

---

**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 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 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,  
ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the annual general meeting of Dah Sing Banking Group Limited to be held at 20th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong on Tuesday, 28 May 2013 at 3:45 p.m. is set out on pages 8 to 10 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, 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 annual general meeting 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 at the related annual general meeting or any adjournment thereof should you so wish.

24 April 2013

---

## 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 20th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Tuesday, 28 May 2013 at 3:45 p.m. or any adjournment thereof, notice of which is set out on pages 8 to 10 of this circular;
“Articles of Association”	the articles of association of the Company adopted from time to time;
“Board”	board of Directors of the Company;
“Chairman”	the chairman of the Company;
“Companies Ordinance”	the Companies Ordinance (Cap. 32 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 main board of the Stock Exchange (Stock code: 2356);
“Directors”	the directors of the Company;
“DSFH”	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 main board of the Stock Exchange (Stock code: 0440);
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	17 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Shareholder(s)”	holder(s) of the Shares;
“Share(s)”	fully paid ordinary shares of HK\$1 each in the share capital of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

---

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*)  
Harold Tsu-Hing Wong  
(*Managing Director and Chief Executive*)  
Gary Pak-Ling Wang

***Registered Office:***

36th Floor  
Dah Sing Financial Centre  
108 Gloucester Road  
Hong Kong

***Non-executive Director:***

Kazutake Kobayashi

***Independent Non-executive Directors:***

Robert Tsai-To Sze  
Andrew Kwan-Yuen Leung  
Seng-Lee Chan  
Yuen-Tin Ng

24 April 2013

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES,  
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 in the capital of the Company and (ii) the election of Directors.

---

## LETTER FROM THE BOARD

---

### 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 57B 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 per cent of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the resolution in relation to such general mandate, 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 occurs first. 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 issued share capital of the Company comprised 1,251,371,105 shares of HK\$1 each. On the basis that no further Shares are issued by the Company between the Latest Practicable Date and the date of the AGM on Tuesday, 28 May 2013, the Company would be allowed under the general mandate to issue shares up to 250,274,221 shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the AGM.

### 3. ELECTION OF DIRECTORS

At the AGM to be held on Tuesday, 28 May 2013, Messrs. Gary Pak-Ling Wang, Robert Tsai-To Sze and Seng-Lee Chan shall retire by rotation in accordance with Articles 105 and 106 of the Articles of Association.

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 the **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 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, 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 seven 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 Stock Exchange and the Company for more specific details.

---

## LETTER FROM THE BOARD

---

### 4. CLOSURE OF THE REGISTER OF SHAREHOLDERS

The register of Shareholders of the Company will be closed for the following periods:

- (1) For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of Shareholders will be closed from Friday, 24 May 2013 to Tuesday, 28 May 2013, both days inclusive. In order to qualify for attending and voting at the AGM, all transfers 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, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 May 2013.
- (2) For the purpose of determining Shareholders who are entitled to receive the final dividend in respect of the year ended 31 December 2012, the register of Shareholders will be closed from Monday, 3 June 2013 to Wednesday, 5 June 2013, both days inclusive. In order to qualify for the said final dividend, all transfers 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, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2013.

Notice of the foregoing were given on Wednesday, 20 March 2013 when the Company's annual results in respect of the year ended 31 December 2012 was announced and the clarification announcement in respect of Record and Book Closure Dates issued on 22 March 2013.

### 5. 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 2012. Related form of proxy can also be downloaded from the Company's website ([www.dahsing.com](http://www.dahsing.com)) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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 shall not preclude you from attending and voting in person at the AGM should you so wish.

---

## 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 Company's Articles of Association.

Article 73 of the Company's 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 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 of these resolutions to be proposed at the AGM.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the **Appendix** (particulars of Directors to be re-elected) to this circular.

Yours faithfully,  
**David Shou-Yeh Wong**  
*Chairman*

---

## APPENDIX PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

---

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*

Aged 52. Appointed as an Executive Director of the Company in 2004. Joined Dah Sing Bank, Limited (“DSB”), a key operating subsidiary of the Company, 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 since then. Promoted as the Managing Director and Chief Executive of DSB in May 2011. Also a Director of Dah Sing Financial Holdings Limited, Banco Comercial de Macau, S.A., Dah Sing Bank (China) Limited and Dah Sing Life Assurance Company Limited. Qualified accountant, Fellow of The Association of Chartered Certified Accountants of the U.K. and member of the Hong Kong Institute of Certified Public Accountants. Over 25 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 Company, 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. Wang for the year ended 31 December 2012 was HK\$13,412,000 (all inclusive). Although Mr. Wang, being an Executive Director, has not been appointed for a specific term, he is subject to retirement by rotation at least once every three years and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company prevailing in time.

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 was granted options to subscribe for, and hence is interested in 3,500,000 shares in the Company within the meaning under Part XV of the Securities and Futures Ordinance of Hong Kong.

### 2. Mr. Robert Tsai-To Sze

*Independent Non-executive Director*

Aged 72. Appointed as an Independent Non-executive Director of the Company in 2004. Also an Independent Non-executive Director of Dah Sing Financial Holdings Limited (“DSFH”), Dah Sing Bank, Limited, Dah Sing Bank (China) Limited and Dah Sing Life Assurance Company Limited. Currently the Chairman of the Audit Committees, the Nomination and Remuneration Committees of both the Company and DSFH, and a Non-executive Director to a number of Hong Kong listed companies\*. Fellow of The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. Also a former partner of an international firm of accountants with which he practised for over 20 years.

---

## APPENDIX PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

---

Mr. Sze has not entered into any service contract with the Company nor is he appointed for a specific term, but he is still subject to retirement by rotation at least once every three years and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company prevailing in time. Mr. Sze is entitled to a director's fee of HK\$300,000 per annum from the Company, which 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.

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 share of the Company within the meaning under Part XV of the Securities and Futures Ordinance of Hong Kong.

*\*Note:* Apart from the Company and DSFH, Mr. Robert Sze also holds/held directorships in other Hong Kong listed companies during the last three years, namely, Asia Satellite Telecommunications Holdings Limited, China Travel International Investment Hong Kong Limited, Hop Hing Group Holdings Limited, Min Xin Holdings Limited, Nanyang Holdings Limited, QPL International Holdings Limited and Sunwah Kingsway Capital Holdings Limited.

### 3. Mr. Seng-Lee Chan

#### *Independent Non-executive Director*

Aged 66. Appointed as an Independent Non-executive Director of the Company in August 2008 upon his retirement in June 2008 as the Chief Executive Officer of Heidelberg China Limited. Further appointed as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company in May 2011. Over 40 years of experience primarily in the Print Media Industry and with a sound knowledge of the Asian markets, particularly in China.

Mr. Chan has not entered into any service contract with the Company nor is he appointed for a specific term, but he is still subject to retirement by rotation at least once every three years and is eligible for re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company prevailing in time. Mr. Chan is entitled to a director's fee of HK\$250,000 per annum from the Company, which 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.

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 share of the Company within the meaning under Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as provided above, none of the retiring Directors to be re-elected have any information which is required to be disclosed under Rules 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.



---

## 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 of Dah Sing Banking Group Limited (the “Company”) will be held at 20th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Tuesday, 28 May 2013 at 3:45 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary 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 2012.
2. To declare a final dividend for the year ended 31 December 2012.
3. To re-elect Directors:
  - (a) Mr. Gary Pak-Ling Wang
  - (b) Mr. Robert Tsai-To Sze
  - (c) Mr. Seng-Lee Chan
4. To fix the fees of the Directors for the year ended 31 December 2012.
5. To appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Directors to fix their remuneration.

**As special business:**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

6. “**THAT:**–
  - (a) subject to the following provisions of this resolution and pursuant to section 57B 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 aggregate nominal amount of share capital 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 memorandum and articles of association of the Company; or (v) pursuant to any existing specific authority, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

---

## NOTICE OF ANNUAL 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).”

By Order of the Board  
**Dah Sing Banking Group Limited**  
**Doris Wai Nar Wong**  
*Company Secretary*

Hong Kong, 24 April 2013

*Notes:*

- (a) A member 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 a member of the Company.
- (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 is present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such shares, be entitled alone to vote in respect thereof.
- (c) A form of proxy for use at the AGM is enclosed.
- (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, 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 member from attending and voting in person at the AGM, if he so wishes. If such member attends the AGM, his form of proxy will be deemed to have been revoked.
- (f) Details of all 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 of which this notice forms part.
- (g) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (h) 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 Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dahsing.com](http://www.dahsing.com)) to notify members of the date, time and place of the rescheduled meeting.