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

The holding company of Dah Sing Bank, Limited

(Stock Code: 2356)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Dah Sing Banking Group Limited (the “Company”) will be held at 20th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Tuesday, 27 May 2014 at 3:30 p.m. for the following purposes:

**As ordinary businesses:**

1. To receive and adopt the audited financial statements together with the Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect Directors
  - (a) Mr. Hon-Hing Wong
  - (b) Mr. Yuen-Tin Ng
  - (c) Mr. Shoji Hirai
  - (d) Mr. Robert Tsai-To Sze
  - (e) Mr. Andrew Kwan-Yuen Leung
4. To fix the fees of the Directors for the year ended 31 December 2013.
5. To appoint PricewaterhouseCoopers as Auditors of the Company and to authorize the Directors to fix their remuneration.

**As special businesses:**

As special businesses, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

6. **“THAT:—**

- (a) subject to the following provisions of this resolution and pursuant to section 141 of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (iii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (iv) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company; or (v) pursuant to any existing specific authority, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and

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

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT:–**

- (a) subject to and conditional upon the passing of an ordinary resolution approving the adoption of the new share option scheme of the Company (“New Share Option Scheme”) by the shareholders of Dah Sing Financial Holdings Limited (“DSFH”) and the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares (not exceeding 5 per cent of the total number of shares of the Company in issue as at the date of the passing of this resolution) which may fall to be allotted and issued upon the exercise of the options to be granted under the New Share Option Scheme, the rules of which are contained in the document marked “A” produced to the meeting and signed by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorized to grant options over Shares pursuant to the New Share Option Scheme, and allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme; and
- (b) subject to and conditional upon the passing of an ordinary resolution by the shareholders of DSFH approving the termination of the existing share option scheme of the Company adopted on 12 June 2004 (“Existing Share Option Scheme”), the termination of the Existing Share Option Scheme be and is hereby approved.”

8. **“THAT:–**

- (a) subject to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the terms and conditions of the New Share Option Scheme, a mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to grant options under the New Share Option Scheme and to allot and issue shares of the Company pursuant to the exercise of share options which are granted under the New Share Option Scheme (the “Issue Mandate”), and after the Relevant Period, to allot and issue shares of the Company pursuant to the exercise of share options granted under the Issue Mandate during the Relevant Period; and

(b) for the purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by Companies Ordinance to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

9. As a special business, to consider and, if thought fit, pass with or without modifications the following resolution as a special resolution of the Company:

### **SPECIAL RESOLUTION**

**“THAT:**

the articles of association of the Company in the form of the document marked “B” produced to this meeting and, for the purpose of identification, signed by the Chairman of this meeting, which restates the articles of association of the Company to reflect all of the proposed amendments (including the abolition of the memorandum of association and the removal of the objects clause) referred to in Appendix C of the circular of the Company dated 23 April 2014, be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with effect from the end of this meeting.”

By Order of the Board  
**Dah Sing Banking Group Limited**  
**Doris Wai Nar Wong**  
*Company Secretary*

Hong Kong, 23 April 2014

*Notes:*

- (a) A member entitled to attend and vote at the AGM is entitled to appoint one or, under particular case, more proxies to attend and vote on his behalf. A proxy needs not be a member of the Company.
- (b) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM 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.

- (c) 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 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 AGM (or the adjourned meeting as the case may be).
- (d) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting, if he so wishes. If such member attends and votes at the AGM, his form of proxy is to be regarded as revoked.
- (e) Details of all the Directors to be re-elected or elected (as the case may be) at the AGM are set out in the Appendix A of the circular of the Company dated 23 April 2014 (the "Circular"); a summary of the principal terms of the New Share Option Scheme for approval at the AGM are set out in Appendix B of the Circular; and brief particulars of the proposed amendments to the Articles of Association are set out in Appendix C of the Circular. All appendices form part of this notice.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (g) If Typhoon Signal no. 8 or above, or a "black" rainstorm warning is expected to be hoisted any time after 12 noon on the AGM date, the AGM will be postponed. The Company will publish an announcement on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and Dah Sing Bank ([www.dahsing.com](http://www.dahsing.com)) to notify members of the date, time and place of the rescheduled meeting.

*As at the date of this announcement, the Board of the Company comprises Messrs. David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Vice Chairman), Harold Tsu-Hing Wong (Managing Director and Chief Executive) and Gary Pak-Ling Wang as Executive Directors; Mr. Shoji Hirai as Non-Executive Director; Messrs. Robert Tsai-To Sze, Andrew Kwan-Yuen Leung, Seng-Lee Chan and Yuen-Tin Ng as Independent Non-Executive Directors.*