



ZZ CAPITAL INTERNATIONAL LIMITED

中植資本國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

(the “Company”)

DIVIDEND POLICY

Pursuant to E.1.5 of Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules, the Company shall have a policy on payment of dividends, and should disclose the policy in the annual report. The Dividend Policy aims to set out the principles and guidelines of the Company in relation to the declaration, recommendation and payment of dividends to its shareholders.

The Company does not have any predetermined dividend payout ratio. Distribution of dividends should be in the interests of the Company and its shareholders as a whole. When considering dividend declaration or recommendation, the board of directors of the Company (the “Board”) shall take into account the following factors: –

- (1) business condition and strategy of the Group;
- (2) capital requirement for the Group’s existing/potential project or investment;
- (3) earnings, financial and cash flow position and distributable reserves of the Company and the Group; and
- (4) other factors that the Board deems relevant.

The Board has the sole discretion to recommend or not to recommend final dividends to the shareholders for approval; and to declare or not to declare any other dividends, including but not limited to interim and/or special dividends, after taking into consideration the factors as stated in (1) to (4) above.

The Company’s dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in future.

The declaration and payment of dividends is subject to the provisions of the Articles of Association of the Company and any other applicable laws, rules and regulations.

The Dividend Policy may be updated, amended, modified and/or cancelled from time to time as the Board may think fit and necessary.

Adopted on: 21 June 2019

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.