
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-[REDACTED] 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-[REDACTED] 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-[REDACTED] 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-[REDACTED] Shareholders’ Agreement
- “2022 First Share Incentive Plan”** the post-[REDACTED] share incentive plan our Company adopted on [●], 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-[REDACTED] Plan ”	the pre-[REDACTED] 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-[REDACTED] share incentive plan our Company adopted on [●], 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 [●] with effect from registration by the Registrar of Corporate Affairs in the BVI immediately prior to the [REDACTED], 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

[REDACTED]

DEFINITIONS

[REDACTED]

“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-[REDACTED] 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 [REDACTED]

[REDACTED]

“**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

[REDACTED]

“**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

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong dollars” or “HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“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

[REDACTED]

“IAS” International Accounting Standards

“IASB” International Accounting Standards Board

“IFRS” International Financial Reporting Standards, as issued from time to time by the IASB

DEFINITIONS

“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

[REDACTED]

“Latest Practicable Date” November 19, 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

DEFINITIONS

[REDACTED]

“**Listing Committee**” the Listing Committee of the Stock Exchange

[REDACTED]

“**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 [●] with effect from registration by the Registrar of Corporate Affairs in the BVI immediately prior to the [REDACTED], 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)

“**MOF**” the Ministry of Finance of the PRC (中華人民共和國財政部)

“**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)

DEFINITIONS

“Nomination Committee”	the nomination committee of our Board
“NPC”	National People’s Congress (全國人民代表大會)

[REDACTED]

“PBOC”	People’s Bank of China
“PRC Legal Advisor”	JunHe LLP, our legal advisor on PRC law
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], the details of which are set out in “History, reorganisation and corporate structure – Pre-[REDACTED] Investments”

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“**Pre-[REDACTED] Investor(s)**” the investors who invested in our Company prior to this [REDACTED], the details of which are set out in “History, reorganisation and corporate structure – Pre-[REDACTED] Investments”

[REDACTED]

“**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 [REDACTED], as described in “History, reorganisation 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)

DEFINITIONS

“SAT”	State Administration of Taxation (國家稅務總局)
“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 [REDACTED] are based on the assumptions that (i) the [REDACTED] 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 [REDACTED]
“Shareholder(s)”	holder(s) of our Share(s)
“Share Incentive Plans”	the 2021 Plan, the 2022 Pre-[REDACTED] Plan, the 2022 First Share Incentive Plan and the 2022 Second Share Incentive Plan

DEFINITIONS

“Sole Sponsor” or “[REDACTED]”	Merrill Lynch (Asia Pacific) Limited [REDACTED]
“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 [REDACTED]
“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. SEC”	the Securities and Exchange Commission of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder [REDACTED]
“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

DEFINITIONS

“VAT” value-added tax

[REDACTED]

“%” per cent