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

(Stock Code: 0440)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) 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 Thursday, 25 August 2016 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the share sale agreement (the “**Share Sale Agreement**”, a copy of which is produced to the meeting marked “**A**” and initialled by the chairman of this meeting for the purpose of identification) dated 2 June 2016 entered into among Dah Sing Financial Holdings Limited, Macau Insurance Company Limited and Everwin Enterprise (Hong Kong) Limited (whose rights and obligations under the agreement were transferred and assigned to Thaihot Investment (Bermuda) Company Limited on 13 June 2016) in relation to the sale and purchase of the entire issued share capital of each of Dah Sing Life Assurance Company Limited, Dah Sing Insurance Services Limited and Macau Life Insurance Company Limited and all transactions contemplated under or referred to in the Share Sale Agreement and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable, appropriate or expedient to implement or assist any subsidiary of the Company to implement and/or give effect to the Share Sale Agreement and all transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Share Sale Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modification, amendments, waivers, variations or extensions of the Share Sale Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder.”

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

Hong Kong, 8 August 2016

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the EGM 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 EGM, 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 EGM 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 Wednesday, 24 August 2016 to Thursday, 25 August 2016, 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 Tuesday, 23 August 2016 for the purpose of determining shareholders' eligibility to attend and vote at the EGM.
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 EGM (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 EGM or any adjourned meeting, if he/she so wishes. If such shareholder attends and votes at the EGM, his/her form of proxy is to be regarded as revoked.
6. The ordinary 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 EGM date, the EGM 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.
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), Gary Pak-Ling Wang and Nicholas John Mayhew as Executive Directors; Messrs. Takashi Morimura (Eiichi Yoshikawa as alternate), Toshihide Motoshita and John Wai-Wai Chow as Non-Executive Directors; Messrs. Robert Tsai-To Sze, Lon Dounn, Seiji Nakamura and Blair Chilton Pickerell as Independent Non-Executive Directors.*