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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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**

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A notice convening the AGM of Dah Sing Banking Group Limited to be held at Meeting Room S221 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 2 June 2023 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.

**No refreshments or drinks will be provided at the AGM. 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.**

27 April 2023

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## DEFINITIONS

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*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 S221 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 2 June 2023 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”	19 April 2023, 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

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## LETTER FROM THE BOARD

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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)

**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

27 April 2023

*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.

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## LETTER FROM THE BOARD

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### 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, 2 June 2023, 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, 2 June 2023, Messrs. David Shou-Yeh Wong, Nicholas John Mayhew and Seng-Lee Chan shall retire by rotation in accordance with Article 107 of the Articles of Association.

Pursuant to the code provision B.2.3 of the Corporate Governance Code under Part 2 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. Seng-Lee Chan has served as an Independent Non-Executive Director of the Company for more than 9 years. Mr. Chan 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. Chan 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 judgment. Mr. Chan 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 service of Mr. Chan would not affect his exercise of independent judgment and is satisfied that Mr. Chan 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. Chan for re-election at the AGM.

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## LETTER FROM THE BOARD

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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](http://www.hkexnews.hk)) and Dah Sing Bank ([www.dahsing.com](http://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").

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## LETTER FROM THE BOARD

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### 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 29 May 2023 (Monday)
Closure of Register of Shareholders (both days inclusive)	30 May 2023 (Tuesday) to 2 June 2023 (Friday)
Record date	2 June 2023 (Friday)
AGM	2 June 2023 (Friday)

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

Latest time to lodge transfers	4:30 p.m. on 8 June 2023 (Thursday)
Closure of Register of Shareholders (both days inclusive)	9 June 2023 (Friday) to 13 June 2023 (Tuesday)
Record date	13 June 2023 (Tuesday)
Expected final dividend payment date	21 June 2023 (Wednesday)

(\*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 Friday, 31 March 2023 when the Company's annual results in respect of the year ended 31 December 2022 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 2022. Related form of proxy can also be downloaded from Dah Sing Bank's website ([www.dahsing.com](http://www.dahsing.com)) or the HKEX's website ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend 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.

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## LETTER FROM THE BOARD

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### 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. David Shou-Yeh Wong**

*Chairman*

Mr. Wong, aged 82, was appointed as the Chairman of the Company in 2004. He is also the Chairman 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”), Banco Comercial de Macau, S.A., Dah Sing Insurance Company (1976) Limited and Macau Insurance Company Limited. He serves as a member of the Nomination and Remuneration Committee of the Company, DSFH and DSB. Mr. Wong is the Honorary President of Guangdong Chamber of Foreign Investors. He was the Vice President of The Hong Kong Institute of Bankers. He holds a Bachelor of Science degree in Electrical Engineering from Massachusetts Institute of Technology and has over 55 years of experience in banking and finance. He is the father of Mr. Harold Tsu-Hing Wong, the Group General Manager of DSFH and the Vice Chairman, Managing Director and Chief Executive of DSB.

Mr. Wong 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. Wong for the year ended 31 December 2022 was HK\$19,884,000 (all inclusive). Although Mr. Wong, 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.

Save as disclosed above, Mr. Wong is not related to any Directors or senior management of the Company. Mr. Wong is a substantial shareholder of the Company within the meaning of Part XV of the SFO by virtue of his holding of 43.01% equity interest in DSFH, which is the holding company of the Company.

As at the Latest Practicable Date, Mr. Wong was deemed as interested in 1,045,626,955 Shares of the Company representing 74.38% of the total number of issued Shares of the Company within the meaning of Part XV of the SFO.

**2. Mr. Nicholas John Mayhew**

*Executive Director and Deputy Chief Executive*

Mr. Mayhew, aged 55, was appointed as an Executive Director and the Deputy Chief Executive of the Company in June 2017. He is currently a Director of Dah Sing Bank, Limited (“DSB”), Dah Sing Insurance Company (1976) Limited and Macau Insurance Company Limited. Mr. Mayhew also serves as the Deputy Chief Executive of DSB and Group Head of Treasury, Global Markets & Corporate Finance of DSB, responsible for its treasury and corporate finance activities. Mr. Mayhew was an Executive Director of Dah Sing Financial Holdings Limited (“DSFH”, the parent company of the Company) during the period from August 2004 to May 2017. Mr. Mayhew holds a Bachelor of Arts degree (Hons) (in Chinese and Economics) from the University of London. He has over 30 years of experience in financial services both in the U.K. and Hong Kong.

Mr. Mayhew 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. Mayhew for the year ended 31 December 2022 was HK\$19,550,000 (all inclusive). Although Mr. Mayhew, 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. Mayhew is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mayhew was interested in (a) 4,491,076 Shares of the Company within the meaning of Part XV of the SFO, which comprised of (i) interests in 2,541,076 Shares of the Company; (ii) interests in share options in respect of 450,000 underlying shares of the Company, granted under the Share Option Scheme of the Company; and (iii) deemed interests in 1,500,000 notional underlying shares of the Company relating to cash-settled share-based incentive options granted by the Company; and (b) 197,986 shares of DSFH, a substantial shareholder of the Company.

**3. Mr. Seng-Lee Chan**

*Independent Non-Executive Director*

Mr. Chan, aged 76, was appointed as an Independent Non-Executive Director (“INED”) of the Company in August 2008 after his retirement in June 2008 as the Chief Executive Officer of Heidelberg China Limited. He has served as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company since May 2011. He was appointed as the Chairman of the Nomination and Remuneration Committee of the Company in August 2017. Mr. Chan was appointed as an INED of Dah Sing Bank, Limited (“DSB”) (a key operating subsidiary of the Company) in May 2012. He was further appointed as a member of the Audit Committee and the Chairman of the Nomination and Remuneration Committee of DSB in December 2017. Mr. Chan has over 40 years of experience primarily in the print media industry and has a sound knowledge of the Asian markets, particularly in China.

Mr. Chan 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. Chan is HK\$600,000 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. Chan is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Dah Sing Banking Group Limited (the “Company”) will be held at Meeting Room S221 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 2 June 2023 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 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To re-elect Directors
  - (a) Mr. David Shou-Yeh Wong
  - (b) Mr. Nicholas John Mayhew
  - (c) Mr. Seng-Lee Chan
4. To fix the fees of the Directors for the year ended 31 December 2022.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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**  
**Richard Tsung Yung Li**  
*Company Secretary*

Hong Kong, 27 April 2023

*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) 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, 30 May 2023 to Friday, 2 June 2023 (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 2023 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, 29 May 2023.
- (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) 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 authorisation from your intermediary/nominee directly.
- (h) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (i) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (j) 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 (“HKEX”) ([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.
- (k) Shareholders who wish to attend the AGM are encouraged to take note that Hong Kong Government appealed to the public to wear a mask when having respiratory symptoms or weakened immunity and going to crowded places.
- (l) Subject to the public health requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the websites of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and Dah Sing Bank ([www.dahsing.com](http://www.dahsing.com)) as and when appropriate.