

TEMPUS

騰邦控股

TEMPUS HOLDINGS LIMITED

騰邦控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 06880)

DIVIDEND POLICY

1. PURPOSE

This dividend policy (the “**Policy**”) aims to set out the principles and guidelines that Tempus Holdings Limited (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.

2. PRINCIPLES AND GUIDELINES

- 2.1 The board (the “**Board**”) of directors of the Company adopts 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’s value.
- 2.2 The Company does not have any pre-determined dividend payout ratio.
- 2.3 The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the Articles of Association (“**Articles**”) of the Company and all applicable laws and regulations and the factors set out below.
- 2.4 The Board shall also take into account the following factors of the Company and its subsidiaries (collectively the “**Group**”) when considering the declaration and payment of dividends:
 - a) the Group’s actual and expected financial and business needs;
 - b) the Group’s expected working capital requirements and futures expansion plans;
 - c) the level of the Group’s debts to equity ratio, return on equity ratio and the relevant financial covenant;
 - d) the Group’s liquidity position;

- e) the general economic conditions, business cycle of the Group's business and other internal and external factors that may have impact on the business or financial performance and position of the Group;
 - f) retained earnings and distributable reserves of the Company; and
 - g) any other factors that the Board deems relevant and appropriate.
- 2.5 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;
 - c) special dividend; and
 - d) any distribution of net profits that the Board may deem appropriate.
- 2.6 Any final dividend for a financial year will be subject to shareholders' approval.
- 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 Articles.

3. REVIEW OF THE POLICY

The Board will review the Policy as appropriate from time to time.