
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in DPC Dash Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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DPC Dash Ltd
达势股份有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1405)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR,
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of DPC Dash Ltd to be held by way of virtual meeting at 10:00 a.m. on Wednesday, May 29, 2024 ("Annual General Meeting") is set out on pages 20 to 25 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting. The Company will be conducting the Annual General Meeting by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the Annual General Meeting in person, and can only attend the Annual General Meeting via visiting the website at <http://meetings.computershare.com/DPC2023AGM> which enables audio live streaming of the Annual General Meeting.

References to time and dates in this circular are to Hong Kong time and dates.

April 29, 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “Annual General Meeting” or “AGM” | the virtual annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, May 29, 2024 by way of electronic means or any adjournment thereof, the notice of which is set out on pages 20 to 25 of this circular |
| “Articles” | the articles of association of the Company that is currently in force |
| “Board” | the board of Directors |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Company” | DPC Dash Ltd (达势股份有限公司), a business company with limited liability incorporated under the laws of the British Virgin Islands on April 30, 2008, the Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company, from time to time |
| “Extension of Share Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to extend the Issue Mandate by adding those shares that may be bought back under Repurchase Mandate in the manner as set out in the notice of Annual General Meeting |
| “Group” | the Company together with its subsidiaries from time to time; “member of the Company” means any or a specific one of them, and “Group Company” shall be construed accordingly |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “HKSCC” | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

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| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares) not exceeding 20% of the number of the issued Shares of the Company (excluding any treasury Shares) as at the date of passing the relevant resolution |
| “Latest Practicable Date” | April 23, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Date” | March 28, 2023, the date on which the Shares are listed and dealings in the Shares are first permitted to take place on the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange |
| “Main Board” | the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange |
| “Nomination Committee” | the nomination committee of the Company |
| “PRC” or “China” | the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region |
| “Prospectus” | the prospectus of the Company dated March 16, 2023 |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |

DEFINITIONS

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| “Share(s)” | ordinary share(s) in the share capital of our Company, currently with a par value of US\$1.00 each (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meeting) |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time |
| “treasury Shares” | has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024 |
| “U.S.” or “United States” | the United States of America, its territories and possessions and all areas subject to its jurisdiction |
| “US\$” | U.S. dollars, the lawful currency of the United States of America |
| “%” | per cent |

LETTER FROM THE BOARD



DPC Dash Ltd
达势股份有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1405)

Executive Director:

Ms. Yi Wang (王怡) (*Chief Executive Officer*)

Non-executive Directors:

Mr. Frank Paul Krasovec (*Chairman*)

Mr. James Leslie Marshall

Mr. Zohar Ziv

Mr. Matthew James Ridgwell

Mr. Arthur Patrick D'Elia

Independent Non-executive Directors:

Mr. David Brian Barr

Mr. Samuel Chun Kong Shih (施振康)

Ms. Lihong Wang (王勵弘)

Registered office:

Kingston Chambers

PO Box 173

Road Town

Tortola

British Virgin Islands

*Head Office and Principal Place
of business in China:*

Level 8, Block A

33 Caobao Road

Shanghai

China, 200235

*Principal place of business
in Hong Kong:*

46/F, Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

April 29, 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR,
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of Annual General Meeting and information in relation to, among others, the following resolutions to be proposed at the Annual General Meeting: (i) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension of Share Issue Mandate, (ii) the re-election of the retiring Directors, and (iii) the re-appointment of auditor.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES AND EXTENSION OF SHARE ISSUE MANDATE

In order to ensure greater flexibility for the Company to issue new Shares (including any sale or transfer of treasury Shares), an ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the number of the issued Shares (excluding any treasury Shares) as at the date of the passing of the relevant resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 130,329,733 Shares with a par value of US\$1.00 each. Subject to the passing of the ordinary resolution numbered 4(A) granting the Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (or transfer out of the treasury) a maximum of 26,065,946 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the Repurchase Mandate proposed to be granted pursuant to the ordinary resolution numbered 4(B) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution numbered 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares) pursuant to the Issue Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares (excluding any treasury Shares) as at the date of the passing of the relevant resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 14.17 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be

LETTER FROM THE BOARD

eligible for re-election. Accordingly, Mr. James Leslie Marshall, Mr. Matthew James Ridgwell and Mr. David Brian Barr, will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 14.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his or her appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Arthur Patrick D'Elia will hold office as the Directors until the AGM and are subject to re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors.

On the re-election of Mr. James Leslie Marshall, Mr. Matthew James Ridgwell, Mr. David Brian Barr and Mr. Arthur Patrick D'Elia, the Nomination Committee considered, and the Board shared the same views, that at all times during their period of directorship with the Company, they have properly discharged their duties and responsibilities, and their professional knowledge, and their general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

In this regard, the Board is satisfied that Mr. James Leslie Marshall, Mr. Matthew James Ridgwell, Mr. David Brian Barr and Mr. Arthur Patrick D'Elia are persons of integrity and believes that their re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

In addition, Mr. David Brian Barr has made an annual confirmation of independence respectively pursuant to Rule 3.13 of the Listing Rules. During his appointment, he has demonstrated his ability to provide an independent view to the Company's matters. The Nomination Committee and the Board are of the view that he is able to continue to fulfil his role as independent non-executive Directors and therefore propose to the Shareholders for re-election at the Annual General Meeting.

Details of the above retiring Directors who are standing for re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The consolidated financial statements of the Group for the year ended March 31, 2023 were audited by PricewaterhouseCoopers whose term of office will expire upon the Annual General Meeting.

The Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditor.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Wednesday, May 22, 2024 to Wednesday, May 29, 2024, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Tuesday, May 21, 2024.

7. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 20 to 25 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension of Share Issue Mandate, (ii) the re-election of the retiring Directors and (iii) the re-appointment of auditor.

8. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.dpcdash.com), respectively. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 11.6 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll save that the Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting by way of poll. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. RECOMMENDATION

The Directors consider that the proposed resolutions are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
DPC Dash Ltd
Mr. Frank Paul KRASOVEC
Chairman

GUIDANCE NOTES FOR THE ANNUAL GENERAL MEETING

To maximize participation by Shareholders, the Company will be conducting the Annual General Meeting by way of a virtual meeting. The Shareholders will be invited to attend the Annual General Meeting by way of electronic means pursuant to Article 10.4 of the Articles of the Company.

No Shareholder, proxy or corporate representative should attend the AGM in person. The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the website – <http://meetings.computershare.com/DPC2023AGM> (the “Online Platform”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.

The Online Platform permits a “split vote” on a resolution, in other words, a Shareholder casting his/her/its votes through the Online Platform does not have to vote all of his/her/its shares in the same way (“For” or “Against”). In the case of a proxy, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with an internet connection by a smartphone, tablet device, or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM sent together with this circular for assistance. Any missed contents as a result of connection issues arising from the Shareholders will not be repeated.

LOGIN DETAILS FOR REGISTERED SHAREHOLDERS

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders sent together with this circular.

LOGIN DETAILS FOR NON-REGISTERED SHAREHOLDERS

Non-registered Shareholders who wish to attend and vote at the Annual General Meeting should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominee Limited through which their shares are held (together, the “Intermediary”) to appoint themselves as proxy or corporate representative to attend the Annual General Meeting, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Tuesday, 28 May 2024 should reach out to the Hong Kong branch share registrar of the Company for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

GUIDANCE NOTES FOR THE ANNUAL GENERAL MEETING

Registered and Non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

For enquiries regarding the login details to access the Annual General Meeting, please call Computershare at (852) 2862 8555 for assistance.

If any Shareholder has any question relating to the AGM, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East,
Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: (852) 2862 8555
Fax: (852) 2865 0990

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 130,329,733 Shares, with no treasury Shares.

Subject to the passing of the resolution granting of the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 13,032,973 Shares representing 10% of the number of issued shares of the Company as at the Latest Practicable Date (excluding any treasury Shares), during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, in the laws of the British Virgin Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Group, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group.

5. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the British Virgin Islands.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person, as defined in the Listing Rules, has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement nor the proposed repurchase of Shares pursuant to the Repurchase Mandate has any unusual features.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, to the best knowledge and belief of the Directors, Good Taste Limited is interested in 43,314,035 Shares, representing approximately 33.23% of the total number of Shares in issue. Good Taste Limited is wholly-owned by Ocean Investments Limited, the entire interest of which is in turn wholly owned and managed by a corporate trustee (the "Trustee") for the benefit of a discretionary (irrevocable) family trust in which, Mr. James Leslie Marshall ("Mr. Marshall") is the protector, a named person in its discretionary class of beneficiaries and one of the directors of the Trustee. Mr. Marshall as the protector of the trust has various powers and rights pursuant to the terms of the relevant trust deed including, without limitation, the power to appoint or remove the trustee as well as the right to direct the trustee to exercise the voting or other rights attached to any securities of Ocean Investments Limited, the 100% parent of Good Taste Limited. Mr. Marshall is however not the settlor of the irrevocable trust, and the settlor of the trust does not have control over, or interests, in the assets of the trust. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Good Taste Limited would be increased from approximately 33.23% to approximately 36.93% of the total number of Shares in issue.

To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

| Month | Highest prices | Lowest prices |
|---|-----------------------|----------------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| April | 63.50 | 50.00 |
| May | 55.50 | 42.00 |
| June | 53.75 | 43.50 |
| July | 55.85 | 47.95 |
| August | 52.85 | 42.60 |
| September | 74.85 | 49.00 |
| October | 77.30 | 60.55 |
| November | 67.65 | 58.20 |
| December | 64.20 | 50.55 |
| 2024 | | |
| January | 64.80 | 52.15 |
| February | 59.05 | 52.00 |
| March | 61.20 | 45.80 |
| April (up to the Latest Practicable Date) | 55.35 | 50.00 |

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company or by its subsidiaries during the previous 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Articles of Association, are provided below.

(1) Mr. James Leslie Marshall, aged 57

Position & experience

Mr. James Leslie Marshall, aged 57, is a non-executive Director and the deputy chairman of our Group. Mr. Marshall joined our Group in April 2019. Mr. Marshall has over 20 years of experience in senior management positions and operations management in the shipping industry. He is the founder and chief executive officer of Berge Bulk, which is one of the world's leading dry bulk shipping companies. Berge Bulk currently controls a fleet of approximately 80 vessels and is one of the world's leading independent dry bulk carriers, delivering commodities across the complex logistical networks that connect over 60 of the largest ports in the world. Since January 2010, Mr. Marshall has served as the chairman of the Marshall Foundation, which supports community and energy efficiency projects, as well as philanthropic ventures in lesser developed communities in Asia and Africa. Mr. Marshall currently holds directorships in several private enterprises, including various operating subsidiaries of Berge Bulk as well as Good Taste Limited, one of the Controlling Shareholders. In addition, Mr. Marshall is a member of the Asia Shipowners Committee of Lloyd's Register Asia, a provider of classification, compliance and consultancy services to marine industries, and a member of DNV GL South East Asia and Pacific Committee, an international accredited registrar and classification society for industries, including maritime.

Mr. Marshall received his MBA degree from the International Institute for Management Development (IMD) in December 1998 and his bachelor and master of arts degree from the University of Cambridge in 1989 and May 1993, respectively.

Length of service

The Company has entered into an appointment letter with Mr. Marshall on November 23, 2022 (which was amended on March 12, 2023). The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles). Either party may terminate the agreement by giving not less than three months' written notice. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in shares

As at the Latest Practicable Date, Mr. Marshall is deemed to be interested in 43,349,965 Shares (including 35,930 Shares underlying the outstanding Share Awards granted to Mr. Marshall under the 2022 First Share Incentive Plan) of the Company in total, with 35,930 Shares held as beneficial owner and 43,314,035 Shares through Good Taste Limited. Good Taste Limited, which is wholly-owned by Ocean Investments Limited, the entire interest of which is in turn wholly-owned and managed by a corporate trustee (the “Trustee”) for the benefit of a discretionary (irrevocable) family trust in which, Mr. Marshall is the protector, a named person in its discretionary class of beneficiaries and one of the directors of the Trustee. Mr. Marshall as the protector of the trust has various powers and rights pursuant to the terms of the relevant trust deed including, without limitation, the power to appoint or remove the trustee as well as the right to direct the trustee to exercise the voting or other rights attached to any securities of Ocean Investments Limited, the 100% parent of Good Taste Limited. Mr. Marshall is however not the settlor of the irrevocable trust, and the settlor of the trust does not have control over, or interests, in the assets of the trust.

(2) Mr. Matthew James Ridgwell, aged 59

Position & experience

Mr. Matthew James Ridgwell (“Mr. Ridgwell”), aged 59, is a non-executive Director of our Group. Mr. Ridgwell joined our Group in April 2019. Mr. Ridgwell has over 30 years of experience in senior management positions across a variety of sectors. Since 2011, he has been providing investment advice to various entities, including Good Taste Limited, the Controlling Shareholder. From 1988 to 1997, he worked for the Swire Group, mostly in shipping, as a general manager in Taiwan, Japan, New Zealand, and Hong Kong. From 1999 to 2010, he was based in Belgium where he co-founded MAC Telecom and Clearwire Belgium, wireless telecommunications companies, which were subsequently sold to entities controlled by Craig McCaw. From 2008 to 2012, he was the co-owner of Trä AB KG List, a manufacturing business in Sweden. Since 2018, Mr. Ridgwell has been a director of Chaheng Precision Co., Ltd., a company listed on the Taipei Exchange (TPEX: 4546) and holds directorships in several private enterprises. From April 2014 until 2022, he also held a variety of directorships of entities controlled by the Canada Pension Plan Investment Board (CPPIB).

Mr. Ridgwell received his MBA degree (with honors) from the International Institute for Management Development (IMD) in December 1998 and his bachelor of arts degree in oriental studies from the University of Oxford in July 1988.

Length of service

The Company has entered into an appointment letter with Mr. Ridgwell on November 23, 2022 (which was amended on March 12, 2023). The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles). Either party may terminate the agreement by giving not less than three months' written notice. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Interests in shares

As at the Latest Practicable Date, Mr. Ridgwell is interested in 478,366 Shares (including 23,323 Shares underlying the outstanding Share Awards granted to Mr. Ridgwell under the 2022 First Share Incentive Plan) as a beneficial owner of the Company.

(3) Mr. David Brian Barr, aged 60

Position & experience

Mr. David Brian Barr (“**Mr. Barr**”), aged 60, is an independent non-executive Director of our Group. Mr. Barr joined our Group in December 2015 and has extensive experience in food and beverage industry. Mr. Barr is a partner and co-founder of Franworth LLC, a company focusing on the development of entrepreneurial led franchisors, since 2015. He also founded PMTD Restaurants LLC, a company that offers retail sale of prepared foods and drinks for off-premise and on-premise consumption in the States of Georgia, Alabama and South Carolina. Mr. Barr has served on the board of several enterprises including Capriotti's Sandwich Shops, Inc., a fast casual restaurant chain of premium sandwich shops, since 2015, Chicken Salad Chick, a fast casual restaurant chain of chickensalad restaurants based in Atlanta, Georgia, since 2020, OutWest Restaurant Group, a restaurant management company operating Outback Steakhouses in the western United States, since 2020, and Dogtopia, leading provider of dog day-care in North America, since 2021. Previously, Mr. Barr served as a board member of Del Frisco's Restaurant Group (Nasdaq: DFRG) and Charles & Colvard (Nasdaq: CTHR) from 2008 to 2019 and from 2011 to 2015, respectively.

Mr. Barr received a certificate of certified public accountant awarded by the American Institute of Certified Public Accountants in September 1991. Mr. Barr received his bachelor of science degree in commerce from the University of Virginia in May 1985.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of service

The Company has entered into an appointment letter with Mr. Barr on November 23, 2022 (which was amended on March 12, 2023). The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles). Either party may terminate the agreement by giving not less than three months' written notice. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Interests in shares

As at the Latest Practicable Date, Mr. Barr is interested in 603,395 Shares (including 23,323 Shares underlying the outstanding Share Awards granted to Mr. Barr under the 2022 First Share Incentive Plan) as a beneficial owner of the Company.

(4) Mr. Arthur Patrick D'Elia, aged 46

Mr. Arthur Patrick D'Elia ("Mr. D'Elia"), aged 46, has served as executive vice president – international for Domino's Pizza, Inc. ("Domino's") (NYSE: DPZ) since May 1, 2022. He is responsible for overseeing the Domino's business in more than 90 countries around the world.

Mr. D'Elia joined our Group in April 2023. Mr. D'Elia previously served as Domino's executive vice president – chief marketing officer from July 2020 to April 2022, after working as senior vice president – chief marketing officer since February 2020. Mr. D'Elia joined Domino's in January 2018 as senior vice president – chief brand and innovation officer. He has been instrumental in leading Domino's advertising, digital marketing, innovation efforts and product development, including Domino's Hotspots®, Domino's Carside Delivery®, and Oven-Baked Dips. Prior to Domino's, Mr. D'Elia served as chief marketing officer for Danone Dairy's business unit which serviced the United Kingdom, Ireland, Belgium, the Netherlands and Luxemburg. He joined Dannon U.S. (a subsidiary of Danone) in 2010 as director of marketing for its children's brands. Mr. D'Elia worked at PepsiCo in corporate strategy, development and marketing for the North American beverage business from 2003 to 2010.

Mr. D'Elia graduated from the University of Michigan and brings broad experience in brand management, including creative advertising development, media strategy, agency management and innovation.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Length of service

The Company has entered into an appointment letter with Mr. D’Elia on April 28, 2023. The term of appointment shall be for an initial term of three years from the date of his appointment or until the third annual general meeting of our Company after the date of his appointment, whichever is sooner (subject to retirement as and when required under the Articles). Either party may terminate the agreement by giving not less than three months’ written notice. He is subject to retirement by re-election at the annual general meeting in accordance with the Articles.

Interests in shares

As at the Latest Practicable Date, Mr. D’Elia is interested in 22,100 Shares as a beneficial owner of the Company.

DIRECTORS’ REMUNERATION

The total amount of the Directors’ remuneration for the year ended December 31, 2023 received by each of the retiring Directors is set out in the financial statements of the Company’s 2023 annual report. The Directors’ remuneration is determined by the remuneration committee of the Company having regard to the Company’s and the Directors’ performance.

DIRECTORS’ INTEREST

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stands for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, (iii) does not have any relationship with any other Director, senior management, substantial shareholder (as defined under the Listing Rules) or Controlling Shareholder (as defined under the Listing Rules) of the Company, (iv) does not have any other interest in the Shares within the meaning of Part XV of the SFO, and (v) has no information to disclose pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



DPC Dash Ltd 达势股份有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1405)

NOTICE IS HEREBY GIVEN THAT the 2023 Annual General Meeting (the “**AGM**”) of DPC Dash Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held by way of electronic means at 10:00 a.m. on Wednesday, May 29, 2024 for considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Group, its subsidiaries and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended December 31, 2023.
2. To re-elect the following persons as Directors:
 - (i) To re-elect Mr. James Leslie Marshall as a non-executive Director;
 - (ii) To re-elect Mr. Matthew James Ridgwell as a non-executive Director;
 - (iii) To re-elect Mr. David Brian Barr as an independent non-executive Director;
and
 - (iv) To re-elect Mr. Arthur Patrick D’Elia as a non-executive Director.
 - (v) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix its remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (“Shares”) (including any sale and transfer of Shares out of treasury that are held as treasury Shares) (which shall have the meaning ascribed to it under the the Listing Rules coming into effect on June 11, 2024) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise, and including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (iv) below); or (b) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the number of the issued shares of the Company (excluding any Shares that are held as treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company; or

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF THE ANNUAL GENERAL MEETING

(B) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (v) below) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which are authorized to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of the issued shares of the Company (excluding any Shares that are held as treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares) of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors pursuant to such general mandate an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the number of the issued shares of the Company (excluding any Shares that are held as treasury Shares) as at the date of passing of the said resolutions.”

By Order of the Board
DPC Dash Ltd
Mr. Frank Paul KRASOVEC
Chairman

Hong Kong, April 29, 2024

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. The Company will conduct the Annual General Meeting by way of a virtual meeting. Both registered Shareholders and non-registered Shareholders can (i) attend the AGM and vote by way of electronic means; or (ii) exercise their right to vote at the AGM by appointing their own proxy or the Company's designated proxy(ies), to act as their proxy. By logging in the dedicated online platform, Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time.

The online platform will be opened for registered Shareholders and non-registered Shareholders to log in 30 minutes prior to the commencement of the Annual General Meeting, and only those Shareholders who logged in 5 minutes before the start of the Online AGM will be entitled to attend and vote at the Online AGM. The online platform can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the online platform to complete the login procedure and remain logged in until the commencement of and during the Online AGM. For online voting, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.

2. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (www.hkexnews.hk) and the Company (www.dpcdash.com) in accordance with the Listing Rules.
3. A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.dpcdash.com), respectively. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Wednesday, May 22, 2024 to Wednesday, May 29, 2024, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Tuesday, May 21, 2024.
5. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Annual General Meeting.
6. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorized to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of such corporate Shareholder, should provide a copy of such resolution.

As of the date of this notice, the Board comprises Ms. Yi WANG as executive Director, Mr. Frank Paul KRASOVEC, Mr. James Leslie MARSHALL, Mr. Zohar ZIV, Mr. Matthew James RIDGWELL and Mr. Arthur Patrick D'ELIA as non-executive Directors and Mr. David Brian BARR, Mr. Samuel Chun Kong SHIH and Ms. Lihong WANG as independent non-executive Directors.