



GOLDEN LEAF INTERNATIONAL GROUP LIMITED

金葉國際集團有限公司

(the “**Company**” together with its subsidiaries, the “**Group**”)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8549)

DIVIDEND POLICY

1 PURPOSE AND OBJECTIVES

- 1.1 This policy (the “**Policy**”) aims to set out principles and guidelines that the Company intends to apply for declaring and distributing dividends to shareholders of the Company (the “**Shareholders**”).
- 1.2 The Policy shall in no way constitute a legally binding commitment by the Company with respect to its future dividends, and/or an obligation on the part of the Company to declare dividends at any time or from time to time. The Company makes no guarantee to pay any specific amount of dividends in any specified year.

2 PRINCIPLES AND GUIDELINES

- 2.1 The board of directors (the “**Board**”) of the Company adopted the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.
- 2.2 The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the articles of association of the Company (the “**Articles**”) and the applicable laws and regulations of Hong Kong and the Cayman Islands, any other laws and regulations applicable to the Company and the factors set out in this Policy.
- 2.3 When determining whether or not any dividend will be declared as well as the amount of dividend to be declared, the Board shall consider factors including but not limited to:
 - (a) the Group’s actual and expected financial results;

- (b) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
- (c) the Company's general business conditions, business strategies, expected working capital requirements, capital expenditure requirements and plans, and future operations, earnings and expansion plans;
- (d) the Company's cash flow and financial position;
- (e) retained earnings and distributable profit reserves of the Company;
- (f) legal, regulatory and other contractual restrictions;
- (g) the contractual restrictions on the payment of dividends imposed by the Company's lenders and other institutions;
- (h) the interests of the Company and the Shareholders;
- (i) any restrictions on declaration and/or payment of dividends; and
- (j) any other factors that the Board may consider relevant from time to time.

2.4 The Company does not have any predetermined dividend distribution proportion or payout ratio, and the declaration, payment and amount of dividends will be subject to the Board's discretion.

2.5 Subject to the applicable laws and regulations and the Articles, the dividend may be declared (a) out of profits of the Company if the Company has sufficient profits, realized or unrealized, unless such is contrary to the accounting principles adopted by the Company; or (b) out of the share premium of the Company if, in each case, following the date on which the dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

2.6 Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- (a) interim dividend;

(b) final dividend (subject to the Shareholders' approval);

(c) special dividend; and

(d) any distribution of net profits that the Board may deem appropriate.

2.7 The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

2.8 Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

3 MONITORING AND REVIEW OF THIS POLICY

3.1 This Policy has been approved by the Board. The Board will monitor and review the implementation and effectiveness of this Policy from time to time to ensure its ongoing alignment with the Company's needs, while reflecting prevailing regulatory requirements and good corporate governance practices. The Board will also discuss any revisions that may be required where appropriate.

4 DISCLOSURE OF THIS POLICY

4.1 This Policy will be published on the Company's website for public information.

4.2 A summary of the Policy shall be partially disclosed in periodic reports of the Company.

Effective date: 10 October 2025

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)