



**DPC Dash Ltd**  
**达势股份有限公司**

*(incorporated in the British Virgin Islands with limited liability)*

**(Stock code: 1405)**

## **TERMS OF REFERENCE OF THE FINANCE COMMITTEE**

### **1 PURPOSE AND ESTABLISHMENT OF THE FINANCE COMMITTEE**

#### **1.1 Background**

- (a) There shall be a committee of the Board of Directors (the “**Board**”) of DPC Dash Ltd (“**Dash**” or the “**Company**”) to be known as the Finance Committee (the “**Committee**”).
- (b) This Finance Committee Terms of Reference (the “**Terms of Reference**”) sets out the scope of the Committee’s responsibilities in relation to Dash.
- (c) The Committee shall have responsibility and authority with respect to the matters set forth in the Terms of Reference for the Company and its subsidiaries.

#### **1.2 Purpose of the Committee**

- (a) As part of the operation of the Company, the Board shall:
  - (i) consider and approve capital raising or related financings required in connection with the growth of the Company’s business, including in connection with any initial public offering;
  - (ii) ensure that the Company has a capital structure, including financing strategy and financial policies, that is efficiently optimized to maximize returns to shareholders at an acceptable risk threshold and that the capitalization of the Company should not unduly burden the enterprise with excessive financial leverage that could impair long-term viability and operating flexibility; and
  - (iii) ensure that the Board and management engage in rigorous discipline around the deployment of cash, with the central goal of maximizing absolute shareholder value creation and long-term risk-adjusted return on invested capital.
- (b) The Board has delegated the oversight of these responsibilities to the Committee.
- (c) The Committee is established by, and reports directly to, the Board for the purpose of (i) considering and recommending capital raisings or related financings, (ii) considering the Company’s appropriate capital structure and (iii) considering the Company’s deployment of cash and corresponding impact on shareholder value and risk-adjusted return on invested capital.

### **1.3 Limitations of the Committee**

- (a) The Committee shall have no power whatsoever to influence the exercise of the Board's powers or discretion.
- (b) Decisions of the Committee shall be made in accordance with the Terms of Reference.

## **2 FINANCE COMMITTEE**

### **2.1 Members**

- (a) The Committee shall consist of not less than three (3) members, one of whom shall be designated as the Finance Committee Chairperson.
- (b) The members of the Committee and the Finance Committee Chairperson shall be appointed by the Board. The Board may remove or replace any Committee member at any time with or without cause.
- (c) The Committee shall appoint a Secretary as it may deem necessary or advisable.
- (d) The Board may, in its absolute discretion, appoint additional members to the Committee at any time.
- (e) The Committee may delegate its authority to subcommittees if determined by the Committee to be necessary or advisable, provided that any subcommittee shall consist of at least two members and shall report any actions taken by it to the full Committee.

## **3 TERMS OF APPOINTMENT**

### **3.1 Remuneration and expenses**

- (a) Committee remuneration (if any) for acting as a member of the Committee shall be determined by the Board.
- (b) All costs associated with the operation of the Committee shall be funded by Dash.
- (c) Committee members who are not employees of Dash shall be entitled to be reimbursed for reasonable expenses associated with attending Committee meetings.

### **3.2 Indemnity and liability**

- (a) For the avoidance of doubt, Committee members shall be entitled to the benefit of any existing indemnification agreements entered into pursuant to their service on the Company's Board and neither the Terms of Reference nor their service on the Committee shall in any way limit such arrangements. Committee members shall not be liable for any loss suffered by Dash as a result of any actions taken in good faith, whether in contract, tort or otherwise.

- (b) To the maximum extent allowed by law, Committee members shall have a right of indemnity from Dash in respect of any liability incurred by them in the performance of their duties under the Terms of Reference. However, this indemnity does not apply with respect to a liability if, in respect of that liability, the Committee member has acted grossly negligently or fraudulently.

#### **4 COMMITTEE FUNCTIONS**

The functions of the Committee and its members are to assist the Board to discharge its responsibility to exercise due care, diligence and skill in:

- (a) Reviewing and considering all capital raising proposals (including funding and associated presentation documents, due diligence, market research and information memoranda or prospectuses) prepared by, or on behalf of Dash.
- (b) Approving, rejecting or otherwise making a recommendation to the Board in relation to a capital raising proposal having regard to an investing entity's existing shareholding and in accordance with the terms of the Terms of Reference.
- (c) Monitoring the ongoing suitability of each investing entity in Dash.
- (d) Monitoring the Company's capital structure, including financing strategy and financial policies, such that it is efficiently optimized to maximize returns to shareholders at an acceptable risk threshold and that the capitalization of the Company does not unduly burden the enterprise with excessive financial leverage that could impair long-term viability and operating flexibility.
- (e) Ensuring that the Board and management engage in rigorous discipline around the deployment of cash, with the central goal of maximizing absolute shareholder value creation and long-term risk-adjusted return on invested capital.
- (f) Reviewing and approving all proposed share transfers including secondary share sales and transfers.

#### **5 RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall be responsible for:

- (a) Considering and meeting to discuss each capital raising proposal involving the Company and ensuring that appropriateness of any transaction and investing entity is submitted to the Committee for approval prior to submitting to the Board for approval.

- (b) Identifying any situation that could give rise to a potential party gaining a majority interest and disclosing the situation to the Board.

In connection with a capital raising recommendation, the Committee may:

- (i) discuss the transaction with relevant members of the Board;
  - (ii) consider documents that support the capital raising including any presentations, information memoranda, prospectuses or governing documents; and
  - (iii) access independent advice and appropriate resources to support its processes.
- (c) Reviewing and making recommendations to the Board in relation to each round of investment, including in connection with any plans for an initial public offering.
  - (d) Reviewing annually and, as appropriate, recommending to the Board for adoption, the financial policies and performance objectives developed by management pertaining to the Company's:
    - (i) Cash flow, capital spending and financing requirements;
    - (ii) Cash and debt balances, other key credit metrics, and credit ratings;
    - (iii) Dividend policy;
    - (iv) Investment criteria, including capital investment hurdle rates; and
    - (v) Financial risk management strategies, including hedging and any use of derivatives.
  - (e) Reviewing significant changes to the Company's capital structure, financial arrangements, capital spending and acquisition and disposition plans, and making recommendations as needed to the Board regarding the financial structure, financial condition and financial strategy of the Company.
  - (f) Reviewing the Company's proposed annual consolidated budget included in the Company's business plan, recommending such budget to the entire Board for approval, and periodically reviewing the Company's performance against such budget as reasonably required or requested by the Board.
  - (g) Reviewing material banking relationships and lines of credit.
  - (h) Reviewing for adequacy the insurance coverage on the Company's assets.
  - (i) Discussing with management and reporting to the Board and the Audit and Risk Management Committee the risk management issues relating to the matters overseen by the Committee.
  - (j) Carrying out such other duties as may be delegated to it by the Board from time to time.

## **6 MEETINGS**

- (a) The Committee shall meet as often as it determines to be necessary or appropriate. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting.
- (b) The Finance Committee Chairperson shall preside at each meeting and, in the absence of the Finance Committee Chairperson, one of the other attendees shall be designated as the acting chair of the meeting.
- (c) The draft agenda shall be reviewed and approved by the Committee.
- (d) Action may be taken by the Committee upon the affirmative vote of a majority of the members.
- (e) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing, and the writing is filed with the minutes of the proceedings of the Committee.
- (f) The quorum for a Committee meeting is two Committee members.
- (g) Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- (h) The Committee may invite anyone it considers appropriate to attend Committee meetings.

## **7 MINUTES OF MEETINGS**

- (a) The Committee shall keep minutes of its meetings.
- (b) Minutes of each Committee meeting shall be included in the materials for the next full Board meeting after each meeting of the Committee.
- (c) Minutes shall be distributed to all Committee members after the Finance Committee Chairperson has approved them.
- (d) Minutes, agendas and other Committee materials shall be made available to directors of Dash upon request to the Finance Committee Chairperson, except if a conflict of interest exists.

## **8 REPORTING TO THE BOARD**

The Finance Committee Chairperson shall report the Committee's activities to the Board after each Committee meeting.

## **9 REVIEW AND CHANGES TO THIS TERMS OF REFERENCE**

- (a) The Committee shall review the Terms of Reference annually or as often as it considers necessary and make recommendations to the Board for any changes.
- (b) The Board may change the Terms of Reference at any time by resolution.

## **10 ADDITIONAL RESOURCES**

To assist and advise the Committee in connection with its responsibilities, the Committee shall have access to the Company's internal staff and may hire independent experts, lawyers and other consultants at the Company's expense. The Committee shall have the sole authority to approve any such firm's fees and other retention terms. The Committee shall keep the Board advised as to the general range of anticipated expenses for outside consultants. The Committee may meet with external advisers without management being present.

## **11 APPROVED AND ADOPTED**

The Terms of Reference was adopted by the Committee on November 23, 2022 and approved by the Board on November 23, 2022.