
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of technical terms”.

“2020 Non-Voting Ordinary Shares”	the redeemable and convertible ordinary shares of our Company with a par value of US\$1.00 per share, having the same rights and privileges as the 2020 Senior Ordinary Shares, but not including any right to vote, as set forth in the Pre-IPO Shareholders’ Agreement
“2020 Senior Ordinary Shares”	the redeemable and convertible 2020 senior ordinary shares of our Company with a par value of US\$1.00 per share, of which 16,794,177 2020 senior ordinary shares were in issue as of the Latest Practicable Date and held by Domino’s Pizza LLC, having the rights and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
“2021 Non-Voting Ordinary Shares”	the redeemable and convertible ordinary shares of our Company with a par value of US\$1.00 per share, having the same rights and privileges as the 2021 Senior Ordinary Shares, but not including any right to vote, as set forth in the Pre-IPO Shareholders’ Agreement
“2021 Plan”	the share incentive plan our Company adopted on January 1, 2021, as amended from time to time, the principal terms of which are set out in “Statutory and general information – Share Incentive Plans and bonus plans” in Appendix IV
“2021 Senior Ordinary Shares”	the redeemable and convertible 2021 senior ordinary shares of our Company with a par value of US\$1.00 per share, of which 1,306,842 2021 senior ordinary shares were in issue as of the Latest Practicable Date and held by Domino’s Pizza LLC, having the rights and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
“2022 First Share Incentive Plan”	the post-IPO share incentive plan our Company adopted on November 29, 2022, as amended from time to time, the principal terms of which are set out in “Statutory and general information – Share Incentive Plans and bonus plans” in Appendix IV

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“2022 Pre-IPO Plan”	the pre-IPO share incentive plan our Company adopted on September 9, 2022, as amended from time to time, the principal terms of which are set out in “Statutory and general information – Share Incentive Plans and bonus plans” in Appendix IV
“2022 Second Share Incentive Plan”	the post-IPO share incentive plan our Company adopted on November 23, 2022, as amended from time to time, the principal terms of which are set out in “Statutory and general information – Share Incentive Plans and bonus plans” in Appendix IV
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the articles of association of our Company adopted on November 29, 2022 with effect from registration by the Registrar of Corporate Affairs in the BVI immediately prior to the Listing, as amended from time to time, a summary of which is set out in “Summary of the constitution of our Company and BVI company law” in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit and risk committee”	the audit and risk committee of our Board
“Board”	the board of Directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“BVI Business Companies Act”	the BVI Business Companies Act (No. 16 of 2004) (As Revised) of the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China”, “the China mainland”, “mainland China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China, the PRC or the China mainland exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Class A Ordinary Shares”	Class A convertible ordinary shares of our Company with a par value of US\$1.00 per share, of which 39,083,390 Class A ordinary shares were in issue as of the Latest Practicable Date and held by Good Taste Limited, having the rights and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	DPC Dash Ltd 达势股份有限公司 (formerly known as Dash Brands Ltd.), a business company incorporated with limited liability in the BVI on April 30, 2008
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. James Leslie Marshall, Ocean Investments Limited and Good Taste Limited
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Dash Beijing”	Beijing Pizzavest Fast Food Co., Ltd. (北京達美樂比薩餅有限公司), a company established under the laws of PRC on July 22, 1996
“Dash Cayman”	Pizzavest China Ltd., an exempted company incorporated under the laws of Cayman Islands with limited liability on April 26, 1993
“Dash HQ”	Dash Investment Co., Ltd. (達勢投資有限公司), a company established under the laws of PRC on November 1, 2021
“Dash Shanghai”	Shanghai Pizzavest Fast Food Co., Ltd. (上海達美樂比薩有限公司), a company established under the laws of PRC on October 25, 2007
“Dash Shenzhen”	Shenzhen Pizzavest Fast Food Co., Ltd. (深圳達美樂餐飲管理有限公司), a company established under the laws of PRC on May 23, 2018
“Director(s)”	the director(s) of our Company
“Domino’s International” or “DPIF”	Domino’s Pizza International Franchising Inc., a Delaware corporation and a subsidiary of Domino’s Pizza, Inc.
“DPZ China”	Dash DPZ China Limited, a company incorporated under the laws of Hong Kong on December 22, 2010
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“ Extreme Conditions ”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“ Frost & Sullivan ”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company
“ Frost & Sullivan Report ”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this prospectus
“ Global Offering ”	the Hong Kong Public Offering and the International Offering
“ Governmental Authority ”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“ GREEN Application Form(s) ”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“ Group ”, “ our Group ”, “ the Group ”, “ we ”, “ us ”, or “ our ”	the Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“ HK ” or “ Hong Kong ”	the Hong Kong Special Administrative Region of the People’s Republic of China
“ HKSCC ”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“ HKSCC Nominees ”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“ Hong Kong dollars ” or “ HK dollars ” or “ HK\$ ”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong Public Offer Shares”	the 1,135,000 Shares being initially offered for subscription in the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this document, as further described in “Structure of the Global Offering – The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated December 12, 2022, relating to the Hong Kong Public Offering, entered into by, among others, our Company, the Sole Overall Coordinator and the Hong Kong Underwriters, as further described in “Underwriting – Underwriting arrangements and expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement”
“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards, as issued from time to time by the IASB
“Independent Third Party” or “Independent Third Party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules

DEFINITIONS

“International Offer Shares”	the 10,215,000 being initially offered for subscription under the International Offering together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option (subject to reallocation as described in “Structure of the Global Offering”)
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, as further described in “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement, expected to be entered into on or about December 16, 2022, relating to the International Offering, expected to be entered into by, among others, our Company, the Sole Overall Coordinator and the International Underwriters, as further described in “Underwriting – International Offering”
“Joint Lead Managers”	Merrill Lynch (Asia Pacific) Limited and DBS Asia Capital Limited
“Latest Practicable Date”	December 3, 2022 being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange

DEFINITIONS

“Listing Date”	the date, expected to be on or about December 23, 2022, on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Master Franchise Agreement” or “MFA”	the Amended and Restated Master Franchise Agreement by and between Pizzavest China Ltd. and Domino’s Pizza International Franchising Inc., dated June 1, 2017, as amended from time to time
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on November 29, 2022 with effect from registration by the Registrar of Corporate Affairs in the BVI immediately prior to the Listing, as amended from time to time
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of our Board
“NPC”	National People’s Congress (全國人民代表大會)

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee), expressed in Hong Kong dollars, at which Hong Kong Public Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in “Structure of the Global Offering – Pricing and allocation – Determining the pricing of the Offer Shares”
“Offer Share(s)”	the Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Sole Overall Coordinator on behalf of the International Underwriters for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 1,702,500 additional Shares (representing in aggregate 15% of the initial Offer Shares) to the International Underwriters to, among other things, cover over-allocations in the International Offering, if any, details of which are described in “Structure of the Global Offering – The International Offering – Over-allotment Option”
“PBOC”	People’s Bank of China
“PRC Legal Advisor”	JunHe LLP, our legal advisor on PRC law
“Pre-IPO Investment(s)”	the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this initial public offering, the details of which are set out in “History, reorganization and corporate structure – Pre-IPO Investments”
“Pre-IPO Investor(s)”	the investors who invested in our Company prior to this initial public offering, the details of which are set out in “History, reorganization and corporate structure – Pre-IPO Investments”

DEFINITIONS

“Pre-IPO Shareholders’ Agreement”	the Amended and Restated Shareholders Agreement by and among our Company and certain of our pre-IPO shareholders, dated December 10, 2021
“Price Determination Agreement”	the agreement to be entered into between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Friday, December 16, 2022 and in any event no later than Thursday, December 22, 2022, on which the Offer Price is to be fixed for the purposes of the Global Offering
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganization”	the corporate restructuring of the Group in preparation for the Listing, as described in “History, reorganization and corporate structure – Reorganization”
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the State Administration for Market Regulation of the PRC (中華人民共和國國家市場管理總局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation (國家稅務總局)

DEFINITIONS

“SCNPC”	Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Senior Ordinary Shares”	the 2020 Senior Ordinary Shares and the 2021 Senior Ordinary Shares
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Domino’s”	Shanghai Domino’s Food Co., Ltd. (上海達美樂食品有限公司), a company established under the laws of PRC on April 1, 2019
“Share(s)”	ordinary share(s) in our Company, currently with a par value of US\$1.00 each
	Unless otherwise specified, in this document, disclosures of shareholding information of our Company immediately upon the completion of the Global Offering are based on the assumptions that (i) the Over-allotment Option is not exercised, (ii) no further Shares are issued under the Share Incentive Plans, and (iii) each Class A Ordinary Share, 2020 Senior Ordinary Share and 2021 Senior Ordinary Share is converted into one Share of our Company on the Listing Date
“Shareholder(s)”	holder(s) of our Share(s)
“Share Incentive Plans”	the 2021 Plan, the 2022 Pre-IPO Plan, the 2022 First Share Incentive Plan and the 2022 Second Share Incentive Plan
“Sole Bookrunner”	Merrill Lynch (Asia Pacific) Limited
“Sole Global Coordinator” or “Sole Overall Coordinator”	Merrill Lynch (Asia Pacific) Limited
“Sole Sponsor” or “Sole Sponsor-Overall Coordinator”	Merrill Lynch (Asia Pacific) Limited

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“ Stabilizing Manager ”	Merrill Lynch (Asia Pacific) Limited, through its affiliates
“ State Council ”	State Council of the PRC (中華人民共和國國務院)
“ Stock Exchange ” or “ Hong Kong Stock Exchange ”	The Stock Exchange of Hong Kong Limited
“ subsidiary ” or “ subsidiaries ”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“ substantial shareholder(s) ”	has the meaning ascribed to it in the Listing Rules
“ Syndicate Capital Market Intermediaries ”	Merrill Lynch (Asia Pacific) Limited and DBS Asia Capital Limited
“ Track Record Period ”	the period comprising the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022
“ U.S. Securities Act ”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“ Underwriters ”	the Hong Kong Underwriters and the International Underwriters
“ Underwriting Agreements ”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“ United States ”, “ U.S. ” or “ US ”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“ US dollars ”, “ U.S. dollars ”, “ US\$ ” or “ USD ”	United States dollars, the lawful currency of the United States
“ VAT ”	value-added tax
“ White Form eIPO Service Provider ”	Computershare Hong Kong Investor Services Limited
“ White Form eIPO ”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name, submitted online through the designated website of the White Form eIPO Service Provider , at www.eipo.com.hk
“ % ”	per cent