
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 your shares in Dah Sing Financial Holdings 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)

(Stock Code: 440)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Dah Sing Financial Holdings Limited to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 5 June 2026 at 4:00 p.m. is set out on pages 17 to 21 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.

29 April 2026

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DEFINITIONS

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

“AC”	the audit committee of the Company
“AGM”	the annual general meeting of the Company to be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 5 June 2026 at 4:00 p.m. or any adjournment thereof, notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company adopted from time to time
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Dah Sing Financial Holdings 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: 440)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Latest Practicable Date”	23 April 2026, 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
“PwC”	PricewaterhouseCoopers
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers as approved by the Securities and Futures Commission
“Treasury Share(s)”	the Share(s) which shall have the meaning ascribed to it under the Listing Rules



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

(Stock Code: 440)

Executive Directors:

David Shou-Yeh Wong (*Chairman*)

Hon-Hing Wong (Derek Wong)

(Vice Chairman, Managing Director and Chief Executive)

Harold Tsu-Hing Wong (*Group General Manager*)

Gary Pak-Ling Wang (*Deputy Chief Executive*)

Registered Office:

26th Floor

Dah Sing Financial Centre

248 Queen's Road East

Wan Chai, Hong Kong

Non-Executive Director:

Toshiaki Hatakenaka (Yuichi Tashita as alternate)

Independent Non-Executive Directors:

Robert Tsai-To Sze

Andrew Kwan-Yuen Leung

Paul Franz Winkelmann

Mariana Suk-Fun Ngan

Wing-Yiu Chu (Alex Chu)

29 April 2026

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
CHANGE OF AUDITOR
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 mandates to issue and buy back Shares; (ii) the re-election of Directors; and (iii) change of auditor.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

The general mandate granted to the Board to issue Shares at the last annual general meeting held on 30 May 2025 will lapse at the conclusion of the AGM. Approval is being sought from Shareholders at the AGM by way of an ordinary resolution for a general mandate to allot and issue Shares under the Companies Ordinance and pursuant to the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event it becomes desirable to issue any Shares, representing up to 20% of the total number of issued Shares (excluding Treasury Shares if any) 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 pursuant to such mandate.

As at the Latest Practicable Date, the total number of issued Shares comprised 319,575,100 Shares, and the Company did not hold any Treasury Share during the year ended 31 December 2025 and up to the Latest Practicable Date. Assuming that there is no change in the total number of issued Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the general mandate to issue Shares up to 63,915,020 Shares, representing 20% of the total number of issued Shares at the date of the AGM.

3. GENERAL MANDATE TO BUY BACK SHARES

The general mandate granted to the Board to buy back Shares at the last annual general meeting held on 30 May 2025 will lapse at the conclusion of the AGM. The Board proposes to seek your approval at the AGM by way of an ordinary resolution for a general mandate to buy back, on the Stock Exchange, the issued and fully paid Shares. Under such mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares if any) as at the date of the passing of the resolution and shall cover purchases, made 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. An explanatory statement as required under the Listing Rules giving further information about such mandate is set out in **Appendix I** to this circular.

LETTER FROM THE BOARD

4. ADDITION TO GENERAL MANDATE TO ISSUE SHARES

Conditional upon the resolutions in relation to the general mandate to issue Shares and the general mandate to buy back Shares being duly passed, approval is being sought from the Shareholders by way of a separate ordinary resolution to extend the general mandate to issue Shares by the addition to the number of Shares which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with pursuant to such general mandate of an amount representing the total number of Shares bought back by the Company under the Share Buy-back Mandate (as defined in **Appendix I** to this circular), provided that such number of shares shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares if any) as at the date of the passing of the relevant resolution.

5. RE-ELECTION OF DIRECTORS

At the AGM,

- (i) Mr. David Shou-Yeh Wong, Mr. Robert Tsai-To Sze and Mr. Paul Franz Winkelmann shall retire by rotation in accordance with Article 124 of the Articles of Association; and
- (ii) Mr. Toshiaki Hatakenaka and Mr. Wing-Yiu Chu (Alex Chu), who were appointed as a Non-Executive Director and an Independent Non-Executive Director respectively after the last annual general meeting of the Company held on 30 May 2025, shall retire at the AGM in accordance with Article 128 of the Articles of Association.

Mr. Robert Tsai-To Sze has served as an Independent Non-Executive Director of the Company for more than 9 years. During his years of service, Mr. Sze has not been involved in any management role in the Company nor in any relationship or circumstances which would interfere with the exercise of his independent judgment. Notwithstanding that Mr. Sze has served the Board for more than 9 years, he continues to demonstrate his ability to provide an independent, balanced and objective view to the affairs of the Company and brings valuable experience to the Board in support of promoting the best interests of the Company and the Shareholders. The Nomination and Remuneration Committee of the Company (the "NRC") considers that the length of tenure of Mr. Sze would not affect his exercise of independent judgment 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 NRC, is of the view that Mr. Sze has continued to maintain his independence having regard to the independence factors referred to Rules 3.13 of the Listing Rules, therefore, would recommend Mr. Sze for re-election at the AGM.

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

LETTER FROM THE BOARD

Any Shareholder who wishes to nominate a person to stand for election as a Director 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 dispatch of the notice of the AGM and ending no later than 7 days prior to the date of the AGM, (i) written nomination of the candidate, (ii) written confirmation from the nominated candidate of 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 HKEX (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) respectively for more specific details.

6. CHANGE OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

As disclosed in the announcement of the Company dated 20 August 2025, having considered the tenure of PwC as the Group's auditor and in line with market corporate governance practices, the Board initiated a tender process for the role of external auditor, overseen by the AC, in the second quarter of 2025. The participating firms were assessed against pre-determined evaluation criteria, including but not limited to, audit quality and approach, service process, experience and resources of the audit team, compliance with the relevant regulatory and ethical requirements, and audit fees.

Following the conclusion of the tender, the Board approved the recommendation of the AC to appoint KPMG as the external auditor of the Group for the year ending 31 December 2026, subject to the approval by the Shareholders at the AGM.

The AC has assessed all relevant relationships between the Group and KPMG and considered that KPMG is independent to act as the auditor of the Group.

PwC will retire as the auditor of the Company at the conclusion of the AGM. Subject to the approval by the Shareholders at the AGM, the appointment of KPMG will be effective immediately upon the retirement of PwC.

The Company has received a confirmation letter from PwC confirming that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board has confirmed that there is no disagreement between PwC and the Company, and there are no matters in respect of the change of auditor that need to be brought to the attention of the Shareholders.

Subject to the authorisation by the Shareholders, the Board will be authorised to determine the remuneration of KPMG.

LETTER FROM THE BOARD

7. 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 1 June 2026 (Monday)
Closure of Register of Shareholders (both days inclusive)	2 June 2026 (Tuesday) to 5 June 2026 (Friday)
Record date	5 June 2026 (Friday)
AGM	5 June 2026 (Friday)

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

Latest time to lodge transfers	4:30 p.m. on 11 June 2026 (Thursday)
Closure of Register of Shareholders (both days inclusive)	12 June 2026 (Friday) to 16 June 2026 (Tuesday)
Record date	16 June 2026 (Tuesday)
Expected final dividend payment date	25 June 2026 (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 at 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 has been given on Monday, 30 March 2026 when the Company's annual results in respect of the year ended 31 December 2025 were announced.

8. FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Related form of proxy can also be downloaded from Dah Sing Bank's website (www.dahsing.com) or HKEX's website (www.hkexnews.hk). Whether or not you are able to attend the AGM, 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 not less than 48 hours before the time appointed for the 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 if you so wish. Should you attend and vote at the AGM or any adjournments thereof (as the case may be) in person, the form of proxy lodged with the Company is to be regarded as revoked.

LETTER FROM THE BOARD

9. 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 68 of the Articles of Association.

Article 74 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.

10. 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.

11. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the following Appendices to this circular:

Appendix I : Explanatory Statement on Share Buy-back Mandate

Appendix II : Particulars of Directors subject to Re-election

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

This is an explanatory statement and memorandum of the terms of the proposed Share buy-backs given to all the Shareholders relating to an ordinary resolution to approve the exercise by the Directors of the powers of the Company to buy back its own Shares (“**Share Buy-back Mandate**”) to be proposed at the AGM.

This explanatory statement contains the information required pursuant to Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether or not to vote in favour of the resolution approving the Share Buy-back Mandate and it also forms the memorandum of the terms of the proposed Share buy-backs given under section 239(2) of the Companies Ordinance. Neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

1. Exercise of the Share Buy-back Mandate

Exercise in full of the Share Buy-back Mandate, on the basis of 319,575,100 Shares in issue as at the Latest Practicable Date and assuming no issue and/or buy-back of Shares before the AGM, could accordingly result in up to 31,957,510 Shares being bought back by the Company during the course of the period up to the conclusion of the next annual general meeting of the Company; or 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 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 Directors will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

2. Reasons for Share Buy-backs

The Board believes that it is in the best interests of the Company and the Shareholders to seek a general authority from Shareholders to enable the Directors to buy back Shares in the market. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

3. Funding of Share Buy-backs

Share buy-backs must be funded out of funds legally available for the purpose in accordance with the laws of Hong Kong and the Articles of Association, being profits available for distribution and the proceeds of a new issue of Shares made for the purpose of the buy-back and it is envisaged that the funds required for any buy-back would be derived from such sources.

4. Impact on working capital or gearing position

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2025) in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. Disclosure of Interests

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) has any present intention, if the Share Buy-back Mandate is exercised, to sell any Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make Share buy-back.

6. Effect of Takeovers Code

If as a result of a Share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Under this circumstance, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholder or group of Shareholders acting in concert who will become obliged to make a mandatory offer under the Takeovers Code as a result of a Share buy-back pursuant to the Share Buy-back Mandate, except that Mr. David Shou-Yeh Wong may be required to make a general offer if as a result of Share buy-back the percentage interest of Mr. Wong in the Company over a 12-month period is increased by more than 2%. As at the Latest Practicable Date, Mr. Wong is beneficially interested in 137,695,683 Shares, representing 43.09% of the total number of issued Shares. If the Share Buy-back Mandate is exercised in full, the percentage interest of Mr. Wong in the Company will be increased by 4.78% to 47.87%.

The Directors confirmed that they have no present intention to buy back any Shares under the Share Buy-back Mandate to such an extent which will result in an obligation for a shareholder to make a mandatory offer under Rule 26 of the Takeovers Code, if the Share Buy-back Mandate is approved by Shareholders at the AGM.

APPENDIX I EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE

7. Share Buy-back made by the Company

There have been no Share buy-backs by the Company in the previous 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2025		
April	29.05	24.65
May	29.70	27.70
June	30.80	28.05
July	30.80	29.20
August	37.24	28.70
September	35.98	32.70
October	36.56	33.08
November	37.48	35.62
December	37.00	35.02
2026		
January	38.50	35.04
February	43.56	36.20
March	42.70	37.90
1 to 23 April (Latest Practicable Date)	42.26	40.08

9. Status of Shares Bought Back

If the Company buys back any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions at the relevant time any buyback of Shares are made.

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 85, was appointed as the Chairman of the Company in 1987. He is also the Chairman of Dah Sing Banking Group Limited (“DSBG”), Dah Sing Bank, Limited (a key operating subsidiary of the Company), Banco Comercial de Macau, S.A., Dah Sing Insurance Company Limited and Macau Insurance Company Limited. 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 60 years of experience in banking and finance. He is the father of Mr. Harold Tsu-Hing Wong, an Executive Director and the Group General Manager of the Company. He is a director of DSI Limited, DSI Group Limited and DSI Holding Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

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. Total emolument of Mr. Wong for the year ended 31 December 2025 was HK\$22,180,000 (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.

Save as disclosed above, Mr. Wong is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong was interested in 137,695,683 shares of the Company, which comprised of (i) personal interests in (a) 331,154 ordinary shares of the Company and (b) 78,847 share awards of the Company awarded to him under the share award scheme of the Company; and (ii) corporate interests in 137,285,682 shares of the Company in total (a) held by a corporation in which he controls one third or more of the voting powers at general meetings and (b) held by companies under a family discretionary trust. HSBC International Trustee Limited is the trustee of a family discretionary trust of which Mr. Wong is the settlor. In addition, Mr. Wong is deemed as interested in 1,045,626,955 shares of DSBG, a subsidiary of the Company, within the meaning under Part XV of the SFO.

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

Mr. Sze, aged 85, was appointed as an Independent Non-Executive Director (“INED”) of the Company in 1997. He is also an INED of Dah Sing Banking Group Limited (“DSBG”), Dah Sing Bank, Limited (“DSB”) and Dah Sing Insurance Company Limited. He is currently the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee (“AC”) of the Company, DSBG and DSB. He served as the Chairman of the AC of the Company, DSBG and DSB until December 2023. Mr. Sze is an INED of Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited. Mr. Sze is a Fellow of 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 nor is he 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. The director’s fee of Mr. Sze is HK\$790,000 per annum. Such fee 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 as well as 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 under Part XV of the SFO.

3. Mr. Paul Franz Winkelmann*Independent Non-Executive Director*

Mr. Winkelmann, aged 70, was appointed as an Independent Non-Executive Director (“INED”) and a member of the Audit Committee (“AC”) of the Company in May 2019. He was appointed as an INED of Dah Sing Banking Group Limited (“DSBG”), and the Chairman of the AC of the Company, DSBG and Dah Sing Bank, Limited (“DSB”) in January 2024. He is also an INED and a member of Risk Management and Compliance Committee of DSB. Mr. Winkelmann joined PricewaterhouseCoopers (“PwC”) in 1984 and was admitted to partnership in 1990 to become a member of the first group of partners to set up PwC’s financial services practice in Hong Kong. He specialized in the audits of financial institutions, both local and international. He was partner-in-charge of PwC’s risk and compliance matters for Greater China for 14 years up to June 2014. He was also the leader of PwC’s Greater China Risk and Quality function overseeing auditing and ethical standards within PwC. In 2001, he joined the governance Board of Partners of PwC in Hong Kong and subsequently was appointed to the Management Board of PwC China and Hong Kong. Following his retirement from PwC Hong Kong in June 2014, Mr. Winkelmann was engaged as a senior advisor of PwC in Hong Kong on risk and quality matters during the period from July 2014 to December 2015. Mr. Winkelmann is currently an INED and a Non-Industry Member of the General Committee of the Insurance Complaints Bureau Authority. He was the Chairman of the Financial Reporting Standards Committee of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) from 2004 to 2009 and the President of HKICPA in 2009. In 2005, he was appointed to the Standing Committee on Company Law Reform and served for a period of 6 years. Mr. Winkelmann was the Chief Executive Officer of Financial Reporting Council of Hong Kong (now known as the Accounting and Financial Reporting Council) from April 2016 to March 2019. He is a fellow member of the HKICPA. He holds a Bachelor of Arts (Business) Degree from Trinity College, Dublin.

Mr. Winkelmann has not entered into any service contract with the Company nor is he 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. The director’s fee of Mr. Winkelmann is HK\$660,000 per annum. Such fee 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 as well as the time involved in carrying out duties and responsibilities for the Group.

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

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

4. Mr. Toshiaki Hatakenaka*Non-Executive Director*

Mr. Hatakenaka, aged 53, was appointed as a Non-Executive Director of the Company in May 2025. Mr. Hatakenaka is currently a General Manager of Food & Agri Business Planning Division of The Norinchukin Bank (“Norinchukin”, a substantial shareholder of the Company (within the meaning of the Listing Rules)). Mr. Hatakenaka joined Norinchukin in July 2002. In July 2010, he was appointed as a Senior Manager of Norinchukin’s Singapore Branch. Mr. Hatakenaka was appointed as a Senior Manager of Corporate Business Division 4 in February 2012 and served as a Senior Manager of London Branch of Norinchukin in July 2015. Subsequently, he took up the role as Deputy General Manager of Corporate Business Division 1 in April 2019. He holds a Bachelor of Arts degree in Law from Sophia University, Japan. Mr. Hatakenaka has over 23 years of extensive experience in various areas in the banking industry.

Mr. Hatakenaka has not entered into any service contract with the Company nor is he 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. The director’s fee of Mr. Hatakenaka is HK\$350,000 per annum. Such fee was determined with reference to the levels of director fees paid by peer institutions in banking and financial related businesses as well as the time involved in carrying out duties and responsibilities for the Group.

Save as disclosed above, Mr. Hatakenaka is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

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

5. Mr. Wing-Yiu Chu (Alex Chu)
Independent Non-Executive Director

Mr. Chu, aged 68, was appointed as an Independent Non-Executive Director (“INED”) and a member of the Audit Committee (“AC”) of the Company in May 2025. Mr. Chu is currently an INED of Dah Sing Insurance Company Limited, a wholly owned subsidiary of the Company, and a member of the Group Insurance Risk Management Committee of the Group’s insurance subsidiaries. He is also an INED and a member of the Environmental, Social and Governance Committee of Overseas Chinese Town (Asia) Holdings Limited (listed on the Hong Kong Stock Exchange) and, an INED, the Chairman of the Risk Committee and a member of the AC of Zurich Life Insurance (Hong Kong) Limited and SCOR Reinsurance Company (Asia) Limited.

Mr. Chu started his career in insurance industry in 1981 and has assumed various senior positions in insurance companies. He joined HSBC Insurance (Asia) Limited as Chief Risk Officer in August 2003 and was General Manager and Head of Personal Insurance from July 2006 to March 2009 and subsequently took up the role as Director and Head of Employee Benefits Business from April 2009 to June 2014. He was concurrently Chief Executive of HSBC Life (International) Limited from July 2006 to June 2014 and Chief Executive of Hang Seng Life Limited from July 2006 to December 2007. Mr. Chu was a Director and Chief Executive Officer of BOCI-Prudential Trustee Limited and a Director of BOC Group Trustee Company Limited from July 2014 to September 2019, and a Director of Bank of China Group Insurance Company Limited from October 2016 to December 2017.

Mr. Chu is a member of the Industry Advisory Committee of the Insurance Authority on Long Term Business, the Vice Chairman of the Insurance Industry Training Advisory Committee of the Education Bureau, a member of the Hospital Authority Bid Evaluation Panel and a Trustee of the Hospital Authority Provident Fund Scheme.

Mr. Chu is a fellow member of the Life Management Institute of the Life Office Management Association. He holds a Bachelor of Social Sciences (Hons) degree from The University of Hong Kong. He has over 40 years’ experience in insurance industry.

Mr. Chu has not entered into any service contract with the Company nor is he 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. The director’s fee of Mr. Chu is HK\$550,000 per annum. Such fee 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 as well as the time involved in carrying out duties and responsibilities for the Group.

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

As at the Latest Practicable Date, Mr. Chu was not interested in any shares of the Company within the meaning under 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.

NOTICE OF ANNUAL GENERAL MEETING



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

(Stock Code: 440)

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Dah Sing Financial Holdings Limited (the “Company”) will be held at Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 5 June 2026 at 4:00 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 2025.
2. To declare a final dividend for the year ended 31 December 2025.
3. To re-elect directors of the Company (the “Directors”)
 - (a) Mr. David Shou-Yeh Wong
 - (b) Mr. Robert Tsai-To Sze
 - (c) Mr. Paul Franz Winkelmann
 - (d) Mr. Toshiaki Hatakenaka
 - (e) Mr. Wing-Yiu Chu (Alex Chu)
4. To fix the fees of the Directors for the year ended 31 December 2025.
5. To appoint KPMG as the auditor of the Company and to authorise the Directors to fix its 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 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 of the Company, to grant rights to subscribe for, or convert any securities into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any 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 authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company), 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 or awards under any share 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 or awards to subscribe for or rights to acquire shares of the Company; or (iii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares in 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 (excluding treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) of the Company (“Treasury Shares”) if any) 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 of the Company or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, shares of the Company open for a period fixed by the Directors to the holders of shares on the register of shareholders 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) or any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) 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.”

8. **“THAT** conditional upon resolutions numbered 6 and 7 set out in this notice of annual general meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to resolution numbered 6 set out in this notice of annual general meeting be and is hereby extended by the addition to the total number of shares which may be allotted, issued and dealt with by the Directors pursuant to such general mandate of an amount representing the total number of shares bought back by the Company under the authority granted pursuant to resolution numbered 7 set out in this notice of annual general meeting, provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares if any) as at the date of the passing of this resolution.”

By Order of the Board
Dah Sing Financial Holdings Limited
Richard Tsung-Yung Li
Company Secretary

Hong Kong, 29 April 2026

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 of the Company, 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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, 2 June 2026 to Friday, 5 June 2026 (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 for registration not later than 4:30 p.m. on Monday, 1 June 2026.
- (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 in person, his/her form of proxy lodged with the Company 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) An explanatory statement on share buy-back mandate is set out in Appendix I to this circular; particulars of the Directors to be re-elected or elected (as the case may be) at the AGM are set out in Appendix II to this 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) and Dah Sing Bank (www.dahsing.com) to notify shareholders of the date, time and place of the rescheduled meeting.