

DIVIDEND POLICY

(Reviewed on 10 December 2018)



1. The Dividend Policy (the “Policy”) sets out the structure of dividend payout to the shareholders of G-Resources Group Limited (the “Company”, together with its subsidiaries, the “Group”).
2. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:
 - (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
 - (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.
3. The Company may distribute dividends by way of (1) Cash; (2) Shares.
4. The Board may from time to time pay to the shareholders such interim dividends as appear to the Board to be justified by the position of the Company.
5. According to the Company’s Bye-laws, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the board of directors of the Company (the “Board”).
6. The Company’s ability to pay dividends is also subject to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all relevant applicable laws, rules and regulations in Bermuda, Hong Kong and the Bye-laws of the Company.

7. In proposing any dividend payout, the Board shall also take into account, inter alia:-
 - (a) the Company's actual and expected financial performance;
 - (b) retained earnings of the Company and each of the members of the Group;
 - (c) the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants;
 - (d) any restrictions on payment of dividends that may be imposed by the Group's lenders, if any;
 - (e) the Group's expected working capital requirements and future expansion plans;
 - (f) 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; and
 - (g) any other factors that the Board deem appropriate.
8. Any final dividend for a financial year will be subject to shareholders' approval.
9. The Board will continue to review the Policy (and its results) annually to ensure the Policy remains relevant and useful over time.