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(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 440)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Dah Sing Financial Holdings Limited (the “**Company**”) will be held at 20th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Friday, 15 March 2019 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as a special resolution. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 21 February 2019.

SPECIAL RESOLUTION

“**THAT:**

- (a) the terms of the agreed form of the Buy-back Deed (a copy of which is tabled at the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purposes) proposed to be entered into between the Company and MUFG Bank, Ltd., pursuant to which MUFG Bank, Ltd. will transfer to the Company 15,500,000 Buy-back Shares on terms contained therein at a consideration of not more than HK\$591,635,000, be and are hereby approved; and
- (b) the Directors (or a duly authorised person hereof) be and are hereby authorised to take all such steps to implement and give effect to the Buy-back Deed and the transactions thereunder (including the execution of all documents or deeds as they may consider necessary or appropriate in relation thereto and the making of any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit).”

By Order of the Board
Dah Sing Financial Holdings Limited
Doris Wai-Nar Wong
Company Secretary

Hong Kong, 21 February 2019

Notes:

1. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies, if holding two or more shares, to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
3. The register of members of the Company will be closed from Tuesday, 12 March 2019 to Friday, 15 March 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. As such, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 11 March 2019 for the purpose of determining shareholders' eligibility to attend and vote at the Meeting.
4. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (or the adjourned meeting as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjourned meeting, if he/she so wishes. If such shareholder attends and votes at the Meeting, his/her form of proxy is to be regarded as revoked.
6. The resolution set out above will be determined by way of a poll.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is expected to be hoisted any time after 12 noon on the Meeting date, the Meeting will be postponed. The Company will publish an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) to notify members of the date, time and place of the rescheduled meeting.
8. The translation into Chinese language of this announcement is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises Messrs. David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive) and Gary Pak-Ling Wang (Deputy Chief Executive and Group Chief Financial and Operating Officer) as Executive Directors; Messrs. Eiichi Yoshikawa (Mr. Takayoshi Futae as alternate), Kenichi Yamato and John Wai-Wai Chow as Non-Executive Directors; Messrs. Robert Tsai-To Sze, Seiji Nakamura, Andrew Kwan-Yuen Leung, Paul Michael Kennedy and David Wai-Hung Tam as Independent Non-Executive Directors.