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# 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 OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of Dah Sing Banking Group Limited (the “**Company**”) will be held at Meeting Room S426-427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 31 May 2024 at 5:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:

#### **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 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect directors of the Company
  - (a) Mr. Hon-Hing Wong (Derek Wong)
  - (b) Mr. Blair Chilton Pickerell
  - (c) Ms. Nancy Ha-Fong Chan
  - (d) Mr. Kin-Sang Cheung (Alex Cheung)
  - (e) Mr. Paul Franz Winkelmann
4. To fix the fees of the Directors for the year ended 31 December 2023.
5. To re-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 (Cap 622, the laws of Hong Kong) (the **“Companies Ordinance”**), the exercise by the Directors 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 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 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 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 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 Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company which may be issued pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which has been produced to the AGM and marked “A” and initialled by the chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted, and that the Directors be authorized to grant options thereunder and to allot and issue shares pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme, including without limitation:
  - (i) to administer or authorize such persons as may be delegated by the board of Directors (the “**Board**”) on terms and conditions as the Board sees fit to administer the New Share Option Scheme under which options will be granted to the eligible persons under the New Share Option Scheme to subscribe for the shares of the Company, including but not limited to determining and granting options in accordance with the terms of the New Share Option Scheme;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment comes into effect in accordance with the terms of the New Share Option Scheme subject to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
  - (iii) to allot and issue from time to time such number of shares of the Company as may be required to be allotted and issued pursuant to the grant of the options under the New Share Option Scheme subject to the Listing Rules; and
  - (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules;

- (b) the total number of shares of the Company which may be issued in respect of all awards and options to be granted under the New Share Option Scheme and any other share schemes of the Company will not exceed 10% of the total number of shares of the Company in issue as at the date of the approval of the New Share Option Scheme (the “**Scheme Mandate Limit**”); and
- (c) within the Scheme Mandate Limit, the total number of shares of the Company which may be issued in respect of all options to be granted under the New Share Option Scheme only will not exceed 10% of the Scheme Mandate Limit.”

8. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company which may be issued pursuant to the vesting of any awards that may be granted under the amended and restated share award scheme of the Company (the “**Amended Share Award Scheme**”), a copy of which has been produced to the AGM and marked “B” and initialled by the chairman of the meeting, the Amended Share Award Scheme be and is hereby approved and adopted, and that the Directors be authorized to grant awards thereunder and to allot and issue shares pursuant to the Amended Share Award Scheme and take all such steps as may be necessary or desirable to implement the Amended Share Award Scheme, including without limitation:
  - (i) to administer or authorize such persons as may be delegated by the Board on terms and conditions as the Board sees fit to administer the Amended Share Award Scheme under which awards will be granted to the eligible persons under the Amended Share Award Scheme to subscribe for the shares of the Company, including but not limited to determining and granting the awards in accordance with the terms of the Amended Share Award Scheme;
  - (ii) to modify and/or amend the Amended Share Award Scheme from time to time provided that such modification and/or amendment comes into effect in accordance with the terms of the Amended Share Award Scheme subject to the Listing Rules;
  - (iii) to allot and issue from time to time such number of shares of the Company as may be required to be allotted and issued, and to procure the transfer of and otherwise deal with the relevant shares of the Company pursuant to the grant of the awards under the Amended Share Award Scheme, subject to the Listing Rules; and
  - (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Amended Share Award Scheme and subject to the Listing Rules; and

- (b) subject to the passing of resolution no. 7, within the Scheme Mandate Limit, the total number of shares of the Company which may be issued in respect of all awards to be granted under the Amended Share Award Scheme only will not exceed 90% of the Scheme Mandate Limit.”

By Order of the Board  
**Dah Sing Banking Group Limited**  
**Richard Tsung Yung Li**  
*Company Secretary*

Hong Kong, 26 April 2024

*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. **Shareholders or proxies who attend the AGM in person will each receive ONE souvenir as a token of the Company’s appreciation. If a shareholder is also appointed as proxy/proxies of other shareholder(s), or a proxy represents multiple shareholders, the number of souvenir each of the aforesaid shareholder or proxy will receive is limited to ONE.**
- (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) The register of shareholders of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of shares of the Company will be effected. As such, 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 not later than 4:30 p.m. on Monday, 27 May 2024 for the purpose of determining shareholders’ eligibility to attend and vote at the AGM.
- (d) 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).
- (e) 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.
- (f) If you are a non-registered shareholder of the Company, i.e., your shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive a form of proxy directly from the Company, and you have to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you shall seek an authorization from your intermediary/nominee directly.

- (g) Particulars of the Directors to be re-elected or elected (as the case may be) at the AGM are set out in Appendix I to the circular of the Company dated 26 April 2024 (the “Circular”); a summary of the principal terms of the New Share Option Scheme for approval at the AGM are set out in Appendix II to the Circular; and a summary of the principal terms of the Amended Share Award Scheme for approval at the AGM are set out in Appendix III to the Circular. All appendices form 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](http://www.hkexnews.hk)) and Dah Sing Bank ([www.dahsing.com](http://www.dahsing.com)) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this announcement, the Board of the Company comprises Mr. David Shou-Yeh Wong (Chairman), Mr. Hon-Hing Wong (Derek Wong) (Vice Chairman, Managing Director and Chief Executive), Mr. Gary Pak-Ling Wang and Mr. Nicholas John Mayhew (Deputy Chief Executive) as Executive Directors; Mr. Robert Tsai-To Sze, Mr. Blair Chilton Pickerell, Mr. Paul Franz Winkelmann, Mr. David Wai-Hung Tam, Ms. Nancy Ha-Fong Chan and Mr. Kin-Sang Cheung (Alex Cheung) as Independent Non-Executive Directors.*