



361 Degrees International Limited

3 6 1 度 國 際 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

DIVIDEND POLICY

1. Introduction

The Dividend Policy (the "**Policy**") was approved and adopted on 1 January 2019 pursuant to a resolution passed on the same day by the board (the "**Board**") of directors (the "**Directors**") of 361 Degrees International Limited (the "**Company**", and together with its subsidiaries, the "**Group**").

2. Purpose

The Policy is to ensure that the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company. Accordingly, the policy aims to allow shareholders of the Company (the "**Shareholders**") to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

3. Considerations

3.1 The declaration and recommendation of dividends is subject to the decision of the Board after considering the Company's ability to pay dividends, which will depend upon, among other things:

- the actual and expected financial results of the Group;
- cashflow of the Group;
- financial conditions of the Group;
- Shareholders' interests;
- general business conditions and strategies;
- the current and future operations of the Group;
- future business plans of the Group;
- liquidity and capital requirements of the Group;
- taxation considerations;
- amount of distributable profits;
- contractual restrictions;
- Statutory and regulatory restrictions under Cayman Islands laws, any applicable laws, rules and regulations (the "**Laws**") and the Company's articles of association (the "**Articles**"); and
- Any other factors the Board may deem relevant.

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3.2 The Board has complete discretion on whether to recommend and/or pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, the Laws and the Articles, and other factors of and affecting the Group.

4. Review

4.1 This Policy reflects the Company's views on the financial and cash-flow position of the Group prevailing at the time of its adoption and shall in no way constitute a legally binding commitment by the Company of its future dividend.

4.2 The Board shall review and reassess the Policy and its effectiveness in its sole and absolute discretion on a regular basis or as required.

5. Reporting

5.1 The Company shall disclose the decision on whether or not to declare, recommend or pay any dividend, including the rate and amount of the dividend and the expected payment date immediately after the decision from the Board and in its financial statements in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

5.2 The Company shall disclose the dividend policy in its Corporate Governance Report incorporated in the annual report as required under Appendix 14 to the Listing Rules.

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