



DIVIDEND POLICY

**MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED AND ITS
SUBSIDIARIES**

27 November 2023

DIVIDEND POLICY

1. DIVIDEND POLICY FOR COMPANY

- 1.1 MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”) may, by a resolution of the shareholders’ meeting, declare and pay annual dividends, except for interim dividends, which the Board of Directors of the Company (the “**Board**”) itself may declare and pay the dividends from time to time when it appears that the Company retains reasonable profits as to justify the payment. For every time an interim dividend is paid, the Board shall report it to shareholders of the Company at the next general shareholders’ meeting.
- 1.2 The Company shall declare and pay dividends at the rate of not less than 40% of its consolidated net profits after deducting corporate income tax and any reserve as required by law and the Articles of Association of the Company, provided that the dividend payment shall not exceed the Company’s separate retained earnings.

The dividend payment and rates are subject to various factors, such as financial conditions, results of operations, cashflow, working capital, future investment plans and business expansion of the Company, as well as macro-economic conditions, legal requirements, debt obligations, conditions or restrictions imposed by financing agreements and other factors as deemed suitable and appropriate.

2. DIVIDEND POLICY FOR SUBSIDIARIES

- 2.1 Subject to the requirement under paragraph 2.3, each of the Company’s subsidiaries (the “**Subsidiary**”) may by a resolution of the shareholders’ meeting declare and pay annual dividends, except for interim dividends, which the Board of Directors of each Subsidiary may declare and pay interim dividends from time to time when it appears that such Subsidiary retains reasonable profits as to justify the payment. For every time an interim dividend is paid, the Board of Directors of the relevant Subsidiary shall report it to shareholders of the Subsidiary at the next general shareholders’ meeting.
- 2.2 Each Subsidiary shall declare and pay dividends from net profits based on the separate financial statements of such Subsidiary, after deducting corporate income tax and any reserve as required by law and the Articles of Association of the relevant Subsidiary, provided that the dividend payment shall not exceed the separate retained earnings of the Subsidiary.

The dividend payment and rates are subject to various factors, such as each Subsidiary’s financial condition, results of operations, cash flow, working capital, future investment plans and business expansion of the Subsidiary, as well as macro-economic conditions, debt obligations, conditions or restrictions imposed by financing agreements and other factors as deemed suitable and appropriate by the Board of Directors of the Subsidiary.

2.3 Each Subsidiary may not pay dividends without an approval of the Board, except for the case that the total amount of dividends paid by the Subsidiary in the relevant fiscal year has already reached or exceeded the amount as stipulated in the annual budget or dividend policy of such Subsidiary.

3. REVIEW

This Policy shall be reviewed at least once a year by the Accounting and Finance Department. If there is any proposed modification required to be made to this Policy, it shall escalate to the Board for consideration.

This Policy shall be effective from 27 November 2023 by approval of the Extraordinary General Meeting of Shareholders No. 3/2023.

(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors

MR. D.I.Y. Holding (Thailand) Public Company Limited