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

The holding company of Dah Sing Bank, Limited

(Stock Code: 2356)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Friday, 5 August 2016 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the distribution agreement to be entered into among Dah Sing Life Assurance Company Limited as the insurer, Dah Sing Insurance Services Limited as the agent and Dah Sing Bank, Limited as the distributor in relation to the distribution of life-insurance products in Hong Kong (the “**Hong Kong Distribution Agreement**”, a copy of which is produced to the meeting marked “**A**” and initialled by the chairman of this meeting for the purpose of identification), and all transactions contemplated under or referred to in the Hong Kong Distribution Agreement and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified;
- (b) the distribution agreement to be entered into between Macau Life Insurance Company Limited as the insurer and Banco Comercial de Macau, S.A. as the distributor in relation to the distribution of life-insurance products in Macau (the “**Macau Distribution Agreement**”, a copy of which is produced to the meeting marked “**B**” and initialled by the chairman of this meeting for the purpose of identification), and all transactions contemplated under or referred to in the Macau Distribution Agreement and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable, appropriate or expedient to implement or assist any subsidiary of the Company to implement and/or give effect to the Hong Kong Distribution Agreement, the Macau Distribution Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Hong Kong Distribution

Agreement, the Macau Distribution Agreement and/or any further agreement or document as mentioned in paragraphs (a) and (b) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modification, amendments, waivers, variations or extensions of the Hong Kong Distribution Agreement, the Macau Distribution Agreement and/or any further agreement or document as mentioned in paragraphs (a) and (b) of this resolution and/or the transactions contemplated thereunder.”

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

Hong Kong, 16 July 2016

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies, if holding two or more shares, to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM 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 share, be entitled alone to vote in respect thereof.
3. The register of members of the Company will be closed from Thursday, 4 August 2016 to Friday, 5 August 2016, both days inclusive, during which period no transfer of shares of the Company will be effected. As such, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 3 August 2016 for the purpose of determining shareholders’ eligibility to attend and vote at the EGM.
4. 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, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person if he/she is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The ordinary resolution set out above will be determined by way of a poll.
7. If typhoon signal no. 8 or above, or a “black” rainstorm warning is expected to be hoisted any time after 12 noon on the EGM date, the EGM will be postponed. The Company will publish an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and Dah Sing Bank (www.dahsing.com) to notify members of the date, time and place of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises Messrs. David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Vice Chairman), Harold Tsu-Hing Wong (Managing Director and Chief Executive) and Gary Pak-Ling Wang as Executive Directors; Mr. Shoji Hirai as Non-Executive Director; Messrs. Robert Tsai-To Sze, Andrew Kwan-Yuen Leung, Seng-Lee Chan and Yuen-Tin Ng as Independent Non-Executive Directors.