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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)

GRANT OF OPTIONS PURSUANT TO THE 2022 FIRST SHARE INCENTIVE PLAN

Pursuant to Rule 17.06A of the Listing Rules, the Board announces that, on April 2, 2024, the Company granted 819,587 Options to 15 Option Grantees under the 2022 First Share Incentive Plan (the “**Option Grant**”).

Details of the Option Grant are set out below:

Date of grant:	April 2, 2024
Number of Option Grantee:	15 Employee Participants, one of whom is a senior manager of the Company
Number of Options granted:	819,587, of which 269,206 were granted to one Option Grantee who is a senior manager of the Company, and 550,381 were granted to the remaining Option Grantees
Total number of Shares to be issued upon exercise of the Options in full:	819,587 Shares, representing approximately 0.63% of the total issued share capital of the Company as of the date of this announcement
Exercise price of the Options granted:	HK\$53.14 per Share, which represents the highest of: <ul style="list-style-type: none">(i) the closing price of HK\$53.00 per Share as stated in the daily quotations sheet of the Stock Exchange on April 2, 2024, being the date of grant of the Options;(ii) the average closing price of HK\$53.14 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and(iii) the nominal value of the Share of US\$1.00 each
Closing price of the Shares on the date of grant:	HK\$53.00 per Share

Consideration for the Options granted:	Nil
Exercise period of the Options granted:	Subject to the vesting period as set out below, the exercise period of the Options granted shall be not more than ten years from the date of grant, following which if unexercised shall lapse and the Options shall lapse at the expiry of the exercise period.
Vesting period of the Options:	All 819,587 Options will be vested over four years equally on annual basis in arrears from the date of grant.
Performance targets of the Options:	<p>Nil</p> <p>In respect of the Options granted to an Option Grantee who is a senior manager of the Company without performance targets, considering that (i) such grantee is a senior employee of the Group who has contributed and will continue to contribute directly to the overall business performance and sustainable development of the Group, (ii) the grant is a recognition for such grantee's past contributions to the Group as well as an incentive to retain and encourage continued excellent performance on the part of the grantee, and (iii) the Options are subject to certain vesting conditions and terms of the 2022 First Share Incentive Plan, which include a relatively extended vesting period of four years, and cover situations where the Options will lapse in the event that such grantee ceases to be an employee of the Group, the remuneration committee of the Board is of the view that the grant of Options to the senior manager without performance targets is market competitive and aligns with the purpose of the 2022 First Share Incentive Plan.</p>
Clawback mechanism of the Options:	<p>The key clawback terms are as follow:</p> <p>In the event that an Option Grantee (a) ceases to be an eligible participant by reason of the termination of his/her employment or contractual engagement with the Group or Related Entity for cause or without notice or with payment in lieu of notice; (b) has been convicted of a criminal offence involving his/her integrity or honesty; or (c) he/she, in the reasonable opinion of the Board, has engaged in serious misconduct or breaches the terms of the 2022 First Share Incentive Plan in any material respect, then the Board may make a determination at its absolute discretion that: (A) any Options issued to that Option Grantee but not yet exercised shall immediately lapse, regardless of whether such Options have vested or not, (B) with respect to any Shares (pursuant to exercise of the Options) issued or transferred to that Grantee, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2), and/or (C) with respect to any Shares (pursuant to exercise of the Options) held by the trustee for the benefit of the Option Grantee, those Shares (pursuant to exercise of the Options) shall no longer be held on trust for nor inure to the benefit of the Option Grantee.</p>

Listing Rules implications

Under the Option Grant, (i) none of the Option Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules); (ii) none of the Option Grantees is a participant with options and share awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Option Grantees is a related entity participant or a service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Option Grantees for the purchase of Shares under the 2022 First Share Incentive Plan.

Reason for and benefits of the Option Grant

The reasons for the grants of Options are to provide incentives for the Option Grantees to exert maximum efforts and reward continued efforts for the success of the Company and its affiliates, and to provide a means by which the Option Grantees may be given an opportunity to benefit from increases in value of the Shares through the granting of the Options.

Number of Shares available for future grant

The number of Shares available for future grant after the Option Grant under the Scheme Mandate Limit will be 9,628,600 Shares.

DEFINITIONS

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

Term	Definition
“Articles”	the articles of association of the Company currently in force
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“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
“Employee Participant”	An eligible participant under the 2022 First Share Incentive Plan who is a director, officer or employee (whether full-time or part-time) of the Group on the date of grant
“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

“Holding Company”	a company of which the Company is a subsidiary
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 Stock Exchange
“Option(s)”	option(s) to subscribe for or acquire Shares which is granted under the 2022 First Share Incentive Plan
“Option Grant”	the grant of a total of 819,587 Options to selected grantees on April 2, 2024 pursuant to the 2022 First Share Incentive Plan
“Option Grantee(s)”	grantee(s) of the Option Grant
“Prospectus”	the prospectus of the Company dated March 16, 2023
“Related Entity”	(i) a Holding Company; (ii) subsidiaries of the Holding Company other than members of the Group; or (iii) any company which is an associate of the Company
“Scheme Administrator”	the Board or the committee of the Board or person(s) to which the Board has delegated its authority (as applicable) to administer the 2022 First Share Incentive Plan in accordance with its rules
“Scheme Mandate Limit”	the total number of Shares which may be issued in respect of all options and awards to be granted under the 2022 First Share Incentive Plan and any other share schemes (for the avoidance of doubt, Shares issued or to be issued pursuant to awards made under the 2021 Plan (as defined in the Prospectus) and the 2022 Pre-IPO Plan (as defined in the Prospectus) shall not be subject to the Scheme Mandate Limit) of the Company as approved by the Shareholders on November 29, 2022, being 12,000,000 Shares, representing 9.33% of the Shares in issue on the Listing Date
“senior manager”	shall have the meaning ascribed to it under Rule 17.01A of the Listing Rules
“Share(s)”	ordinary share(s) in the share capital of our Company, currently with a par value of US\$1.00 each
“Shareholder(s)”	holder(s) of Shares

“2022 First Share Incentive Plan”	the post-IPO share incentive plan our Company adopted on November 29, 2022, as amended from time to time, further details of which are disclosed in the section headed “Statutory and General Information – Share Incentive Plans and bonus plans” in Appendix IV to the Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it in the Listing Rules
“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

For the purpose of this announcement, the exchange rate between US\$ and HK\$ is US\$1=HK\$7.8.

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

Hong Kong, April 2, 2024

As of the date of this announcement, 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.