
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all of your shares in Dah Sing Banking Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF DIRECTORS
MANDATE TO GRANT OPTIONS AND ALLOT AND
ISSUE SHARES UPON EXERCISE OF OPTIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Dah Sing Banking Group Limited to be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 27 May 2022 at 5:00 p.m. is set out on pages 10 to 14 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy to 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournments thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

The Company will implement certain preventive and control measures as COVID-19 continues to spread in Hong Kong. Please refer to the "Precautionary Measures" under the notice of the AGM as set out on page 14 of this circular.

25 April 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 27 May 2022 at 5:00 p.m. or any adjournment thereof, notice of which is set out on pages 10 to 14 of this circular
“Articles of Association”	the articles of association of the Company adopted from time to time
“Board”	the board of Directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “DSBG”	Dah Sing Banking Group Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the ordinary shares of which are listed on the Stock Exchange (Stock code: 2356)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange in force for the time being
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share Option Scheme”	the share option scheme adopted by the Company on 27 May 2014
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



大新銀行集團有限公司 DAH SING BANKING GROUP LIMITED

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

The holding company of Dah Sing Bank, Limited

(Stock Code: 2356)

Executive Directors:

David Shou-Yeh Wong (*Chairman*)
Hon-Hing Wong (Derek Wong) (*Vice Chairman,
Managing Director and Chief Executive*)
Gary Pak-Ling Wang
Nicholas John Mayhew (*Deputy Chief Executive*)

Registered Office:

26th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wan Chai
Hong Kong

Independent Non-Executive Directors:

Robert Tsai-To Sze
Seng-Lee Chan
Blair Chilton Pickerell
David Wai-Hung Tam

25 April 2022

*To Shareholders, and for information only,
the option holders of the Share Option Scheme*

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF DIRECTORS
MANDATE TO GRANT OPTIONS AND ALLOT AND
ISSUE SHARES UPON EXERCISE OF OPTIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information reasonably necessary to enable them to make an informed decision in respect of the resolutions to be proposed at the AGM relating to, *inter alia*, (i) the proposed general mandate to issue shares in the capital of the Company; (ii) the re-election of Directors; and (iii) the proposed mandate to grant options and allot and issue shares upon exercise of options.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

Approval is being sought from Shareholders at the AGM by way of an ordinary resolution for a general mandate to allot and issue shares in the capital of the Company under section 141 of the Companies Ordinance and pursuant to the Listing Rules, in order to ensure flexibility and discretion to the Directors of the Company in the event it becomes desirable to issue any shares of the Company, representing up to 20% of the total number of issued Shares as at the date of the passing of the resolution in relation to such general mandate, during the course of the period up to (i) the conclusion of the next annual general meeting of the Company; or (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; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting of the Company, whichever is the earliest. The Board wishes to state that it has no present intention to issue Shares in the Company pursuant to such mandate.

As at the Latest Practicable Date, the total number of issued Shares comprised 1,405,752,132 Shares. Assuming that there is no change in the total number of issued Shares between the Latest Practicable Date and the date of the AGM on Friday, 27 May 2022, the Company would be allowed under the general mandate to issue Shares up to 281,150,426 Shares, representing 20% of the total number of issued Shares at the date of the AGM.

3. RE-ELECTION OF DIRECTORS

At the AGM to be held on Friday, 27 May 2022,

- (i) Messrs. Gary Pak-Ling Wang and Robert Tsai-To Sze shall retire by rotation in accordance with Article 107 of the Articles of Association; and
- (ii) Mr. David Wai-Hung Tam, who was appointed as an additional Director after the last annual general meeting of the Company held on 2 June 2021, shall retire in accordance with Article 112 of the Articles of Association.

Pursuant to the code provision B.2.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Robert Tsai-To Sze has served as an Independent Non-Executive Director of the Company for more than 9 years. Mr. Sze met the independence criteria set out in Rule 3.13 of the Listing Rules and has provided an annual written confirmation of his independence to the Company. Mr. Sze is not involved in the daily management of the Company nor in any relationship or circumstances which would interfere with the exercise of his independent judgement. Mr. Sze continues to demonstrate his ability to provide an independent, balanced and objective view to the affairs of the Company. The Nomination and Remuneration Committee considers that the long

LETTER FROM THE BOARD

service of Mr. Sze would not affect his exercise of independent judgement and is satisfied that Mr. Sze has the required character, integrity and experience to continue fulfilling the role of an independent non-executive director. The Board, on the recommendation of the Nomination and Remuneration Committee, would recommend Mr. Sze for re-election at the AGM.

All of the above retiring Directors, being eligible, will offer themselves for re-election. Particulars of aforesaid retiring Directors offering for re-election at the AGM are set out in **Appendix** to this circular.

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company at its registered office at 26th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wan Chai, Hong Kong for the attention of the Company Secretary within the period commencing from the day after the despatch of the notice of the AGM and ending no later than 7 days prior to the date of the AGM, (i) his written nomination of the candidate, (ii) written confirmation from the nominated candidate of his willingness to be elected as a Director, and (iii) the details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company. You may further visit websites of the HKEX (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) respectively for more specific details.

4. MANDATE TO GRANT OPTIONS AND ALLOT AND ISSUE SHARES UPON EXERCISE OF OPTIONS

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into, shares in the company.

An ordinary resolution will be proposed at the AGM to grant the Directors an unconditional mandate to authorise them, during the Relevant Period (as defined below), (a) to grant options under the Share Option Scheme and (b) to allot and issue Shares pursuant to the exercise of options which are granted under the Share Option Scheme (the "Issue Mandate"), and after the Relevant Period, the Directors will be authorised to allot and issue Shares pursuant to the exercise of options granted under the Issue Mandate during the Relevant Period. The Issue Mandate will commence from the date of passing such resolution and will end on (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by Companies Ordinance to be held; or (iii) the revocation or variation given by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest (the "Relevant Period").

LETTER FROM THE BOARD

5. CLOSURE OF THE REGISTER OF SHAREHOLDERS

For determining Shareholders' right to attend and vote at the AGM:

Latest time to lodge transfers	4:30 p.m. on 23 May 2022 (Monday)
Closure of Register of Shareholders (both days inclusive)	24 May 2022 (Tuesday) to 27 May 2022 (Friday)
Record date	27 May 2022 (Friday)
AGM	27 May 2022 (Friday)

For determining Shareholders' entitlement to receive the proposed final dividend*:

Latest time to lodge transfers	4:30 p.m. on 2 June 2022 (Thursday)
Closure of Register of Shareholders (both days inclusive)	6 June 2022 (Monday) to 8 June 2022 (Wednesday)
Record date	8 June 2022 (Wednesday)
Expected final dividend payment date	16 June 2022 (Thursday)

(*subject to Shareholders' approval at the AGM)

During the periods of the closure of Register of Shareholders, no share transfers will be registered. For registration, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before the relevant latest time to lodge transfers.

Notice of the closure of Register of Shareholders was given on Thursday, 31 March 2022 when the Company's annual results in respect of the year ended 31 December 2021 were announced.

6. FORM OF PROXY

A form of proxy for use at the AGM is enclosed with the Annual Report and audited financial statements of the Company for the year ended 31 December 2021. Related form of proxy can also be downloaded from Dah Sing Bank's website (www.dahsing.com) or the HKEX's website (www.hkexnews.hk). Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy to 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. Should you attend and vote at the AGM in person, the form of proxy lodged with the Company is to be regarded as revoked.

LETTER FROM THE BOARD

7. VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice convening the general meeting shall be decided by poll. The Chairman of the AGM will demand a poll on each of the resolutions set out in the notice of the AGM in accordance with Article 65 of the Articles of Association.

Article 72 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for every Share held by that Shareholder. An explanation of the detailed procedures of conducting a poll will be provided to the Shareholders at the AGM.

8. RECOMMENDATION

The Directors believe that the proposals referred to above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the **Appendix** (Particulars of Directors subject to Re-election) to this circular.

Yours faithfully,
For and on behalf of the Board of
Dah Sing Banking Group Limited
David Shou-Yeh Wong
Chairman

Pursuant to the Listing Rules, the particulars of the Directors who will retire at the AGM according to the Articles of Association and who are proposed to be re-elected at the AGM are provided below.

1. Mr. Gary Pak-Ling Wang

Executive Director

Mr. Wang, aged 61, was appointed as an Executive Director of the Company in 2004. He joined Dah Sing Bank, Limited (“DSB”), a key operating subsidiary of the Company, as the Group Financial Controller in 1995 and was promoted as a Director in 1997, responsible for the overall financial management and control, operations and IT functions of the Group for a number of years. Mr. Wang was promoted as the Managing Director and Chief Executive of DSB in May 2011 and was re-designated as the Deputy Chief Executive and Alternate Chief Executive of DSB in August 2017. He is also an Executive Director and Deputy Chief Executive of Dah Sing Financial Holdings Limited (“DSFH”, a substantial shareholder of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), as well as a Director of Banco Comercial de Macau, S.A. and Dah Sing Bank (China) Limited. Mr. Wang was the Group Chief Financial and Operating Officer of the Company, DSFH and DSB until June 2021. Mr. Wang is a qualified accountant, a Fellow of The Association of Chartered Certified Accountants of the U.K. and a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Social Science degree from The University of Hong Kong and has over 35 years of experience in financial management and banking.

Mr. Wang has not entered into any service contract with the Company. His salary package is covered by a contract of employment which was determined with reference to the remuneration policy of the Group, the pay levels of comparable positions of peer institutions in banking and financial related businesses as well as the individual performance and contributions to the Group’s overall performance. The total emolument of Mr. Wang for the year ended 31 December 2021 was HK\$16,636,000 (all inclusive). Although Mr. Wang, being an executive director, has not been appointed for a specific term, he is subject to retirement by rotation and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company.

Mr. Wang is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang was interested in 2,884,691 Shares of the Company within the meaning of Part XV of the SFO, which comprised of (a) interests in 934,691 Shares of the Company; (b) interests in share options in respect of 450,000 underlying shares of the Company, granted under the Share Option Scheme of the Company; and (c) deemed interests in 1,500,000 notional underlying shares of the Company relating to cash-settled share-based incentive options granted by the Company.

2. Mr. Robert Tsai-To Sze*Independent Non-Executive Director*

Mr. Sze, aged 81, was appointed as an Independent Non-Executive Director of the Company in 2004. He is also an Independent Non-Executive Director of Dah Sing Financial Holdings Limited (“DSFH”, a substantial shareholder of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), Dah Sing Bank, Limited (“DSB”) and Dah Sing Insurance Company (1976) Limited. He serves as the Chairman of the Audit Committee of the Company, DSFH and DSB, a member of the Nomination and Remuneration Committee (“NRC”) of the Company and DSB and the Chairman of the NRC of DSFH. He was the Chairman of the NRC of the Company from August 2005 to August 2017. Mr. Sze is an Independent Non-Executive Director of Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited. He was an Independent Non-Executive Director of Hop Hing Group Holdings Limited which was delisted in January 2022 and Mr. Sze resigned in February 2022. Mr. Sze is a Fellow of The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. He was a former partner of an international firm of accountants with which he practised for over 20 years.

Mr. Sze has not entered into any service contract with the Company and is not appointed for a specific term, but he is subject to retirement by rotation and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. The director’s fee of Mr. Sze is HK\$475,000 per annum, which was determined with reference to the levels of director fees paid by peer institutions in banking and financial related businesses and the number of board committee(s) he serves as a member and the time involved in carrying out duties and responsibilities for the Group.

Mr. Sze is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Sze was not interested in any shares of the Company within the meaning of Part XV of the SFO.

3. Mr. David Wai-Hung Tam

Independent Non-Executive Director

Mr. Tam, aged 72, was appointed as an Independent Non-Executive Director (“INED”) of the Company in June 2021. He was appointed as an INED and a member of the Risk Management and Compliance Committee of Dah Sing Bank, Limited (a major operating subsidiary of the Company) in March 2019. Mr. Tam was an INED of Dah Sing Financial Holdings Limited (a substantial shareholder of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) during the period from December 2018 to June 2021. He started his career with The Hongkong and Shanghai Banking Corporation Limited in 1968 and held various senior positions until February 1999. In March 1999, Mr. Tam joined Hang Seng Bank Limited and was Deputy General Manager and the Head of Commercial Banking during 2003 to 2008 and the Chief Risk Officer from 2008 until his retirement in 2012. He was also a director of Yantai Bank, a city commercial bank in Yantai, from December 2012 to June 2017. He is currently an INED and a member of the Audit Committee of Xinyi Glass Holdings Limited and a Non-Executive Director and a member of the Audit Committee of Nameson Holdings Limited. Mr. Tam is a fellow member of the Hong Kong Institute of Bankers and the Chartered Institute of Bankers in the U.K. and an associate of the Institute of Bankers. He holds a master’s degree in Business Administration from the University of Toronto, Canada. Mr. Tam has more than 45 years of experience in commercial banking industry in Hong Kong and the PRC.

Mr. Tam has not entered into any service contract with the Company and is not appointed for a specific term, but he is subject to retirement by rotation and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. The director’s fee of Mr. Tam is HK\$500,000 per annum, which was determined with reference to the levels of director fees paid by peer institutions in banking and financial related businesses and the number of board committee(s) he serves as a member and the time involved in carrying out duties and responsibilities for the Group.

Mr. Tam is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tam was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, none of the retiring Directors to be re-elected have any information which is required to be disclosed under Rule 13.51(2) of the Listing Rules, nor are there any other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



大新銀行集團有限公司 DAH SING BANKING GROUP LIMITED

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

The holding company of Dah Sing Bank, Limited

(Stock Code: 2356)

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Dah Sing Banking Group Limited (the “Company”) will be held at Meeting Room S421 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 27 May 2022 at 5:00 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 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect Directors
 - (a) Mr. Gary Pak-Ling Wang
 - (b) Mr. Robert Tsai-To Sze
 - (c) Mr. David Wai-Hung Tam
4. To fix the fees of the Directors for the year ended 31 December 2021.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 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

NOTICE OF ANNUAL GENERAL MEETING

(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 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 share option scheme of the Company adopted on 27 May 2014 (“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) (i) to grant options under the Share Option Scheme and (ii) to allot and issue shares of the Company pursuant to the exercise of options which are granted under the Share Option Scheme (the “Issue Mandate”), and after the Relevant Period, to allot and issue shares of the Company pursuant to the exercise of 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

NOTICE OF ANNUAL GENERAL MEETING

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

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

Hong Kong, 25 April 2022

Notes:

- (a) A shareholder of the Company 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 shareholder 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 are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- (c) For the purpose of determining shareholders' eligibility to attend and vote at the AGM, the register of shareholders of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both days inclusive) during which period no transfer of shares of the Company will be registered. To be entitled to attend and vote at the 2022 AGM, 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, for registration not later than 4:30 p.m. on Monday, 23 May 2022.
- (d) A form of proxy for use at the AGM is enclosed.
- (e) 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).
- (f) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting, if he/she so wishes. If such shareholder attends and votes at the AGM, his/her form of proxy is to be regarded as revoked.
- (g) Particulars of the Directors to be re-elected or elected (as the case may be) at the AGM are set out in the Appendix to this circular which forms part of this notice.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (i) 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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) to notify shareholders of the date, time and place of the rescheduled meeting.
- (j) Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the website of Dah Sing Bank (www.dahsing.com) as and when appropriate.

NOTICE OF ANNUAL GENERAL MEETING

Precautionary Measures

To prevent the spreading of the COVID-19 pandemic, the Company will implement the following preventive and control measures at the AGM to safeguard the health and safety of shareholders, staff and other stakeholders:

- (i) All persons who attend the AGM are required to:
 - (a) undergo compulsory body temperature checks
 - (b) scan the “LeaveHomeSafe” venue QR code
 - (c) present vaccination records, either electronic or print, for scanning
 - (d) wear surgical facial masks before they are permitted to attend the AGM, and during their attendance of the AGM
 - (e) complete a health declaration form
 - (f) comply with any other additional precautionary measures in accordance with the prevailing requirements or guidelines of Hong Kong Convention and Exhibition Centre, the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic
- (ii) Limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid over-crowding
- (iii) No refreshments or drinks will be provided
- (iv) No gifts/souvenirs will be distributed

Furthermore, the Company wishes to advise the shareholders that they may consider appointing the Chairman of the AGM as their proxy to vote on the resolutions and to return their proxy forms by the time specified in the notice of AGM, instead of attending the AGM in person. Any person who does not comply with the precautionary measures referred to in (i)(a) to (i)(f) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.