

Policy on Board Diversity

1. Purpose

This Policy on Board Diversity ('Policy') aims to set out the Principles of Dhanuka Agritech Limited ('DAL' or 'Company') to maintain a diverse Board of Directors ('Board') and to comply with the requirements of Clause 49 of the Equity Listing Agreement entered into by the Company with the Stock Exchanges.

2. Background

2.1 DAL has a longstanding Policy of diversity in Board appointments, as reflected in the current composition of the Board.

2.2 This Policy therefore seeks to formally record the Company's Policy on Board diversity and to comply with the requirements of Clause 49 of the Equity Listing Agreement entered into by the Company with the Stock Exchanges.

2.3 This Policy emphasizes the Company's respect for people and diversity.

3. Principles

3.1 Board diversity enhances decision-making capability and a diverse Board is more effective in dealing with organizational changes and less likely to suffer from group thinking.

3.2 Board diversity is an essential element contributing to the sustainable development of the Company.

3.3 Directors are appointed by Shareholders, not the Board or the Company. The right to appoint Directors is one of the most important rights exercisable by Shareholders. Merit and competence to serve the Board and Shareholders remains the first priority, while appointing Directors.

3.4 The Objectives of this Policy are, with the support of our Shareholders, to have a Board which:

- a) Is characterized by a broad range of views arising from different experiences when discussing business;
- b) Facilitates the making of informed and critical decisions; and
- c) Promoting the interests of all our Stakeholders, particularly the long term interests of our Shareholders, fairly and effectively.

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4. Scope

For the purpose of this Policy, DAL considers that the concept of diversity incorporates a number of different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service.

4.1 Independence

The Board includes a balanced composition of Executive, Non-executive Directors and Independent Directors, so that there is a strong element of independence in the Board. The Independent Directors shall be of sufficient caliber and stature for their views to carry weight.

4.2 Gender

DAL is committed to maintain an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same Principle is applied to the selection of potential candidates for appointment to the Board.

4.3 Skills and Experience

The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of Finance, Academic and Management backgrounds that taken together provide the Company with considerable experience in a range of activities including varied industries, education, Government, banking, investment and other professions.

5. Measurable Objectives

The achievement of these objectives will be measurable on an objective review of the overall composition of the Board, the diversity of background and experience of individual Directors and the effectiveness of the Board in promoting Shareholders' interests.

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6. Implementation

6.1 This Policy has been approved and adopted by the Board of the Company. The Nomination and Remuneration Committee (Committee) has been delegated with the overall responsibility for implementation, monitoring and periodic review of this Policy.

6.2 In assessing potential candidates for the Board, the Committee will consider the diversity perspectives, as set out in this Policy.

6.3 Notwithstanding the foregoing, all appointments to the Board will be based on merit, having regard to the ability of candidates to complement and expand the skills, knowledge and experience of the Board as a whole.

7. Revision

Any revisions to the Policy as recommended by the Nomination and Remuneration Committee will be submitted to the Board for consideration and approval.