



中国地利集团 China Dili Group

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1387)

Dividend Policy

1. PURPOSE

This dividend policy (the “**Policy**”) aims to set out the principles and guidelines that China Dili Group (the “**Company**”) intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company (the “**Shareholders**”). This Policy shall in no way constitute a legally binding commitment by the Company that future dividends will be paid.

2. PRINCIPLES AND GUIDELINES

2.1 The Company aims at providing stable and sustainable return to the Shareholders.

2.2 The Company does not have any pre-determined dividend payout ratio.

2.3 The declaration of dividends is subject to the discretion of the board of directors of the Company (the “**Board**”), is also subject to the articles of association of the Company and all applicable laws and regulations. The amounts of dividends actually declared and paid will take into account a number of factors, including but not limited to:

- general business conditions and development of the Company and its subsidiaries (the “**Group**”);
- financial results of the Group;
- cashflow requirements of the Group;
- interests of the Shareholders; and
- any other factors which the Board may consider relevant.

3. DECLARATION AND DISTRIBUTION OF DIVIDENDS

3.1 Depending on the conditions and factors as set out above, the Board may propose or declare the following dividends for a financial year or period at its sole discretion:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of net profits that the Board may consider appropriate.

3.2 Any final dividend will be subject to Shareholders' approval.

3.3 The Company is in no way obligated and does not assure that a dividend will be declared at a specific time.

3.4 On a basis permitted by the applicable laws and regulations, the Company may declare and pay dividends by way of cash or scrip or by any other means that the Board considers appropriate.

4. REVIEW AND DISCLOSURE OF THIS POLICY

4.1 The Company will continually review the Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Policy at any time.

4.2 This Policy is published on the Company's website for investors' information.

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