



Grand Brilliance Group Holdings Limited

Dividend Policy

Purpose

The following dividend policy (the “Dividend Policy”) aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits as dividend to the shareholders of the Company (the “Shareholders”).

Principles and Guidelines

In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

1. The actual and expected financial performance of the Group;
2. the capital and debt level of the Group;
3. the general market conditions;
4. the expected working capital requirements, capital expenditure requirements and future development plans of the Group;
5. retained earnings and distributable reserves of the Company and each of the members of the Group;
6. the liquidity position of the Group;
7. any restrictions on dividend payouts imposed by any of the Group’s lenders;
8. the statutory and regulatory restrictions which the Group is subject to from time to time; and
9. any other relevant factors that the Board may deem appropriate.

Form of Dividend

Subject to the Company's Articles of Association, dividends may be paid in cash or be satisfied wholly or partly in the form of allotment of shares of the Company. The Board may also consider the issuance of bonus shares on a basis permitted by the applicable laws and regulations.

General Restrictions

The payment of dividend by the Company is subject to any restrictions under the Companies Law of the Cayman Islands and the Articles of Association of the Company.

Approval

According to the Articles of Association of the Company, any final dividends declared by the Company must be approved by an ordinary resolution of the Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay the Shareholders such interim and/or special dividends as it considers to be justified by the profits of the Group.

Clarification

There is no assurance that dividends will be paid in any particular amount for any specific period. The Company may at its discretion not to declare dividend in consideration of various factors, such as maintaining or adjusting the capital structure and reserving sufficient capital to capture future business opportunities, etc.

Review

The Board will from time to time review the Dividend Policy and may exercise at its absolute and sole discretion to update, amend and/or modify the Dividend Policy at any time as the Board deems fit and necessary.

Disclosure of this Policy

This policy will be published on the Company's website for investors' information.

A summary of this policy will be disclosed in the annual report of the Company.