
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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(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 AND NOTICE OF ANNUAL GENERAL MEETING

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, 30 May 2025 at 5:00 p.m. is set out on pages 10 to 12 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.

7 May 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Appendix – Particulars of Directors subject to Re-election	7
Notice of Annual General Meeting.	10

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Meeting Room S221 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wan Chai, Hong Kong on Friday, 30 May 2025 at 5:00 p.m. or any adjournment thereof, notice of which is set out on pages 10 to 12 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 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Latest Practicable Date”	30 April 2025, 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
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Share(s)”	the Share(s) which shall have the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD



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

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

The holding company of Dah Sing Bank, Limited

(Stock Code: 2356)

Executive Directors:

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

Registered Office:

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

Independent Non-Executive Directors:

Chak-Kwong So (Jack So)
Robert Tsai-To Sze
Blair Chilton Pickerell
Paul Franz Winkelmann
David Wai-Hung Tam
Nancy Ha-Fong Chan
Kin-Sang Cheung (Alex Cheung)

7 May 2025

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF DIRECTORS
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; and (ii) the re-election of Directors.

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 31 May 2024 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 1,405,752,132 Shares, and the Company did not hold any Treasury Share during the year ended 31 December 2024 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 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,

- (i) Mr. Gary Pak-Ling Wang, Mr. Robert Tsai-To Sze and Mr. David Wai-Hung Tam shall retire by rotation in accordance with Article 107 of the Articles of Association; and
- (ii) Mr. Chak-Kwong So (Jack So), who was appointed as an Independent Non-Executive Director after the last annual general meeting of the Company held on 31 May 2024, shall retire at the AGM in accordance with Article 112 of the Articles of Association.

Mr. David Wai-Hung Tam has informed the Company that he will not offer himself for re-election at the AGM and he will retire at the conclusion of the AGM.

Mr. Gary Pak-Ling Wang, Mr. Robert Tsai-To Sze and Mr. Chak-Kwong So (Jack So), being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

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 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(1) to (8) of the Listing Rules, therefore, would recommend Mr. Sze for re-election at the AGM.

Particulars of the retiring Directors standing 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 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) 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 HKEX (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) respectively for more specific details.

LETTER FROM THE BOARD

4. 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 26 May 2025 (Monday)
Closure of Register of Shareholders	27 May 2025 (Tuesday)
(both days inclusive)	to 30 May 2025 (Friday)
Record date	30 May 2025 (Friday)
AGM	30 May 2025 (Friday)

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

Latest time to lodge transfers	4:30 p.m. on 5 June 2025 (Thursday)
Closure of Register of Shareholders	6 June 2025 (Friday)
(both days inclusive)	to 10 June 2025 (Tuesday)
Record date	10 June 2025 (Tuesday)
Expected final dividend payment date	18 June 2025 (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 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, 31 March 2025 when the Company's annual results in respect of the year ended 31 December 2024 were announced.

5. 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 form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. Should you attend and vote at the AGM in person, the form of proxy lodged with the Company is to be regarded as revoked.

LETTER FROM THE BOARD

6. 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.

7. 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.

8. ADDITIONAL INFORMATION

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

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

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

1. Mr. Gary Pak-Ling Wang

Executive Director

Mr. Wang, aged 64, was appointed as an Executive Director of the Company in 2004. He joined Dah Sing Bank, Limited (“DSB”) as the Group Financial Controller in 1995 and was promoted as a Director in 1997, responsible for the overall financial management and control, operations and IT functions of the Group for a number of years. Mr. Wang was promoted as the Managing Director and Chief Executive of DSB in May 2011 and was re-designated as the Deputy Chief Executive and Alternate Chief Executive of DSB in August 2017. He is also an Executive Director and Deputy Chief Executive of Dah Sing Financial Holdings Limited (“DSFH”, a substantial shareholder of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), a Director of Banco Comercial de Macau, S.A., Dah Sing Bank (China) Limited (“DSB China”), Dah Sing Insurance Company Limited and Macau Pension Fund Management Company Limited, the Chairman of DSB China and a member of the Nomination and Remuneration Committee of the Company, DSFH and DSB. Mr. Wang was the Group Chief Financial and Operating Officer of the Company, DSFH and DSB until June 2021. Mr. Wang is a qualified accountant, a Fellow of The Association of Chartered Certified Accountants of the U.K. and a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Social Sciences degree from The University of Hong Kong and has over 40 years of experience in financial management and banking.

Mr. Wang has not entered into any service contract with the Company. His salary package is covered by a contract of employment which was determined with reference to the remuneration policy of the Group, the pay levels of comparable positions of peer institutions in banking and financial related businesses as well as the individual performance and contributions to the Group’s overall performance. Total emolument of Mr. Wang for the year ended 31 December 2024 was HK\$6,674,000 (all inclusive). Although Mr. Wang, being an Executive Director, has not been appointed for a specific term, he is subject to retirement by rotation and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association.

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

As at the Latest Practicable Date, Mr. Wang, within the meaning under Part XV of the SFO, was interested in (I) 1,984,691 Shares of the Company which comprised of (a) interests in 934,691 Shares of the Company; and (b) deemed interests in 1,050,000 notional underlying shares of the Company relating to cash-settled share-based incentive options granted by the Company; and (II) 217,392 shares of DSFH, an associated corporation of the Company, which comprised of (a) 91,973 ordinary shares of DSFH; and (b) interests in 125,419 award shares granted to him under the share award scheme of DSFH.

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

Mr. Sze, aged 84, was appointed as an Independent Non-Executive Director (“INED”) of the Company in 2004. He is also an INED of Dah Sing Financial Holdings Limited (“DSFH”, a substantial shareholder of the Company as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), Dah Sing Bank, Limited (“DSB”) and Dah Sing Insurance Company Limited. He is currently the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee (“AC”) of the Company, DSFH and DSB. He served as the Chairman of the AC of the Company, DSFH and DSB until December 2023. Mr. Sze is an INED of Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited. He was an INED of Hop Hing Group Holdings Limited (delisted) and resigned in February 2022. 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 the Chairman or 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. Chak-Kwong So (Jack So)*Independent Non-Executive Director*

Mr. So, aged 80, was appointed as an Independent Non-Executive Director (“INED”) of the Company and Dah Sing Bank, Limited in April 2025. He is currently an INED and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of AIA Group Limited, an INED, the Chairman of the Sustainability Committee and a member of the Audit and Risk Committee and the Nomination Committee of China Resources Power Holdings Company Limited, a member of the Chief Executive’s Council of Advisers of the HKSAR Government on Economic Advancement and Sustainability and a member of Governance and Structure Reform Committee of The Hospital Authority.

Mr. So was previously the Chairman of Airport Authority Hong Kong from June 2015 to May 2024, an independent senior advisor to Credit Suisse, Greater China from January 2008 to October 2022, a non-official member of the Chief Executive's Council of Advisers on Innovation and Strategic Development from March 2018 to June 2022, a member of the Chinese People's Political Consultative Conference from March 2008 to March 2018, the Chairman of the Consultative Committee on Economic and Trade Co-operation between Hong Kong and the Mainland from October 2013 to December 2015, and the Chairman of the Hong Kong Film Development Council from 2007 to 2013. He served as an executive director of the Hong Kong Trade Development Council from 1985 to 1992 and served as its Chairman from October 2007 to May 2015.

Mr. So was the Chairman and Chief Executive of MTR Corporation Limited from 1995 to 2003, Deputy Chairman and Group Managing Director of PCCW Limited from 2003 to 2007, a non-executive director of The Hongkong and Shanghai Banking Corporation Limited from 2000 to 2007 and an INED of Cathay Pacific Airways Limited from 2002 to 2015.

Mr. So graduated from the University of Hong Kong with a Bachelor of Arts degree in 1969 and received an Honorary Doctorate in Social Science from the University of Hong Kong in 2011. He was awarded the Gold Bauhinia Star and the Grand Bauhinia Medal by the HKSAR Government in 2011 and 2017 respectively.

Mr. So 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. So is HK\$460,000 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 time involved in carrying out duties and responsibilities for the Group.

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

As at the Latest Practicable Date, Mr. So 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



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, 30 May 2025 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 2024.
2. To declare a final dividend for the year ended 31 December 2024.
3. To re-elect directors of the Company (the “Directors”)
 - (a) Mr. Gary Pak-Ling Wang
 - (b) Mr. Robert Tsai-To Sze
 - (c) Mr. Chak-Kwong So (Jack So)
4. To fix the fees of the Directors for the year ended 31 December 2024.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Directors to fix their remuneration.

As special businesses:

As special business, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (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 if any) 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 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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

Hong Kong, 7 May 2025

NOTICE OF ANNUAL GENERAL MEETING

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, 27 May 2025 to Friday, 30 May 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. 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 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, 26 May 2025.
- (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 the Appendix to this circular which forms part of this notice.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (i) If Typhoon Signal no. 8 or above, or a "black" rainstorm warning is expected to be hoisted any time after 12 noon on the AGM date, the AGM will be postponed. The Company will publish an announcement on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) to notify shareholders of the date, time and place of the rescheduled meeting.