限公司（以下简称“本公司”）董事会（以下简称“董事会”）成员多元化之目的，根据《中华人民共和国公司法》、香港法例第 571 章《证券及期货条例》、《香港联合交易所有限公司证券上市规则》（以下简称“《香港上市规则》”）附录 C1《企业管治守则》、《凯莱英医药集团（天津）股份有限公司章程》（以下简称“《公司章程》”）和其他法律、行政法规、规章及监管要求的规定，制定董事会多元化政策（以下简称“本政策”）。

Article 1 To enhance diversify among the members of the Board of Directors (hereinafter referred to as the "Board") of Asymchem Laboratories (Tianjin) Co., Ltd. (hereinafter referred to as the "Company"), a policy on Board diversity (hereinafter referred to as "this Policy" or "the Policy") is formulated in accordance with the Company Law of the People's Republic of China, Cap. 571 of Hong Kong SAR Securities and Futures Ordinance, Appendix C Corporate Governance Code to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules" or "Listing Rules"), the Articles of Association of Asymchem Laboratories (Tianjin) Co., Ltd. (hereinafter referred to as the "Articles of Association") and other applicable laws, administrative regulations, rules and regulatory requirements.

第二章 理念

Chapter II Principle

第二条 本公司承认并接受构建一个多元化的董事会可强化董事会执行力的理念。

Article 2 The Company acknowledges the principle that cultivating a diverse board of directors can enhance the effectiveness of the board governance.

第三章 政策声明

Chapter III Policy Disclaimer

第三条 为达到可持续且平衡的发展，本公司肯定董事会成员多元化对本公司实现其战略目标及可持续发展的重要性。在构建董事会组成时，

董事会从多方面就多元化因素进行考量，包括但不限于性别、年龄、文化及教育背景、国籍、种族或民族、专业经验、技能、知识及服务期限。本公司亦将不时考虑自身业务模式及特定的需要，以及执行董事与非执行董事之间的均衡构成。

Article 3 In order to achieve sustainable and balanced development, the Company affirms the significance to the Board diversity in achieving its strategic goals and sustainable development. When constructing the board composition, diversity factors from various aspects, including but not limited to gender, age, cultural and educational background, nationality, race or ethnicity, professional expertise, skills, knowledge and tenure of service, should be considered. The Company also periodically evaluate its business model, specific requirements, and a balanced composition between executive directors and non-executive directors.

第四条 本公司的董事会提名委员会（以下简称“提名委员会”）主要负责物色具备合适资格可担任董事的人士并在甄选过程中充分考虑董事会成员多元化的政策，监察该政策的执行，并在适当时候检审和修订该政策，以确保其有效性。董事会全体成员的委任将充分顾及董事会成员多元化的裨益，充分考虑各位候选人的优点并按照客观标准进行。

Article 4 The Nomination Committee of the Company's Board (hereinafter referred to as the "Nomination Committee") is primarily responsible for identifying qualified individuals to serve as directors, taking the Policy into full consideration in the selection process, overseeing its implementation and, where appropriate, reviewing and revising the Policy to ensure its effectiveness. The appointment of all Board members should fully consider the benefits of the board diversity, evaluate each candidate's merits and adhere to objective criteria.

第四章 可计量目标

Chapter IV Measurable Objectives

第五条 董事候选人的选举将基于一系列多元化角度可计量目标观察，包括但不限于性别、年龄、文化及教育背景、国籍、种族或民族、专业经验、技能、知识及服务期限，以及董事会不时认为相关及适用于达致董事会成员多元化之任何其他因素。

Article 5 The election of Director candidates is based on a range of measurable objectives from a diversity perspective, including but not limited to, gender, age, cultural and educational background, nationality, race or ethnicity, professional expertise, skills, knowledge and tenure of service, and other factors deemed relevant and appropriate by the Board to promote Board diversity.

第六条 董事会成员的资料（包括性别、年龄、服务年限、专业经验等）将披露于本公司年度报告及企业管治报告中。

Article 6 The Company shall disclose details of the Board members (including gender, age, tenure, professional expertise, etc.) in its annual report and corporate governance report.

第五章 监督及汇报

Chapter V Supervision and Reporting

第七条 本公司将于其年度企业管治报告中汇报董事会组成的多元化观察情况，并监督本政策的落实情况。

Article 7 The Company outlines its observations on the Board diversity in its annual corporate governance report and supervise the implementation of this Policy.

第六章 审阅本政策

Chapter VI Review of this Policy

第八条 提名委员会将每年检讨本政策并监察可计量目标的实现进度，以确保本政策的执行有效性。提名委员会亦将讨论任何需要的修订，并提请董事会考虑并批准该等修订。

Article 8 The Nomination Committee shall review the Policy annually and monitor the advancements towards measurable objectives to ensure its effective implementation. The Nomination Committee shall also address any necessary amendments and submit them to the Board for consideration and approval.

第七章 本政策之披露

Chapter VII Disclosure of the Policy

第九条 本政策或其摘要、本公司于本政策下设定的任何可计量目标及达标进度将披露于本公司企业管治报告。

Article 9 The Company's corporate governance report shall set forth the Policy or a summary thereof, any measurable objectives set by the Company under this Policy and the achievement progress.

第八章 附则

Chapter VIII Appendix

第十条 除非有特别说明，本政策所使用的术语与《公司章程》中该等术语的含义相同。

Article 10 Unless specified otherwise, the terms defined in this Policy are corresponded with those in the Articles of Association.

第十一条 本政策未尽事宜或与本政策生效后现时有效或不时颁布、修改的法律、法规、《香港上市规则》或经合法程序制定或修改的《公司章程》相抵触时，按有关法律、法规、《香港上市规则》或《公司章程》的规定执行，并及时修订本政策，报董事会审议通过。

Article 11 Any matters not addressed in the Policy or conflicting with existing or subsequently promulgated and amended laws, regulations, the Hong Kong Listing Rules or the Articles of Association formulated or revised through legal procedures thereafter the Policy comes into effect, shall be governed in accordance with the provisions of such laws, regulations, the Hong Kong Listing Rules or the Articles of Association. Any necessary revisions to this Policy shall be promptly amended and submitted to the Board for review and approval.

第十二条 本政策经董事会审议通过生效。

Article 12 This Policy shall become immediate effect after review and approval by the Board.

第十三条 本政策由董事会负责解释。

Article 13 The Board shall be responsible for the interpretation of the Policy.

第十四条 本政策以中文编制，如两个版本有任何不相符之处，以中文版本为准。

Article 12 This Policy is originally drafted in Chinese. In the case of any discrepancies, the Chinese version of the Policy shall prevail.