

THE HONG KONG AND CHINA GAS COMPANY LIMITED
(“Company”)

DIVIDEND POLICY

1. Purpose

- 1.1 This Policy sets out the guidelines for the board of directors (the “Board”) of the Company to determine (i) whether dividends are to be declared and paid, and (ii) the level of dividend to be paid to the shareholders of the Company.

2. General

- 2.1 It is the policy of the Company to allow its shareholders to participate in the Company’s profits whilst to retain adequate reserves for future growth. Normally, the Company pays dividends twice a year, which are the interim dividend and final dividend. The Board may declare special dividends in addition to such dividends as it considers appropriate.

3. Factors for Consideration

- 3.1 In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:
- 3.1.1 the actual and expected financial performance of the Company and its subsidiaries (the “Group”);
 - 3.1.2 economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
 - 3.1.3 the Group’s business strategies and operations, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
 - 3.1.4 the current and future liquidity position and capital requirements of the Group; and
 - 3.1.5 any other factors that the Board deems appropriate.
- 3.2 The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period.

4. Form of Dividend

- 4.1 Subject to the Company’s Articles of Association and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), dividends may be paid in cash or be satisfied wholly or partly in the form of allotment of shares of the Company. The Board may also consider the issuance of bonus shares on a basis permitted by the applicable laws and regulations.

5. Approval

- 5.1 The Board may determine and pay to the Company's shareholders such interim dividends as it considers appropriate, and recommend the payment of final dividends which are required to be approved by shareholders of the Company in general meetings.

6. Disclosure of this Policy

- 6.1 A summary of this Policy will be disclosed in the annual Corporate Governance Report.

August 2019