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**大新金融集團有限公司**  
**DAH SING FINANCIAL HOLDINGS LIMITED**  
*(incorporated in Hong Kong with limited liability)*  
(Stock Code: 0440)



**大新銀行集團有限公司**  
**DAH SING BANKING GROUP LIMITED**  
The holding company of Dah Sing Bank, Limited and MEVAS Bank Limited  
*(incorporated in Hong Kong with limited liability)*  
(Stock Code: 2356)

**PROPOSED DSFH RIGHTS ISSUE  
OF NOT LESS THAN 32,533,831 DSFH  
RIGHTS SHARES  
AT HK\$36.89 PER DSFH RIGHTS SHARE  
ON THE BASIS OF  
1 DSFH RIGHTS SHARE FOR EVERY  
8 DSFH SHARES HELD  
ON THE DSFH RECORD DATE**

**FULL ACCEPTANCE OF  
PROVISIONAL ALLOTMENT UNDER  
THE DSBG RIGHTS ISSUE**

**CLOSURE OF BOOKS**

*Underwriter to the DSFH Rights Issue*



**PROPOSED DSBG RIGHTS ISSUE  
OF NOT LESS THAN 111,175,886 DSBG  
RIGHTS SHARES  
AT HK\$9.00 PER DSBG RIGHTS SHARE  
ON THE BASIS OF  
1 DSBG RIGHTS SHARE FOR EVERY  
10 DSBG SHARES HELD  
ON THE DSBG RECORD DATE**

**CLOSURE OF BOOKS**

*Underwriter to the DSBG Rights Issue*



## **PROPOSED DSFH RIGHTS ISSUE**

DSFH proposes to raise a minimum of approximately HK\$1.20 billion, before expenses, by way of the DSFH Rights Issue of not less than 32,533,831 DSFH Rights Shares (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) and a maximum of approximately HK\$1.21 billion, before expenses, by way of the DSFH Rights Issue of not more than 32,817,581 DSFH Rights Shares (assuming DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) at the DSFH Subscription Price of HK\$36.89 per DSFH Rights Share.

DSFH will provisionally allot 1 DSFH Rights Share in nil-paid form for every 8 DSFH Shares held by each DSFH Qualifying Shareholder on the DSFH Record Date. Fractional entitlements will not be allotted but will be aggregated and sold for the benefit of DSFH.

The DSFH Rights Issue is not available to the DSFH Non-Qualifying Shareholders.

DSFH intends to use part of the net proceeds from the DSFH Rights Issue, being approximately HK\$742 million, to pay the subscription price for DSFH's subscription of 82,416,917 DSBG Rights Shares, being DSFH's pro-rata entitlement under the DSBG Rights Issue (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date), that will be provisionally allotted to DSFH, subject to the terms and conditions of the DSBG Rights Issue. DSFH intends to apply the remaining net proceeds from the DSFH Rights Issue for general working capital purposes and to develop further its financial services business particularly banking and insurance. In the event that the DSBG Rights Issue does not become unconditional or does not proceed after the DSFH Rights Issue has gone unconditional, DSFH intends to apply the entire net proceeds from the DSFH Rights Issue as general working capital to support its business growth and development.

The DSFH Controlling Shareholder, who is, together with his associates interested as at the date of this announcement in 104,875,906 DSFH Shares representing 40.29% of the total issued share capital of DSFH, has undertaken to DSFH pursuant to the DSFH Controlling Shareholder Irrevocable Undertaking, that he will subscribe or procure the subscription of the 12,637,386 DSFH Rights Shares to be provisionally allotted to him and/or certain of those associates, subject to the terms and conditions of the DSFH Rights Issue.

Pursuant to the DSFH Underwriting Agreement, HSBC has conditionally agreed to fully underwrite all the DSFH Rights Shares excluding the 12,637,386 DSFH Rights Shares to be subscribed (or procured to be subscribed) by the DSFH Controlling Shareholder pursuant to the DSFH Controlling Shareholder Irrevocable Undertaking and any other DSFH Rights Shares in respect of which HSBC receives an irrevocable undertaking to take up rights prior to the date of the DSFH Prospectus.

## **WARNING OF THE RISKS OF DEALING IN DSFH SHARES AND NIL-PAID DSFH RIGHTS SHARES**

**The DSFH Underwriting Agreement contains provisions granting HSBC a right to terminate its obligations on the occurrence of certain events. Please refer to the section headed "Termination of DSFH Underwriting Agreement" in this announcement for further details. If the DSFH Underwriting Agreement does not become unconditional or is terminated, the DSFH Rights Issue will not proceed.**

**Any DSFH Shareholders or other persons contemplating selling or purchasing DSFH Shares and/or DSFH Rights Shares in their nil-paid form are advised to exercise caution when dealing in the DSFH Shares and/or DSFH Rights Shares. Any person who is in any doubt about his/her position is recommended to consult his/her own professional adviser. Any DSFH Shareholder or other person dealing in DSFH Shares up to the date on which all the conditions to which the DSFH Rights Issue is subject are fulfilled (and the date on which HSBC's right of termination of the Underwriting Agreement ceases) and any person dealing in the nil-paid DSFH Rights Shares during the period from 30 November 2010 to 7 December 2010 (both days inclusive) will accordingly bear the risk that the DSFH Rights Issue may not become unconditional or may not proceed.**

The last day for dealing in the DSFH Shares on a cum-rights basis is 19 November 2010. The DSFH Shares will be dealt with on an ex-rights basis from 22 November 2010. To qualify for the DSFH Rights Issue, a DSFH Qualifying Shareholder's name must appear on the register of members of DSFH at 5:00 p.m. on the DSFH Record Date, which is currently expected to be 26 November 2010. In order to be registered as a member at 5:00 p.m. on the DSFH Record Date, any transfer of DSFH Shares (together with the relevant share certificate(s)) must be lodged with DSFH's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on 23 November 2010 (the share register will be closed from 24 November 2010 to 26 November 2010, both days inclusive).

#### **PROPOSED DSBG RIGHTS ISSUE**

DSBG proposes to raise a minimum of approximately HK\$1 billion, before expenses, by way of the DSBG Rights Issue of not less than 111,175,886 DSBG Rights Shares (assuming no DSBG Share have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) and a maximum of approximately HK\$1 billion, before expenses, by way of the DSBG Rights Issue of not more than 111,290,886 DSBG Rights Shares (assuming DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) at the DSBG Subscription Price of HK\$9.00 per DSBG Rights Share.

DSBG will provisionally allot 1 DSBG Rights Share in nil-paid form for every 10 DSBG Shares held by each DSBG Qualifying Shareholder on the DSBG Record Date. Fractional entitlements will not be allotted but will be aggregated and sold for the benefit of DSBG.

The DSBG Rights Issue is not available to the DSBG Non-Qualifying Shareholders.

DSBG intends to apply the net proceeds of the DSBG Rights Issue to strengthen its core capital in pursuit of improving the core capital adequacy ratio of DSBG to support the continuing development and growth of its business.

DSFH, which is, together with its associates interested as at the date of this announcement in 824,169,170 DSBG Shares representing 74.13% of the total issued share capital of DSBG, has undertaken to DSBG, pursuant to the DSFH Irrevocable Undertaking, that it will subscribe or procure the subscription of the 82,416,917 DSBG Rights Shares to be provisionally allotted to it and/or its associates, subject to the terms and conditions of the DSBG Rights Issue.

HSBC has conditionally agreed to fully underwrite all the DSBG Rights Shares excluding the 82,416,917 DSBG Rights Shares to be subscribed (or procured to be subscribed) by DSFH pursuant to the DSFH Irrevocable Undertaking.

## **WARNING OF THE RISKS OF DEALING IN DSBG SHARES AND NIL-PAID DSBG RIGHTS SHARES**

**The DSBG Underwriting Agreement contains provisions granting HSBC a right to terminate its obligations on the occurrence of certain events. Please refer to the section headed “Termination of DSBG Underwriting Agreement” in this announcement for further details. If the DSBG Underwriting Agreement does not become unconditional or is terminated, the DSBG Rights Issue will not proceed.**

**Any DSBG Shareholders or other persons contemplating selling or purchasing DSBG Shares and/or DSBG Rights Shares in their nil-paid form are advised to exercise caution when dealing in the DSBG Shares and/or DSBG Rights Shares. Any person who is in any doubt about his/her position is recommended to consult his/her own professional adviser. Any DSBG Shareholder or other person dealing in DSBG Shares up to the date on which all the conditions to which the DSBG Rights Issue is subject are fulfilled (and the date on which HSBC’s right of termination of the Underwriting Agreement ceases) and any person dealing in the nil-paid DSBG Rights Shares during the period from 30 November 2010 to 14 December 2010 (both days inclusive) will accordingly bear the risk that the DSBG Rights Issue may not become unconditional or may not proceed.**

The last day for dealing in the DSBG Shares on a cum-rights basis is 19 November 2010. The DSBG Shares will be dealt with on an ex-rights basis from 22 November 2010. To qualify for the DSBG Rights Issue, a DSBG Qualifying Shareholder’s name must appear on the register of members of DSBG at 5:00 p.m. on the DSBG Record Date, which is currently expected to be 26 November 2010. In order to be registered as a member at 5:00 p.m. on the DSBG Record Date, any transfer of DSBG Shares (together with the relevant share certificate(s)) must be lodged with DSBG’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on 23 November 2010 (the share register will be closed from 24 November 2010 to 26 November 2010, both days inclusive).

### **(A) PROPOSED DSFH RIGHTS ISSUE**

#### **TERMS OF DSFH RIGHTS ISSUE**

##### **Issue statistics**

Basis of DSFH Rights Issue:	1 DSFH Rights Share for every 8 DSFH Shares held at 5:00 p.m. on the DSFH Record Date
Number of existing DSFH Shares in issue:	260,270,655 DSFH Shares as at the date of this announcement
Number of DSFH Rights Shares:	not less than 32,533,831 DSFH Rights Shares (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) and not more than 32,817,581 DSFH Rights Shares (assuming DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date)
DSFH Subscription Price:	HK\$36.89 per DSFH Rights Share

The number of DSFH Rights Shares which may be issued pursuant to the DSFH Rights Issue will be increased in proportion to any additional DSFH Shares which may be issued and allotted on or before 5:00 p.m. on the DSFH Record Date, including DSFH Shares which may be allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date.

As at the date of this announcement, there were outstanding vested DSFH Share Options exercisable on or before 5:00 p.m. on the DSFH Record Date entitling the holders to subscribe for up to 2,270,000 DSFH Shares. If all of the subscription rights attaching to such DSFH Share Options are exercised and DSFH Shares are issued and allotted pursuant to such exercise on or before 5:00 p.m. on the DSFH Record Date, the number of issued DSFH Shares will be increased to 262,540,655 DSFH Shares and the number of DSFH Rights Shares which may be issued pursuant to the DSFH Rights Issue will be increased to 32,817,581 DSFH Rights Shares. Other than the DSFH Share Options, there are no other securities or options in issue which are convertible into or confer any right to subscribe for DSFH Shares.

Assuming no DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date, the nil-paid DSFH Rights Shares proposed to be provisionally allotted represent:

- (i) approximately 12.50% of DSFH's issued share capital as at the date of this announcement; and
- (ii) approximately 11.11% of DSFH's enlarged issued share capital as enlarged by the issue of the DSFH Rights Shares.

#### **DSFH Qualifying Shareholders**

DSFH will send the DSFH Prospectus Documents to the DSFH Qualifying Shareholders. DSFH will, to the extent reasonably practicable, send the DSFH Prospectus to DSFH Non-Qualifying Shareholders for their information only. DSFH will not send any DSFH PAL or DSFH EAF to the DSFH Non-Qualifying Shareholders.

To qualify for the DSFH Rights Issue, a DSFH Shareholder must be:

- (i) registered as a member of DSFH at 5:00 p.m. on the DSFH Record Date; and
- (ii) a DSFH Qualifying Shareholder.

In order to be registered as a member of DSFH at 5:00 p.m. on the DSFH Record Date, DSFH Shareholders must lodge any transfers of DSFH Shares (together with the relevant share certificate(s)) with the DSFH's share registrar and transfer office in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 23 November 2010.

Holders of vested DSFH Share Options who wish to participate in the DSFH Rights Issue should exercise their DSFH Share Options in accordance with their terms and be registered as a member of DSFH pursuant to such exercise before 5:00 p.m. on the DSFH Record Date.

#### **Closure of register of members**

The register of members of DSFH will be closed from 24 November 2010 to 26 November 2010 (both days inclusive). No transfer of DSFH Shares will be registered during this period.

## **DSFH Subscription Price**

The DSFH Subscription Price for the DSFH Rights Shares is HK\$36.89 per DSFH Rights Share, payable in full by a DSFH Qualifying Shareholder upon acceptance of the relevant provisional allotment of DSFH Rights Shares or, where applicable, upon application for excess DSFH Rights Shares under the DSFH Rights Issue or when a transferee of nil-paid DSFH Rights Shares applies for the relevant DSFH Rights Shares.

The DSFH Subscription Price represents:

- (i) a discount of approximately 39.97% to the closing price of HK\$61.45 per DSFH Share as quoted on the Stock Exchange on the DSFH Last Trading Day;
- (ii) a discount of approximately 37.18% to the theoretical ex-rights price of HK\$58.72 per DSFH Share, which is calculated on the basis of the closing price of HK\$61.45 per DSFH Share as quoted on the Stock Exchange on the DSFH Last Trading Day;
- (iii) a discount of approximately 39.39% to the average of the closing prices per DSFH Share as quoted on the Stock Exchange for the five (5) trading days ending on the DSFH Last Trading Day of approximately HK\$60.86 per DSFH Share;
- (iv) a discount of approximately 38.18% to the average of the closing prices per DSFH Share as quoted on the Stock Exchange for the ten (10) trading days ending on the DSFH Last Trading Day of approximately HK\$59.67 per DSFH Share; and
- (v) a discount of approximately 20.03% to the unaudited consolidated net asset value attributable to equity holders of DSFH as at 30 June 2010 of approximately HK\$46.13 per DSFH Share.

Each DSFH Rights Share has a par value of HK\$2.00.

The DSFH Subscription Price was determined by the DSFH Directors with reference to the market price of the DSFH Shares prior to and including the DSFH Last Trading Day. Each DSFH Qualifying Shareholder is entitled to subscribe for the DSFH Rights Shares at the same price in proportion to his/her/its shareholding in DSFH held at 5:00 p.m. on the DSFH Record Date.

The DSFH Directors consider the terms of the DSFH Rights Issue, including the DSFH Subscription Price (and the discounts to the relative values as indicated above), to be fair and reasonable and to be in the interests of DSFH and the DSFH Shareholders as a whole.

## **Basis of provisional allotment**

The basis of the provisional allotment shall be 1 DSFH Rights Share for every 8 DSFH Shares held at 5:00 p.m. on the DSFH Record Date, being not less than 32,533,831 DSFH Rights Shares (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) or not more than 32,817,581 DSFH Rights Shares (assuming DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) in aggregate, at a price of HK\$36.89 per DSFH Rights Share. Application for all or any part of a DSFH Qualifying Shareholder's provisional allotment should be made by completing the DSFH PAL and lodging the same with a remittance for the DSFH Rights Shares being applied for.

### **Fractions of DSFH Rights Shares**

DSFH will not provisionally allot fractions of DSFH Rights Shares. All fractions of DSFH Rights Shares will be aggregated and all nil-paid DSFH Rights Shares arising from such aggregation will be sold in the market if a premium (net of expenses) can be obtained, and DSFH will retain the proceeds for its own benefit. Any unsold fractions of DSFH Rights Shares will be available to meet excess applications by the DSFH Qualifying Shareholders.

### **Share certificates and refund cheques for DSFH Rights Issue**

Subject to the fulfilment of the conditions of the DSFH Rights Issue, share certificates for all fully-paid DSFH Rights Shares are expected to be posted on or before 17 December 2010 to those who have accepted and (where applicable) applied and paid for the DSFH Rights Shares before 17 December 2010 by ordinary post at their own risk.

Refund cheques in respect of wholly or partially unsuccessful applications for excess DSFH Rights Shares (if any) are expected to be posted on or before 17 December 2010 by ordinary post to the applicants at their own risk.

### **Status of DSFH Rights Shares**

The DSFH Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the then existing DSFH Shares. Holders of the fully-paid DSFH Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of issue and allotment of the DSFH Rights Shares in their fully-paid form.

### **DSFH Overseas Shareholders**

If there are DSFH Overseas Shareholders at 5:00 p.m. on the DSFH Record Date, the DSFH Overseas Shareholders may not be eligible to take part in the DSFH Rights Issue as explained below.

The DSFH Directors will make enquiries, to be based on legal opinions provided by legal advisers if the DSFH Directors consider necessary, as to whether the issue of DSFH Rights Shares to any DSFH Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas jurisdictions or the requirements of any relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Listing Rules. If, after making such enquiries, the DSFH Directors are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer DSFH Rights Shares to any such DSFH Overseas Shareholders, no provisional allotment of nil-paid DSFH Rights Shares or allotment of fully-paid DSFH Rights Shares will be made to such DSFH Overseas Shareholders. Accordingly, the DSFH Rights Issue will not be extended to the DSFH Non-Qualifying Shareholders and no DSFH Rights Shares will be provisionally allotted to them.

DSFH will, to the extent reasonably practicable, send the DSFH Prospectus to the DSFH Non-Qualifying Shareholders for their information only but will not send DSFH PALs or DSFH EAFs to them. The DSFH Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

The basis of exclusion of the DSFH Non-Qualifying Shareholders, if any, from the DSFH Rights Issue will be disclosed in the DSFH Prospectus.

Arrangements will be made for the DSFH Rights Shares which would otherwise have been provisionally allotted to the DSFH Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid DSFH Rights Shares commence on the Stock Exchange and in any event before the last date for dealings in nil-paid DSFH Rights Shares, if a premium (net of expenses) can be obtained. The proceeds of each sale, less expenses and stamp duty, of more than HK\$100 will be paid to the relevant DSFH Non-Qualifying Shareholder(s) (pro rata to their shareholdings at 5:00 p.m. on the DSFH Record Date) in Hong Kong dollars. DSFH will retain individual amounts of HK\$100 or less for the benefit of DSFH. Any unsold entitlement of DSFH Non-Qualifying Shareholders, together with any DSFH Rights Shares provisionally allotted but not accepted by DSFH Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid DSFH Rights Shares, will be made available to meet excess applications on DSFH EAFs by the DSFH Qualifying Shareholders.

### **Application for excess DSFH Rights Shares**

DSFH Qualifying Shareholders may apply, by way of excess applications, for any unsold entitlements of the DSFH Non-Qualifying Shareholders (if any), any unsold DSFH Rights Shares created by adding together fractions of the DSFH Rights Shares, and any DSFH Rights Shares provisionally allotted but not accepted by DSFH Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid DSFH Rights Shares.

Applications for excess DSFH Rights Shares can be made only by Qualifying DSFH Shareholders and only by completing a DSFH EAF and lodging the same with a separate remittance for the excess DSFH Rights Shares being applied for with the share registrar and transfer office of DSFH in Hong Kong by a time which is currently expected to be 4:00 p.m. on 10 December 2010, or such later time and/or date as may be agreed between DSFH and HSBC.

The DSFH Directors will allocate the excess DSFH Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) preference will be given to applications for less than a board lot of DSFH Rights Shares where they appear to the DSFH Directors that such applications are made to round up odd-lot holdings to whole lot holdings and that such applications are not made with the intention to abuse this mechanism; and
- (ii) subject to the availability of excess DSFH Rights Shares after allocation under principle (i) above, the excess DSFH Rights Shares will be allocated to DSFH Qualifying Shareholders based on a sliding scale with reference to the number of the excess DSFH Rights Shares applied for by them (i.e. DSFH Qualifying Shareholders applying for a smaller number of DSFH Rights Shares will be allocated a higher percentage of the excess DSFH Rights Shares they have applied for; whereas DSFH Qualifying Shareholders applying for a larger number of DSFH Rights Shares will be allocated a lower percentage of the excess DSFH Rights Shares they have applied for (although they will receive a greater number of DSFH Rights Shares than those applying for a smaller number)).

Investors with their DSFH Shares held by a nominee (or which are held in CCASS) should note that the DSFH Directors will regard the nominee (including HKSCC Nominees Limited) as a single DSFH Shareholder according to the register of members of DSFH. Accordingly, investors whose DSFH Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement in relation to the top-up of odd lots for allocation of excess DSFH Rights Shares will not be extended to them individually. Beneficial owners with their DSFH Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant DSFH Shares in their own names prior to the DSFH Record Date.



Investors whose DSFH Shares are held by a nominee (or which are held in CCASS) and who would like to have their names registered on the register of members of DSFH, must lodge all necessary documents with the share registrar and transfer office of DSFH in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for completion of the relevant registration by 4:30 p.m. on 23 November 2010.

### **Application for listing**

DSFH will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the DSFH Rights Shares in both nil-paid and fully-paid forms. No part of the securities of DSFH in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt with in or on any other stock exchange. The nil-paid DSFH Rights Shares shall have the same board lot size as the DSFH Shares (i.e. 400 DSFH Shares in one board lot).

Dealings in the DSFH Rights Shares in their nil-paid and fully-paid forms will be subject to the payment of stamp duty and any other applicable fees and charges in Hong Kong.

### **DSFH Rights Shares will be eligible for admission into CCASS**

Subject to the granting of listing of, and permission to deal in, the DSFH Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the DSFH Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the DSFH Rights Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. DSFH Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## **UNDERWRITING ARRANGEMENTS FOR DSFH RIGHTS ISSUE**

### **Undertaking by DSFH Controlling Shareholder**

The DSFH Controlling Shareholder, who is, together with his associates, interested as at the date of this announcement in 104,875,906 DSFH Shares, has undertaken to DSFH that he will subscribe or procure the subscription of the 12,637,386 DSFH Rights Shares to be provisionally allotted to him and/or certain of those associates, subject to the terms and conditions of the DSFH Rights Issue.

Save for the undertaking from the DSFH Controlling Shareholder, DSFH has not obtained undertakings from any other DSFH Shareholders that they will subscribe for any or all of the DSFH Rights Shares to be provisionally allotted to them.

## Principal terms of DSFH Underwriting Agreement

Date:	16 November 2010
Issuer:	DSFH
Underwriter:	HSBC
Number of DSFH Rights Shares underwritten	All of the DSFH Rights Shares (excluding the 12,637,386 DSFH Rights Shares to be subscribed (or procured to be subscribed) by the DSFH Controlling Shareholder pursuant to the DSFH Controlling Shareholder Irrevocable Undertaking and any other DSFH Rights Shares in respect of which HSBC receives an irrevocable undertaking to take up rights prior to the date of the DSFH Prospectus), being 19,896,445 DSFH Rights Shares (assuming no DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date and that no such irrevocable undertaking are received prior to the date of the DSFH Prospectus) and 20,180,195 DSFH Rights Shares (assuming DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date and that no such irrevocable undertaking are received prior to the date of the DSFH Prospectus)
Underwriter's commission:	2.25% of the aggregate DSFH Subscription Price of the DSFH Rights Shares underwritten by HSBC

To the best of the DSFH Directors' knowledge, information and belief, having made all reasonable enquiry, HSBC and its ultimate holding company are third parties independent of DSFH and its connected persons (as defined in the Listing Rules).

The DSFH Directors consider that the DSFH Underwriting Agreement is (i) on normal commercial terms; and (ii) fair and reasonable so far as the DSFH Shareholders are concerned.

## **Conditions of DSFH Rights Issue and DSFH Underwriting Agreement**

The DSFH Rights Issue is conditional upon (i) the DSFH Underwriting Agreement becoming unconditional and not being terminated; (ii) the DSBG Underwriting Agreement having been entered into and not terminated and; (iii) there not having occurred any event which would prevent the DSBG Rights Issue from becoming unconditional. The obligations of HSBC to underwrite the DSFH Rights Issue are conditional upon, inter alia:

- (i) permission to deal in and listing of all the DSFH Rights Shares (in their nil-paid and fully-paid forms) being granted (subject only to allotment and despatch of the appropriate documents of title) by the Stock Exchange by no later than the Business Day prior to the commencement of trading of the DSFH Rights Shares (in their nil-paid and fully-paid forms respectively) and such permission not being withdrawn or revoked prior to the DSFH Latest Time for Termination;
- (ii) all relevant consents and approvals being obtained from the regulatory authorities, including the Stock Exchange and the SFC, as the case may require in connection with the DSFH Rights Issue by the relevant time that each consent and approval is required;
- (iii) compliance with and performance of the obligations of DSFH taking place by the times specified in the DSFH Underwriting Agreement in connection with the making of the DSFH Rights Issue and the allotment and offer of the DSFH Rights Shares;
- (iv) compliance with and performance of the obligations of the DSFH Controlling Shareholder taking place by the times specified in the DSFH Underwriting Agreement in connection with his irrevocable undertakings under the DSFH Underwriting Agreement;
- (v) receipt by HSBC (in a form and substance satisfactory to it) of all relevant documents to be provided by DSFH by the times specified in the DSFH Underwriting Agreement; and
- (vi) the DSBG Underwriting Agreement having been entered into and not having been terminated.

DSFH and the Controlling Shareholder shall use their best endeavours to procure the fulfilment of each of the conditions by the due time and/or date referred to in each case (or if no date is specified, by the latest time for termination of the DSFH Underwriting Agreement) and to procure that each of such conditions is fulfilled in sufficient time so that the latest time for termination falls on or before 24 December 2010 (or such later date as DSFH and HSBC may agree) and in particular shall furnish such information, supply such documents, pay (in the case of the DSFH) such fees, give such undertakings and do all such acts and things as may reasonably be required by HSBC and the Stock Exchange in connection with the making of the DSFH Rights Issue and the listing of the DSFH Rights Shares.

If the conditions of the DSFH Underwriting Agreement are not duly fulfilled and/or waived (where applicable) by HSBC by the time and/or date as specified in each case or if the DSFH Underwriting Agreement shall be terminated as described in the paragraph headed "Termination of the DSFH Underwriting Agreement" below, none of the parties shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the DSFH Underwriting Agreement (other than antecedent breaches) provided that DSFH shall remain liable to pay HSBC's reasonable costs, fees and expenses in accordance with the DSFH Underwriting Agreement but DSFH shall not be liable to pay to HSBC the underwriting commission thereunder.

### **If the DSFH Underwriting Agreement does not become unconditional or is terminated, the DSFH Rights Issue will not proceed.**

HSBC shall have the right, in its absolute discretion, by giving notice to DSFH on or before the latest time at which, or the latest day on which, any of the above conditions may be fulfilled:

- (a) to extend the deadline for the fulfilment of such condition by such time or number of days or in such manner as HSBC may determine;
- (b) to waive such condition (other than conditions (i) and (ii) above), and such waiver may be made subject to such terms and conditions as HSBC may determine.

## Termination of DSFH Underwriting Agreement

DSFH Shareholders should note that the DSFH Underwriting Agreement contains provisions granting HSBC the right, which may be exercised by HSBC at any time prior to the DSFH Latest Time for Termination, to terminate the obligations of HSBC if there occurs:

- (i) any material breach of any of the warranties or the undertakings given by DSFH and the DSFH Controlling Shareholder comes to the knowledge of HSBC, or there has been a material breach on the part of the DSFH and the DSFH Controlling Shareholder or its associates of any other provision of DSFH Underwriting Agreement; or
- (ii) any event occurs or matter arises, which, if it had occurred before the date of the DSFH Underwriting Agreement or before any of the times on which the warranties given by DSFH and the DSFH Controlling Shareholder are deemed to be given would have rendered any of those warranties untrue, incorrect or misleading in any material respect; or
- (iii) any statement contained in the DSFH Prospectus has become or been discovered to be untrue, incorrect, incomplete or misleading in any material respect, or matters have arisen or have been discovered which would, if the DSFH Prospectus was to be issued at the time, constitute a material omission therefrom; or
- (iv) DSFH is required to produce a supplementary prospectus; or
- (v) there is a material adverse change or prospective adverse change in the condition, results of operations, management, business, stockholders' equity or in the financial or trading position of any member of the DSFH and its subsidiaries ("DSFH Group") which, in the sole opinion of HSBC, is or may be materially adverse in the context of the DSFH Rights Issue; or
- (vi) permission to deal in and listing of all the DSFH Rights Shares (in their nil-paid and fully-paid forms) has been withdrawn by the Stock Exchange; or
- (vii) the DSBG Underwriting Agreement is terminated or becomes incapable of becoming unconditional in accordance with its terms; or
- (viii) there has occurred, happened, come into effect or become public knowledge any event, series of events or circumstances concerning or relating to (whether or not foreseeable):
  - (A) any change (whether or not permanent) in local, national or international financial, political, military, industrial, economic, legal, fiscal, regulatory or securities market matters or conditions or currency exchange rates or exchange controls in or affecting the PRC, Hong Kong or the United States; or
  - (B) any event of force majeure (including, without limitation, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak or escalation of hostilities (whether or not war is or has been declared), act of terrorism (whether or not responsibility has been claimed), act of God, pandemic, epidemic, outbreak of infectious disease, declaration of a state of emergency or calamity or crisis, in or affecting the PRC, Hong Kong or the United States; or
  - (C) the declaration of a banking moratorium by PRC, Hong Kong or United States authorities occurring due to exceptional financial circumstances or otherwise; or

- (D) any moratorium, suspension or restriction on trading in shares or securities generally, or the establishment of minimum prices, on the Stock Exchange or any major disruption of any securities settlement or clearing services in Hong Kong; or
- (E) any suspension of dealings in the DSFH Shares (other than pending publication of announcements in respect of the DSFH Rights Issue or where such suspension is temporary or routine in nature for not more than two trading days); or
- (F) any new law or regulation or any change, or any development involving a prospective change, in existing laws or regulations in Hong Kong or any other place in which any member of the DSFH Group conducts or carries on business,

the effect of which events or circumstances referred to in (A) to (F) above, individually or in the aggregate (in the sole opinion of HSBC): (1) is or would be materially adverse to, or materially prejudicially affects or would materially and prejudicially affect, the DSFH Group as a whole or the DSFH Rights Issue; or (2) makes or may make it inadvisable or inexpedient to proceed with the DSFH Rights Issue.

### **Lock up**

DSFH has undertaken to HSBC that for the period from the date of the DSFH Underwriting Agreement and ending on the date which is 90 days from the date of completion of the DSFH Rights Issue (which is expected to be on Tuesday, 14 December 2010), except with the prior written consent of HSBC, DSFH will not (except for the DSFH Rights Shares):

- (i) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any DSFH Shares or any interests in DSFH Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any DSFH Shares or interest in DSFH Shares other than the issue, offer to issue or grant of any option pursuant to any employee share option scheme adopted in accordance with the Listing Rules or allot or issue of any DSFH Shares upon the exercise of such options;
- (ii) buy back, cancel, retire, reduce, redeem, re-purchase, purchase or otherwise acquire any DSFH Shares;
- (iii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above; or
- (iv) announce any intention to enter into or effect any such transaction described in (i), (ii) or (iii) above.

The DSFH Controlling Shareholder has undertaken to DSFH and HSBC that he will not and shall procure that certain of his associates shall not, without the prior written consent of HSBC (i) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire any DSFH Share or any interest therein between the date of the DSFH Underwriting Agreement and the DSFH Record Date or (ii) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire (except by taking up DSFH Rights Shares provisionally allotted to them pursuant to the DSFH Rights Issue and pursuant to DSFH Underwriting Agreement or acquiring nil-paid rights or submitting DSFH EAFs or acquiring DSFH Shares in circumstances which do not contravene the rules of the Stock Exchange and/or the Takeovers Code and do not render information submitted to the Stock Exchange and/or the SFC to become untrue, inaccurate or misleading in any material respect (whether by omission or otherwise)) any DSFH Share or any interest therein between the DSFH Record Date and the latest time for acceptance.

The DSFH Controlling Shareholder has undertaken to DSFH and HSBC that from the latest time for acceptance of the DSFH Rights Shares until the date which is 90 days from the date of completion of the DSFH Rights Issue (which is expected to be on Tuesday, 14 December 2010), except with the prior written consent of HSBC, he will not and will procure that certain of his associates (whether individually or together and whether directly or indirectly) will not:

- (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any DSFH Shares (including the DSFH Rights Shares) or any interests therein beneficially owned or held by the DSFH Controlling Shareholder or his associates or such controlled companies or any securities convertible into or exercisable or exchangeable for or substantially similar to any such DSFH Shares or interests;
- (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such DSFH Shares, whether any such transaction described in (i) above or this paragraph (ii) is to be settled by delivery of DSFH Shares or such other securities, in cash or otherwise; or
- (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above.

**WARNING OF THE RISKS OF DEALING IN DSFH SHARES AND NIL-PAID DSFH RIGHTS SHARES**

**The DSFH Shares are expected to be dealt in on an ex-rights basis from 22 November 2010. Dealings in the DSFH Rights Shares in nil-paid form are expected to take place from 30 November 2010 to 7 December 2010 (both days inclusive). The DSFH Rights Issue is conditional upon the DSFH Underwriting Agreement becoming unconditional. If the conditions of the DSFH Rights Issue are not fulfilled or waived, or if HSBC terminates the DSFH Underwriting Agreement, the DSFH Rights Issue will not proceed.**

**Any DSFH Shareholders or other persons contemplating selling or purchasing DSFH Shares and/or DSFH Rights Shares in their nil-paid form are advised to exercise caution when dealing in the DSFH Shares and/or DSFH Rights Shares. Any person who is in any doubt about his/her position is recommended to consult his/her own professional adviser. Any DSFH Shareholder or other person dealing in DSFH Shares up to the date on which all the conditions to which the DSFH Rights Issue is subject are fulfilled (and the date on which HSBC’s right of termination of the DSFH Underwriting Agreement ceases) and any person dealing in the nil-paid DSFH Rights Shares during the period from 30 November 2010 to 7 December 2010 (both days inclusive) will accordingly bear the risk that the DSFH Rights Issue may not become unconditional or may not proceed.**

**Expected timetable**

The expected timetable for the proposed DSFH Rights Issue is set out below:

Last day of dealings in DSFH Shares on a cum-rights basis .....	Friday, 19 November 2010
First day of dealings in DSFH Shares on an ex-rights basis .....	Monday, 22 November 2010
Latest time for lodging transfers of DSFH Shares and related documents in order to qualify for the DSFH Rights Issue .....	4:30 p.m., Tuesday, 23 November 2010
Register of members closes .....	Wednesday, 24 November 2010 to Friday, 26 November 2010 (both days inclusive)

DSFH Record Date .....	5:00 p.m., Friday, 26 November 2010
Despatch of the DSFH Prospectus Documents .....	Friday, 26 November 2010
First day of dealings in nil-paid DSFH Rights Shares .....	Tuesday, 30 November 2010
Latest time for splitting of nil-paid DSFH Rights Shares .....	4:30 p.m., Thursday, 2 December 2010
Last day of dealings in nil-paid DSFH Rights Shares .....	Tuesday, 7 December 2010
Latest time for payment for and acceptance of DSFH Rights Shares and the application and payment for excess DSFH Rights Shares .....	4:00 p.m., Friday, 10 December 2010
Rights Issue expected to become unconditional after .....	5:00 p.m., Tuesday, 14 December 2010
Announcement of results of acceptance and excess application of the DSFH Rights Issue .....	Thursday, 16 December 2010
Despatch of refund cheques for wholly and partially unsuccessful excess applications on or before .....	Friday, 17 December 2010
Share certificates for DSFH Rights Shares to be posted on or before .....	Friday, 17 December 2010
First day of dealings in fully-paid DSFH Rights Shares .....	9:30 a.m., Tuesday, 21 December 2010

**Note:** All times and dates in this announcement refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable of the DSFH Rights Issue as set out above, and in other parts of this announcement, are indicative only and may be varied by agreement between DSFH and HSBC. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be published or notified to DSFH Shareholders and/or DSBG Shareholders (as applicable) and the Stock Exchange as and when appropriate.

**DSFH, with the assistance of DSFH's share registrar, will monitor the process of the DSFH Rights Issue to ensure that the DSFH Rights Issue will be conducted in a fair and orderly manner. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable of the DSFH Rights Issue if it considers appropriate.**

#### **Effect of bad weather on latest time for acceptance of and payment for DSFH Rights Shares**

The latest time for acceptance of and payment for the DSFH Rights Shares will not take place as shown if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 10 December 2010. Instead the latest time for acceptance of and payment for the DSFH Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 10 December 2010. Instead the latest time of acceptance of and payment for the DSFH Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the DSFH Rights Shares does not take place on 10 December 2010, the dates mentioned in the section headed “Expected timetable” above may be affected. DSFH will notify DSFH Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

#### **REASONS FOR DSFH RIGHTS ISSUE AND USE OF PROCEEDS OF DSFH RIGHTS ISSUE**

The estimated gross proceeds of the DSFH Rights Issue will be approximately HK\$1.2 billion (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) or approximately HK\$1.21 billion (assuming DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date).

DSFH intends to use part of the net proceeds from the DSFH Rights Issue, being approximately HK\$742 million to pay the subscription price for DSFH’s subscription of 82,416,917 DSBG Rights Shares, being DSFH’s pro-rata entitlement under the DSBG Rights Issue (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date), that will be provisionally allotted to DSFH, subject to the terms and conditions of the DSBG Rights Issue. DSFH intends to apply the remaining net proceeds from the DSFH Rights Issue for general working capital purposes and to develop further its financial services business particularly banking and insurance. In the event that the DSBG Rights Issue does not become unconditional or does not proceed after the DSFH Rights Issue has gone unconditional, DSFH intends to apply the entire net proceeds from the DSFH Rights Issue as general working capital for developing its banking and financial services business.

The estimated expenses of the DSFH Rights Issue (including financial advisory fees, printing, registration, translation, legal and accounting charges and other related expenses) amount to approximately HK\$18.1 million and will be borne by DSFH. The net subscription price per DSFH Rights Share upon full acceptance of the relevant provisional allotment of DSFH Rights Shares (assuming no DSFH Share have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date) is expected to be approximately HK\$36.33 per DSFH Rights Share.

#### **EFFECT OF DSFH RIGHTS ISSUE ON SHAREHOLDINGS IN DSFH**

Set out below is the shareholding structure of DSFH as at the date of this announcement and immediately after completion of the DSFH Rights Issue assuming:

- (i) there is no change in the shareholding structure of DSFH from the date of this announcement to immediately before completion of the DSFH Rights Issue; and
- (ii) the only change in the shareholding structure of DSFH from the date of this announcement to immediately before completion of the DSFH Rights Issue is on account that DSFH Shares have been allotted and issued before 5:00 p.m. on the DSFH Record Date pursuant to the exercise of all DSFH Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSFH Record Date:



## Scenario 1 – Assuming all DSFH Rights Shares are fully subscribed for by DSFH Qualifying Shareholders

DSFH Shareholder	Immediately after completion of DSFH Rights Issue					
	As at the date of this announcement		Assuming no DSFH Share Options are exercised on or before completion of DSFH Rights Issue		Assuming all vested DSFH Share Options are exercised on or before completion of DSFH Rights Issue	
			No. of DSFH Shares	% of issued share capital of DSFH(%)	No. of DSFH Shares	% of issued share capital of DSFH(%)
DSFH Controlling Shareholder and his associates <sup>(a)</sup>	104,875,906	40.29	117,985,394	40.29	117,985,394	39.95
The Bank of Tokyo-Mitsubishi UFJ, Ltd	39,214,574	15.07	44,116,395	15.07	44,116,395	14.94
Directors of DSFH and its subsidiaries (other than the DSFH Controlling Shareholder)	1,090,121	0.42	1,226,386	0.42	3,780,136	1.27
Public	115,090,054	44.22	129,476,311	44.22	129,476,311	43.84
<b>Total:</b>	<b>260,270,655</b>	<b>100.00</b>	<b>292,804,486</b>	<b>100.00</b>	<b>295,358,236</b>	<b>100.00</b>

Note:

- (a) The DSFH Controlling Shareholder Undertaking relates to 101,099,103 DSFH Shares in which the DSFH Controlling Shareholder and certain of his associates are interested as at the date of this announcement (in respect of which the DSFH Controlling Shareholder has agreed to procure that 12,637,386 DSFH Rights Shares shall be taken up).
- (b) As at the date of this announcement, DSFH has issued and outstanding DSFH Share Options (both vested and unvested) to subscribe for up to an aggregate of 2,350,000 DSFH Shares, of which DSFH Share Options to subscribe for an aggregate total of 2,270,000 DSFH Shares fall within a vesting period and DSFH Share Options to subscribe for 2,270,000 DSFH Shares can be freely exercised at the date of this announcement.
- (c) As at the date of this announcement, certain directors of DSFH and its subsidiaries have holdings in vested DSFH Share Options to subscribe for 2,270,000 DSFH Shares and unvested DSFH Share Options to subscribe for 80,000 DSFH Shares. These DSFH Share Options form part of the DSFH Share Options mentioned in note (a) above.

**Scenario 2 – Assuming no DSFH Qualifying Shareholders other than the DSFH Controlling Shareholder and his associates subscribing pursuant to the DSFH Controlling Shareholder Irrevocable Undertaking subscribe for DSFH Rights Shares**

DSFH Shareholder	As at the date of this announcement		Immediately after completion of DSFH Rights Issue			
	No. of DSFH Shares	% of issued share capital of DSFH(%)	Assuming no DSFH Share Options are exercised on or before completion of DSFH Rights Issue		Assuming all vested DSFH Share Options are exercised on or before completion of DSFH Rights Issue	
			No. of DSFH Shares	% of issued share capital of DSFH(%)	No. of DSFH Shares	% of issued share capital of DSFH(%)
DSFH Controlling Shareholder and his associates	104,875,906	40.29	117,513,292	40.13	117,513,292	39.79
The Bank of Tokyo-Mitsubishi UFJ, Ltd	39,214,574	15.07	39,214,574	13.39	39,214,574	13.28
Directors of DSFH and its subsidiaries (other than the DSFH Controlling Shareholder)	1,090,121	0.42	1,090,121	0.37	3,360,121	1.13
HSBC <sup>(c)</sup>	–	–	19,896,445	6.80	20,180,195	6.83
Other	115,090,054	44.22	115,090,054	39.31	115,090,054	38.97
<b>Total:</b>	<b>260,270,655</b>	<b>100.00</b>	<b>292,804,486</b>	<b>100.00</b>	<b>295,358,236</b>	<b>100.00</b>

Note:

- (a) As at the date of this announcement, DSFH has issued and outstanding DSFH Share Options (both vested and unvested) to subscribe for up to an aggregate of 2,350,000 DSFH Shares, of which DSFH Share Options to subscribe for an aggregate total of 2,270,000 DSFH Shares fall within a vesting period and DSFH Share Options to subscribe for 2,270,000 DSFH Shares can be freely exercised at the date of this announcement.
- (b) As at the date of this announcement, certain directors of DSFH and its subsidiaries have holdings in vested DSFH Share Options to subscribe for 2,270,000 DSFH Shares and unvested DSFH Share Options to subscribe for 80,000 DSFH Shares. These DSFH Share Options form part of the DSFH Share Options mentioned in note (a) above.
- (c) Pursuant to its underwriting obligations.

**ADJUSTMENT IN RELATION TO EXERCISE PRICE OF DSFH SHARE OPTIONS AND/OR THE NUMBER OF DSFH SHARES TO BE ISSUED UNDER THE DSFH SHARE OPTIONS AS A RESULT OF THE DSFH RIGHTS ISSUE**

Pursuant to the DSFH Share Option Scheme, DSFH has issued and outstanding DSFH Share Options (both vested and unvested) entitling holders to subscribe for up to an aggregate of 2,350,000 DSFH Shares as at the date of this announcement. The issuance of the DSFH Rights Shares is an event which may cause an adjustment to the exercise price of the outstanding DSFH Share Options and the number of DSFH Shares issuable upon exercise of the outstanding DSFH Share Options. Pursuant to the terms of the DSFH Share Option Schemes, DSFH will consult its auditors or an independent financial adviser for the required adjustment and the holders of the DSFH Share Options will be informed of the required adjustments (if any) as soon as practicable. Further announcements will be made for adjustments to the exercise price or number of DSFH Share Options, if and when required and in accordance with the Listing Rules.

**FUND RAISING BY DSFH IN THE PAST TWELVE MONTHS**

Save for the DSFH Rights Issue, DSFH has not raised any funds by an issue of equity securities in the 12 months preceding the date of this announcement.

**DSFH SHAREHOLDER APPROVAL IS NOT REQUIRED**

There is no requirement under the Listing Rules for the DSFH Rights Issue to be approved by DSFH Shareholders in general meeting.

**(B) PROPOSED DSBG RIGHTS ISSUE**

**TERMS OF DSBG RIGHTS ISSUE**

**Issue statistics**

Basis of DSBG Rights Issue:	1 DSBG Rights Share for every 10 DSBG Shares held at 5:00 p.m. on the DSBG Record Date
Number of existing DSBG Shares in issue:	1,111,758,869 DSBG Shares as at the date of this announcement
Number of DSBG Rights Shares:	not less than 111,175,886 DSBG Rights Shares (assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) and not more than 111,290,886 DSBG Rights Shares (assuming DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date)
DSBG Subscription Price:	HK\$9.00 per DSBG Rights Share

The number of DSBG Rights Shares which may be issued pursuant to the DSBG Rights Issue will be increased in proportion to any additional DSBG Shares which may be issued and allotted on or before 5:00 p.m. on the DSBG Record Date, including DSBG Shares which may be allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date.

As at the date of this announcement, there were outstanding vested DSBG Share Options exercisable on or before 5:00 p.m. on the DSBG Record Date entitling the holders to subscribe for up to 1,150,000 DSBG Shares. If all of the subscription rights attaching to such DSBG Share Options are exercised and DSBG Shares are issued and allotted pursuant to such exercise on or before 5:00 p.m. on the DSBG Record Date, the number of issued DSBG Shares will be increased to 1,112,908,869 DSBG Shares and the number of DSBG Rights Shares which may be issued pursuant to the DSBG Rights Issue will be increased to 111,290,886 DSBG Rights Shares. Other than the DSBG Share Options, there are no other securities or options in issue which are convertible into or confer any right to subscribe for DSBG Shares.

Assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date, the nil-paid DSBG Rights Shares proposed to be provisionally allotted represent:

- (i) approximately 10.00% of DSBG's issued share capital as at the date of this announcement; and
- (ii) approximately 9.09% of DSBG's enlarged issued share capital as enlarged by the issue of the DSBG Rights Shares.

#### **DSBG Qualifying Shareholders**

DSBG will send the DSBG Prospectus Documents to the DSBG Qualifying Shareholders. DSBG will, to the extent reasonably practicable, send the DSBG Prospectus to DSBG Non-Qualifying Shareholders for their information only. DSBG will not send any DSBG PAL or DSBG EAF to the DSBG Non-Qualifying Shareholders. To qualify for the DSBG Rights Issue, a DSBG Shareholder must be:

- (i) registered as a member of DSBG at 5:00 p.m. on the DSBG Record Date; and
- (ii) a DSBG Qualifying Shareholder.

In order to be registered as a member of DSBG at 5:00 p.m. on the DSBG Record Date, DSBG Shareholders must lodge any transfers of DSBG Shares (together with the relevant share certificate(s)) with the DSBG's share registrar and transfer office in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 23 November 2010.

Holders of vested DSBG Share Options who wish to participate in the DSBG Rights Issue should exercise their DSBG Share Options in accordance with their terms and be registered as a member of DSBG pursuant to such exercise before 5:00 p.m. on the DSBG Record Date.

#### **Closure of register of members**

The register of members of DSBG will be closed from 24 November 2010 to 26 November 2010 (both days inclusive). No transfer of DSBG Shares will be registered during this period.

## **DSBG Subscription Price**

The DSBG Subscription Price for the DSBG Rights Shares is HK\$9.00 per DSBG Rights Share, payable in full by a DSBG Qualifying Shareholder upon acceptance of the relevant provisional allotment of DSBG Rights Shares or, where applicable, upon application for excess DSBG Rights Shares under the DSBG Rights Issue or when a transferee of nil-paid DSBG Rights Shares applies for the relevant DSBG Rights Shares.

The DSBG Subscription Price represents:

- (i) a discount of approximately 40.94% to the closing price of HK\$15.24 per DSBG Share as quoted on the Stock Exchange on the DSBG Last Trading Day;
- (ii) a discount of approximately 38.65% to the theoretical ex-rights price of HK\$14.67 per DSBG Share, which is calculated on the basis of the closing price of HK\$15.24 per DSBG Share as quoted on the Stock Exchange on the DSBG Last Trading Day; and
- (iii) a discount of approximately 41.06% to the average of the closing prices per DSBG Share as quoted on the Stock Exchange for the five (5) trading days ending on the DSBG Last Trading Day of approximately HK\$15.27 per DSBG Share.
- (iv) a discount of approximately 39.76% to the average of the closing prices per DSBG Share as quoted on the Stock Exchange for the ten (10) trading days ending on the DSBG Last Trading Day of approximately HK\$14.94 per DSBG Share; and
- (v) a discount of approximately 13.04% to the unaudited consolidated net asset value attributable to equity holders of DSBG as at 30 June 2010 of approximately HK\$10.35 per DSBG Share.

Each DSBG Rights Share has a par value of HK\$1.00.

The DSBG Subscription Price was determined by the DSBG Directors with reference to the market price of the DSBG Shares prior to and including the DSBG Last Trading Day. Each DSBG Qualifying Shareholder is entitled to subscribe for the DSBG Rights Shares at the same price in proportion to his/her/its shareholding in DSBG held at 5:00 p.m. on the DSBG Record Date.

The DSBG Directors consider the terms of the DSBG Rights Issue, including the DSBG Subscription Price (and the discounts to the relative values as indicated above), to be fair and reasonable and to be in the interests of DSBG and the DSBG Shareholders as a whole.

## **Basis of provisional allotment**

The basis of the provisional allotment shall be 1 DSBG Rights Share for every 10 DSBG Shares held at 5:00 p.m. on the DSBG Record Date, being not less than 111,175,886 DSBG Rights Shares (assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) or not more than 111,290,886 DSBG Rights Shares (assuming DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) in aggregate, at a price of HK\$9.00 per DSBG Rights Share. Application for all or any part of a DSBG Qualifying Shareholder's provisional allotment should be made by completing the DSBG PAL and lodging the same with a remittance for the DSBG Rights Shares being applied for.

### **Fractions of DSBG Rights Shares**

DSBG will not provisionally allot fractions of DSBG Rights Shares. All fractions of DSBG Rights Shares will be aggregated and all nil-paid DSBG Rights Shares arising from such aggregation will be sold in the market if a premium (net of expenses) can be obtained, and DSBG will retain the proceeds for its own benefit. Any unsold fractions of DSBG Rights Shares will be available to meet excess applications by the DSBG Qualifying Shareholders.

### **Share certificates and refund cheques for DSBG Rights Issue**

Subject to the fulfilment of the conditions of the DSBG Rights Issue, share certificates for all fully-paid DSBG Rights Shares are expected to be posted on or before 24 December 2010 to those who have accepted and (where applicable) applied and paid for the DSBG Rights Shares before 24 December 2010 by ordinary post at their own risk.

Refund cheques in respect of wholly or partially unsuccessful applications for excess DSBG Rights Shares (if any) are expected to be posted on or before 24 December 2010 by ordinary post to the applicants at their own risk.

### **Status of DSBG Rights Shares**

The DSBG Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the then existing DSBG Shares. Holders of the fully-paid DSBG Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of issue and allotment of the DSBG Rights Shares in their fully-paid form.

### **DSBG Overseas Shareholders**

If there are DSBG Overseas Shareholders at 5:00 p.m. on the DSBG Record Date, the DSBG Overseas Shareholders may not be eligible to take part in the DSBG Rights Issue as explained below.

The DSBG Directors will make enquiries, to be based on legal opinions provided by legal advisers if the DSBG Directors consider necessary, as to whether the issue of DSBG Rights Shares to any DSBG Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas jurisdictions or the requirements of any relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Listing Rules. If, after making such enquiries, the DSBG Directors are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer DSBG Rights Shares to any such DSBG Overseas Shareholders, no provisional allotment of nil-paid DSBG Rights Shares or allotment of fully-paid DSBG Rights Shares will be made to such DSBG Overseas Shareholders. Accordingly, the DSBG Rights Issue will not be extended to the DSBG Non-Qualifying Shareholders and no DSBG Rights Shares will be provisionally allotted to them.

DSBG will, to the extent reasonably practicable, send the DSBG Prospectus to the DSBG Non-Qualifying Shareholders for their information only but will not send DSBG PALs or DSBG EAFs to them. The DSBG Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

The basis of exclusion of the DSBG Non-Qualifying Shareholders, if any, from the DSBG Rights Issue will be disclosed in the DSBG Prospectus.

Arrangements will be made for the DSBG Rights Shares which would otherwise have been provisionally allotted to the DSBG Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid DSBG Rights Shares commence on the Stock Exchange and in any event before the last date for dealings in nil-paid DSBG Rights Shares, if a premium (net of expenses) can be obtained. The proceeds of each sale, less expenses and stamp duty, of more than HK\$100 will be paid to the relevant DSBG Non-Qualifying Shareholder(s) (pro rata to their shareholdings at 5:00 p.m. on the DSBG Record Date) in Hong Kong dollars. DSBG will retain individual amounts of HK\$100 or less for the benefit of DSBG. Any unsold entitlement of DSBG Non-Qualifying Shareholders, together with any DSBG Rights Shares provisionally allotted but not accepted by DSBG Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid DSBG Rights Shares, will be made available to meet excess applications on DSBG EAFs by the DSBG Qualifying Shareholders.

### **Application for excess DSBG Rights Shares**

DSBG Qualifying Shareholders may apply, by way of excess applications, for any unsold entitlements of the DSBG Non-Qualifying Shareholders (if any), any unsold DSBG Rights Shares created by adding together fractions of the DSBG Rights Shares, and any DSBG Rights Shares provisionally allotted but not accepted by DSBG Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid DSBG Rights Shares.

Applications for excess DSBG Rights Shares can be made only by DSBG Qualifying Shareholders and only by completing a DSBG EAF and lodging the same with a separate remittance for the excess DSBG Rights Shares being applied for with the share registrar and transfer office of DSBG in Hong Kong by a time which is currently expected to be 4:00 p.m. on 17 December 2010, or such later time and/or date as may be agreed between DSBG and HSBC.

The DSBG Directors will allocate the excess DSBG Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) preference will be given to applications for less than a board lot of DSBG Rights Shares where they appear to the DSBG Directors that such applications are made to round up odd-lot holdings to whole lot holdings and that such applications are not made with the intention to abuse this mechanism; and
- (ii) subject to the availability of excess DSBG Rights Shares after allocation under principle (i) above, the excess DSBG Rights Shares will be allocated to DSBG Qualifying Shareholders based on a sliding scale with reference to the number of the excess DSBG Rights Shares applied for by them (i.e. DSBG Qualifying Shareholders applying for a smaller number of DSBG Rights Shares will be allocated a higher percentage of the excess DSBG Rights Shares they have applied for; whereas DSBG Qualifying Shareholders applying for a larger number of DSBG Rights Shares will be allocated a lower percentage of the excess DSBG Rights Shares they have applied for (although they will receive a greater number of DSBG Rights Shares than those applying for a smaller number)).

Investors with their DSBG Shares held by a nominee (or which are held in CCASS) should note that the DSBG Directors will regard the nominee (including HKSCC Nominees Limited) as a single DSBG Shareholder according to the register of members of DSBG. Accordingly, investors whose DSBG Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement in relation to the top-up of odd lots for allocation of excess DSBG Rights Shares will not be extended to them individually. Beneficial owners with their DSBG Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant DSBG Shares in their own names prior to the DSBG Record Date.

Investors whose DSBG Shares are held by a nominee (or which are held in CCASS) and who would like to have their names registered on the register of members of DSBG, must lodge all necessary documents with the share registrar and transfer office of DSBG in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for completion of the relevant registration by 4:30 p.m. on 23 November 2010.

### **Application for listing**

DSBG will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the DSBG Rights Shares in both nil-paid and fully-paid forms. No part of the securities of DSBG in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in or on any other stock exchange. The nil-paid DSBG Rights Shares shall have the same board lot size as the DSBG Shares (i.e. 400 DSBG Shares in one board lot).

Dealings in the DSBG Rights Shares in their nil-paid and fully-paid forms will be subject to the payment of stamp duty and any other applicable fees and charges in Hong Kong.

### **DSBG Rights Shares will be eligible for admission into CCASS**

Subject to the granting of listing of, and permission to deal in, the DSBG Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the DSBG Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the DSBG Rights Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. DSBG Shareholders should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## **UNDERWRITING ARRANGEMENTS FOR DSBG RIGHTS ISSUE**

### **Undertaking by DSFH**

DSFH, which is, together with its associates interested as at the date of this announcement in 824,169,170 DSBG Shares, has undertaken to DSBG, pursuant to the DSFH Irrevocable Undertaking, that it will subscribe or procure the subscription of the 82,416,917 DSBG Rights Shares to be provisionally allotted to it and/or its associates, subject to the terms and conditions of the DSBG Rights Issue.

Save for the undertaking from DSFH, DSBG has not obtained undertakings from any other DSBG Shareholders that they will subscribe for any or all of the DSBG Rights Shares to be provisionally allotted to them.

### **Principal terms of DSBG Underwriting Agreement**

Date:	16 November 2010
Issuer:	DSBG
Underwriter:	HSBC



Number of DSBG Rights Shares underwritten All of the DSBG Rights Shares (excluding the 82,416,917 DSBG Rights Shares to be subscribed (or procured to be subscribed) by DSFH pursuant to the DSFH Irrevocable Undertaking) being 28,758,969 DSBG Rights Shares (assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) and 28,873,969 DSBG Rights Shares (assuming DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date)

Underwriter's commission: 2.25% of the aggregate DSBG Subscription Price of the DSBG Rights Shares underwritten by HSBC

To the best of the DSBG Directors' knowledge, information and belief, having made all reasonable enquiry, HSBC and its ultimate holding company are third parties independent of DSBG and its connected persons (as defined in the Listing Rules).

The DSBG Directors consider that the DSBG Underwriting Agreement is (i) on normal commercial terms; and (ii) fair and reasonable so far as the DSBG Shareholders are concerned.

#### **Conditions of DSBG Rights Issue and DSBG Underwriting Agreement**

The DSBG Rights Issue is conditional upon (i) the DSBG Underwriting Agreement becoming unconditional and not being terminated and (ii) the DSFH Rights Issue having become unconditional. The obligations of HSBC to underwrite the DSBG Rights Issue are conditional upon, inter alia:

- (i) permission to deal in and listing of all the DSBG Rights Shares (in their nil-paid and fully-paid forms) being granted (subject only to allotment and despatch of the appropriate documents of title) by the Stock Exchange by no later than the business day prior to the commencement of trading of the DSBG Rights Shares (in their nil-paid and fully-paid forms respectively) and such permission not being withdrawn or revoked prior to the DSBG Latest Time for Termination;
- (ii) all relevant consents and approvals being obtained from the regulatory authorities, including the Stock Exchange and the SFC, as the case may require in connection with the DSBG Rights Issue by the relevant time that each consent and approval is required;
- (iii) compliance with and performance of the obligations of DSBG taking place by the times specified in the DSBG Underwriting Agreement in connection with the making of the DSBG Rights Issue and the allotment and offer of the DSBG Rights Shares;
- (iv) compliance with and performance of the obligations of the DSBG Controlling Shareholder taking place by the times specified in the DSBG Underwriting Agreement in connection with its irrevocable undertakings under the DSBG Underwriting Agreement;

- (v) receipt by HSBC (in a form and substance satisfactory to it) of all relevant documents to be provided by DSBG by the times specified in the DSBG Underwriting Agreement; and
- (vi) the DSFH Rights Issue having become unconditional.

DSBG and DSFH shall use their best endeavours to procure the fulfilment of each of the conditions by the due time and/or date referred to in each case (or if no date is specified, by the latest time for termination of the DSBG Underwriting Agreement) and to procure that each of such conditions is fulfilled in sufficient time so that the latest time for termination falls on or before 31 December 2010 (or such later date as DSBG and HSBC may agree) and in particular shall furnish such information, supply such documents, pay (in the case of the DSBG) such fees, give such undertakings and do all such acts and things as may reasonably be required by HSBC and the Stock Exchange in connection with the making of the DSBG Rights Issue and the listing of the DSBG Rights Shares.

If the conditions of the DSBG Underwriting Agreement are not duly fulfilled and/or waived (where applicable) by HSBC by the time and/or date as specified in each case or if the DSBG Underwriting Agreement shall be terminated as described in the paragraph headed “Termination of the DSBG Underwriting Agreement” below, none of the parties shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the DSBG Underwriting Agreement (other than antecedent breaches) provided that DSBG shall remain liable to pay HSBC’s reasonable costs, fees and expenses in accordance with the DSBG Underwriting Agreement but DSBG shall not be liable to pay to HSBC the underwriting commission thereunder.

**If the DSBG Underwriting Agreement does not become unconditional or is terminated, the DSBG Rights Issue will not proceed.**

HSBC shall have the right, in its absolute discretion, by giving notice to DSBG on or before the latest time at which, or the latest day on which, any of the above conditions may be fulfilled:

- (a) to extend the deadline for the fulfilment of such condition by such time or number of days or in such manner as HSBC may determine;
- (b) to waive such condition (other than conditions (i) and (ii) above), and such waiver may be made subject to such terms and conditions as HSBC may determine.

#### **Termination of DSBG Underwriting Agreement**

DSBG Shareholders should note that the DSBG Underwriting Agreement contains provisions granting HSBC the right, which may be exercised by HSBC at any time prior to the DSBG Latest Time for Termination, to terminate the obligations of HSBC if there occurs:

- (i) any material breach of any of the warranties or the undertakings given by DSBG and the DSFH comes to the knowledge of HSBC, or there has been a material breach on the part of the DSBG and the DSFH or its associates of any other provision of the DSBG Underwriting Agreement; or
- (ii) any event occurs or matter arises, which, if it had occurred before the date of the DSBG Underwriting Agreement or before any of the times on which the warranties given by DSBG and DSFH are deemed to be given would have rendered any of those warranties untrue, incorrect or misleading in any material respect; or

- (iii) any statement contained in the DSBG Prospectus has become or been discovered to be untrue, incorrect, incomplete or misleading in any material respect, or matters have arisen or have been discovered which would, if the DSBG Prospectus was to be issued at the time, constitute a material omission therefrom; or
- (iv) DSBG is required to produce a supplementary prospectus; or
- (v) there is a material adverse change or prospective adverse change in the condition, results of operations, management, business, stockholders' equity or in the financial or trading position of any member of the DSBG Group which, in the sole opinion of HSBC, is or may be materially adverse in the context of the DSBG Rights Issue; or
- (vi) permission to deal in and listing of all the DSBG Rights Shares (in their nil-paid and fully-paid forms) has been withdrawn by the Stock Exchange; or
- (vii) the DSFH Underwriting Agreement is terminated; or
- (viii) there has occurred, happened, come into effect or become public knowledge any event, series of events or circumstances concerning or relating to (whether or not foreseeable):
  - (A) any change (whether or not permanent) in local, national or international financial, political, military, industrial, economic, legal, fiscal, regulatory or securities market matters or conditions or currency exchange rates or exchange controls in or affecting the PRC, Hong Kong or the United States; or
  - (B) any event of force majeure (including, without limitation, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak or escalation of hostilities (whether or not war is or has been declared), act of terrorism (whether or not responsibility has been claimed), act of God, pandemic, epidemic, outbreak of infectious disease, declaration of a state of emergency or calamity or crisis, in or affecting the PRC, Hong Kong or the United States; or
  - (C) the declaration of a banking moratorium by PRC, Hong Kong or United States authorities occurring due to exceptional financial circumstances or otherwise; or
  - (D) any moratorium, suspension or restriction on trading in shares or securities generally, or the establishment of minimum prices, on the Stock Exchange or any major disruption of any securities settlement or clearing services in Hong Kong; or
  - (E) any suspension of dealings in the DSBG Shares (other than pending publication of announcements in respect of the DSBG Rights Issue or where such suspension is temporary or routine in nature for not more than two trading days); or
  - (F) any new law or regulation or any change, or any development involving a prospective change, in existing laws or regulations in Hong Kong or any other place in which any member of the DSBG Group conducts or carries on business,

the effect of which events or circumstances referred to in (A) to (F) above, individually or in the aggregate (in the sole opinion of HSBC): (1) is or would be materially adverse to, or materially prejudicially affects or would materially and prejudicially affect, the DSBG Group as a whole or the DSBG Rights Issue; or (2) makes or may make it inadvisable or inexpedient to proceed with the Rights Issue.

## Lock up

DSBG has undertaken to HSBC that for the period from the date of the DSBG Underwriting Agreement and ending on the date which is 90 days from the date of completion of the DSBG Rights Issue (which is expected to be on Tuesday, 21 December 2010), except with the prior written consent of HSBC, DSBG will not (except for the DSBG Rights Shares):

- (i) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any DSBG Shares or any interests in DSBG Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any DSBG Shares or interest in DSBG Shares other than the issue, offer to issue or grant of any option pursuant to any employee share option scheme adopted in accordance with the Listing Rules or allot or issue of any DSBG Shares upon the exercise of such options;
- (ii) buy back, cancel, retire, reduce, redeem, re-purchase, purchase or otherwise acquire any DSBG Shares;
- (iii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above; or
- (iv) announce any intention to enter into or effect any such transaction described in (i), (ii) or (iii) above.

DSFH has undertaken to DSBG and HSBC that it will not and shall procure that its associates shall not, without the prior written consent of HSBC (i) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire any DSBG Share or any interest therein between the date of the DSBG Underwriting Agreement and the DSBG Record Date or (ii) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire (except by taking up DSBG Rights Shares provisionally allotted to them pursuant to the DSBG Rights Issue and pursuant to DSBG Underwriting Agreement or acquiring nil-paid rights or submitting DSBG EAFs or acquiring DSBG Shares in circumstances which do not contravene the rules of the Stock Exchange and/or the Takeovers Code and do not render information submitted to the Stock Exchange and/or the SFC to become untrue, inaccurate or misleading in any material respect (whether by omission or otherwise)) any DSBG Share or any interest therein between the DSBG Record Date and the latest time for acceptance.

DSFH has undertaken to DSBG and HSBC that from the latest time for acceptance of the DSBG Rights Shares until the date which is 90 days from the date of completion of the DSBG Rights Issue (which is expected to be on Tuesday, 21 December 2010), except with the prior written consent of HSBC, it will not and will procure that its associates (whether individually or together and whether directly or indirectly) will not:

- (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any DSBG Shares (including the DSBG Rights Shares) or any interests therein beneficially owned or held by the DSBG Controlling Shareholder or its associates or such controlled companies or any securities convertible into or exercisable or exchangeable for or substantially similar to any such DSBG Shares or interests;
- (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such DSBG Shares, whether any such transaction described in (i) above or this paragraph (ii) is to be settled by delivery of DSBG Shares or such other securities, in cash or otherwise; or
- (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above.

## **WARNING OF THE RISKS OF DEALING IN DSBG SHARES AND NIL-PAID DSBG RIGHTS SHARES**

The DSBG Shares are expected to be dealt in on an ex-rights basis from 22 November 2010. Dealings in the DSBG Rights Shares in nil-paid form are expected to take place from 30 November 2010 to 14 December 2010 (both days inclusive). The DSBG Rights Issue is conditional upon the DSBG Underwriting Agreement becoming unconditional. If the conditions of the DSBG Rights Issue are not fulfilled or waived, or if HSBC terminates the DSBG Underwriting Agreement, the DSBG Rights Issue will not proceed.

Any DSBG Shareholders or other persons contemplating selling or purchasing DSBG Shares and/or DSBG Rights Shares in their nil-paid form are advised to exercise caution when dealing in the DSBG Shares and/or DSBG Rights Shares. Any person who is in any doubt about his/her position is recommended to consult his/her own professional adviser. Any DSBG Shareholder or other person dealing in DSBG Shares up to the date on which all the conditions to which the DSBG Rights Issue is subject are fulfilled (and the date on which HSBC's right of termination of the DSBG Underwriting Agreement ceases) and any person dealing in the nil-paid DSBG Rights Shares during the period from 30 November 2010 to 14 December 2010 (both days inclusive) will accordingly bear the risk that the DSBG Rights Issue may not become unconditional or may not proceed.

### **Expected timetable**

The expected timetable for the proposed DSBG Rights Issue is set out below:

Last day of dealings in DSBG Shares on a cum-rights basis .....	Friday, 19 November 2010
First day of dealings in DSBG Shares on an ex-rights basis .....	Monday, 22 November 2010
Latest time for lodging transfers of DSBG Shares and related documents in order to qualify for the DSBG Rights Issue .....	4:30 p.m., Tuesday, 23 November 2010
Register of members closes .....	Wednesday, 24 November 2010 to Friday, 26 November (both days inclusive)
DSBG Record Date .....	5:00 p.m., Friday, 26 November 2010
Despatch of the DSBG Prospectus Documents .....	Friday, 26 November 2010
First day of dealings in nil-paid DSBG Rights Shares .....	Tuesday, 30 November 2010
Latest time for splitting of nil-paid DSBG Rights Shares .....	4:30 p.m., Thursday, 9 December 2010
Last day of dealings in nil-paid DSBG Rights Shares .....	Tuesday, 14 December 2010
Latest time for payment for and acceptance of DSBG Rights Shares and the application and payment for excess DSBG Rights Shares .....	4:00 p.m., Friday, 17 December 2010
Rights Issue expected to become unconditional .....	5:00 p.m., Tuesday, 21 December 2010

Announcement of results of acceptance and excess application of the DSBG Rights Issue .....	Thursday, 23 December 2010
Despatch of refund cheques for wholly and partially unsuccessful excess applications on or before .....	Friday, 24 December 2010
Share certificates for DSBG Rights Shares to be posted on or before .....	Friday, 24 December 2010
First day of dealings in fully-paid DSBG Rights Shares .....	9:30 a.m., Wednesday, 29 December 2010

**Note:** All times and dates in this announcement refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable of the DSBG Rights Issue as set out above, and in other parts of this announcement, are indicative only and may be varied by agreement between DSBG and HSBC. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be published or notified to DSFH Shareholders and/or DSBG Shareholders (as applicable) and the Stock Exchange as and when appropriate.

**DSBG, with the assistance of DSBG’s share registrar, will monitor the process of the DSBG Rights Issue to ensure that the DSBG Rights Issue will be conducted in a fair and orderly manner. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable of the DSBG Rights Issue if it considers appropriate.**

**Effect of bad weather on latest time for acceptance of and payment for DSBG Rights Shares**

The latest time for acceptance of and payment for the DSBG Rights Shares will not take place as shown if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 17 December 2010. Instead the latest time for acceptance of and payment for the DSBG Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 17 December 2010. Instead the latest time of acceptance of and payment for the DSBG Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the DSBG Rights Shares does not take place on 17 December 2010, the dates mentioned in the section headed “Expected timetable” above may be affected. DSBG will notify DSBG Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

**REASONS FOR DSBG RIGHTS ISSUE AND USE OF PROCEEDS OF DSBG RIGHTS ISSUE**

The estimated proceeds of the DSBG Rights Issue will be approximately HK\$1 billion (assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) and approximately HK\$1 billion (assuming DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date).

DSBG intends to apply the net proceeds of the DSBG Rights Issue to strengthen its core capital. in pursuit of improving the core capital adequacy ratio of DSBG to support the continuing development and growth of its business.

The estimated expenses of the DSBG Rights Issue (including financial advisory fees, printing, registration, translation, legal and accounting charges and other related expenses) amount to approximately HK\$7.4 million and will be borne by DSBG. The net subscription price per DSBG Rights Share upon full acceptance of the relevant provisional allotment of DSBG Rights Shares (assuming no DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date) is expected to be approximately HK\$8.93 per DSBG Rights Share.

## EFFECT OF DSBG RIGHTS ISSUE ON SHAREHOLDINGS IN DSBG

Set out below is the shareholding structure of DSBG as at the date of this announcement and immediately after completion of the DSBG Rights Issue assuming:

- (i) there is no change in the shareholding structure of DSBG from the date of this announcement to immediately before completion of the DSBG Rights Issue; and
- (ii) the only change in the shareholding structure of DSBG from the date of this announcement to immediately before completion of the DSBG Rights Issue is on account that DSBG Shares have been allotted and issued before 5:00 p.m. on the DSBG Record Date pursuant to the exercise of all DSBG Share Options vested or scheduled to vest on or before 5:00 p.m. on the DSBG Record Date:

### Scenario 1 – Assuming all DSBG Rights Shares are fully subscribed for by DSBG Qualifying Shareholders

DSBG Shareholder	As at the date of this announcement		Immediately after completion of DSBG Rights Issue			
	No. of DSBG Shares	% of issued share capital of DSBG(%)	Assuming no DSBG Share Options are exercised on or before completion of DSBG Rights Issue		Assuming all vested DSBG Share Options are exercised on or before completion of DSBG Rights Issue	
			No. of DSBG Shares	% of issued share capital of DSBG(%)	No. of DSBG Shares	% of issued share capital of DSBG(%)
DSFH	824,169,170	74.13	906,586,087	74.13	906,586,087	74.06
Directors of DSBG and its subsidiaries	70,000	0.01	77,000	0.01	1,122,000	0.09
Public	287,519,699	25.86	316,271,668	25.86	316,491,668	25.85
<b>Total:</b>	<b>1,111,758,869</b>	<b>100.00</b>	<b>1,222,934,755</b>	<b>100.00</b>	<b>1,224,199,755</b>	<b>100.00</b>

Note:

- (a) As at the date of this announcement, DSBG has issued and outstanding DSBG Share Options (both vested and unvested) to subscribe for up to an aggregate of 1,300,000 DSBG Shares, of which DSBG Share Options to subscribe for an aggregate total of 1,150,000 DSBG Shares fall within a vesting period and DSBG Share Options to subscribe for 1,150,000 DSBG Shares can be freely exercised at the date of this announcement.
- (b) As at the date of this announcement, certain directors of DSBG and its subsidiaries have holdings in vested DSBG Share Options to subscribe for 950,000 DSBG Shares. These DSBG Share Options form part of the DSBG Share Options mentioned in note (a) above.

**Scenario 2 – Assuming no DSBG Qualifying Shareholders other than DSFH subscribe for DSBG Rights Shares**

DSBG Shareholder	Immediately after completion of DSBG Rights Issue					
	As at the date of this announcement		Assuming no DSBG Share Options are exercised on or before completion of DSBG Rights Issue		Assuming all vested DSBG Share Options are exercised on or before completion of DSBG Rights Issue	
	No. of DSBG Shares	% of issued share capital of DSBG (%)	No. of DSBG Shares	% of issued share capital of DSBG (%)	No. of DSBG Shares	% of issued share capital of DSBG (%)
DSFH	824,169,170	74.13	906,586,087	74.13	906,586,087	74.06
Directors of DSBG and its subsidiaries	70,000	0.01	70,000	0.01	1,020,000	0.08
HSBC <sup>(c)</sup>	–	–	28,758,969	2.35	28,873,969	2.36
Other	287,519,699	25.86	287,519,699	23.51	287,719,699	23.50
<b>Total:</b>	<b>1,111,758,869</b>	<b>100.00</b>	<b>1,222,934,755</b>	<b>100.00</b>	<b>1,224,199,755</b>	<b>100.00</b>

Note:

- (a) As at the date of this announcement, DSBG has issued and outstanding DSBG Share Options (both vested and unvested) to subscribe for up to an aggregate of 1,300,000 DSBG Shares, of which DSBG Share Options to subscribe for an aggregate total of 1,150,000 DSBG Shares fall within a vesting period and DSBG Share Options to subscribe for 1,150,000 DSBG Shares can be freely exercised at the date of this announcement.
- (b) As at the date of this announcement, certain directors of DSBG and its subsidiaries have holdings in vested DSBG Share Options to subscribe for 950,000 DSBG Shares. These DSBG Share Options form part of the DSBG Share Options mentioned in note (a) above.
- (c) Pursuant to its underwriting obligations.

**ADJUSTMENT IN RELATION TO EXERCISE PRICE OF DSBG SHARE OPTIONS AND/OR THE NUMBER OF DSBG SHARES TO BE ISSUED UNDER THE DSBG SHARE OPTIONS AS A RESULT OF THE DSBG RIGHTS ISSUE**

Pursuant to the DSBG Share Option Scheme, DSBG has issued and outstanding DSBG Share Options (both vested and unvested) entitling holders to subscribe for up to an aggregate of 1,300,000 DSBG Shares as at the date of this announcement. The issuance of the DSBG Rights Shares is an event which may cause an adjustment to the exercise price of the outstanding DSBG Share Options and the number of DSBG Shares issuable upon exercise of the outstanding DSBG Share Options. Pursuant to the terms of the DSBG Share Option Scheme, DSBG will consult its auditors or an independent financial adviser for the required adjustment and the holders of the DSBG Share Options will be informed of the required adjustments (if any) as soon as practicable. Further announcements will be made for adjustments to the exercise price or number of DSBG Share Options, if and when required and in accordance with the Listing Rules.



## **FUND RAISING BY DSBG IN THE PAST TWELVE MONTHS**

Save for the DSBG Rights Issue, DSBG has not raised any funds by an issue of equity securities in the 12 months preceding the date of this announcement.

## **DSBG SHAREHOLDER APPROVAL IS NOT REQUIRED**

There is no requirement under the Listing Rules for the DSBG Rights Issue to be approved by DSBG Shareholders in general meeting.

## **(C) PARTICIPATION OF DSFH IN DSBG RIGHTS ISSUE**

As of the date of this announcement, DSFH holds 824,169,170 DSBG Shares, representing approximately 74.13% of the issued share capital of DSBG. Pursuant to the DSFH Irrevocable Undertaking, DSFH will subscribe or procure the subscription of 82,416,917 DSBG Rights Shares, being its pro-rata entitlement under the DSBG Rights Issue, that will be provisionally allotted to it, subject to the terms and conditions of the DSBG Rights Issue. Immediately after completion of the DSBG Rights Issue (and assuming no DSBG Share Options are exercised on or before the DSBG Record Date), DSFH's interest in DSBG will be approximately 74.13%.

The principal business activities of the Group comprise the provision of banking, insurance, financial and other related services in Hong Kong, Macau and the People's Republic of China. DSBG is the company holding the banking interests of the Group in Hong Kong, Macau and the People's Republic of China.

The DSFH Directors consider that the Participation will enable DSFH to maintain its pro-rata shareholding in DSBG and share the benefit from the growth of the Group. Accordingly, the DSFH Directors believe that the Participation is in the interests of DSFH and its shareholders as a whole.

The DSFH Directors further consider that the DSBG Rights Issue is on normal commercial terms and the DSBG Subscription Price is fair and reasonable and in the interests of DSFH and its shareholders as a whole. The aggregate DSBG Subscription Price payable by DSFH in respect of the Participation will be approximately HK\$742 million, which is proposed to be financed by using part of the net proceeds from the DSFH Rights Issue.

## **(D) GENERAL**

The DSFH Prospectus or, where appropriate, the DSFH Prospectus Documents, containing further information on the DSFH Rights Issue, will be dispatched to DSFH Shareholders as soon as practicable. DSFH Shareholders and potential investors should exercise caution in dealing in the DSFH Shares.

The DSBG Prospectus or, where appropriate, the DSBG Prospectus Documents, containing further information on the DSBG Rights Issue, will be dispatched to DSBG Shareholders as soon as practicable. DSBG Shareholders and potential investors should exercise caution in dealing in the DSBG Shares.

If you have questions in relation to DSFH Rights Issue or DSBG Rights Issue, please telephone the Shareholder hotline on (852) 2862 8648 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than Hong Kong public holidays).

## DEFINITIONS

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Business Day”	any day (other than a Saturday and Sunday) on which licensed banks are open for normal banking business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong), as amended from time to time
“connected person”	has the meaning ascribed thereto under the Listing Rules
“DSBG”	Dah Sing Banking Group Limited, a company incorporated in Hong Kong, the ordinary shares of which are listed on the Stock Exchange (Stock Code: 02356)
“DSBG Acceptance Date”	17 December 2010, or such other date as HSBC may agree in writing with DSBG as the last date for acceptance of, and payment for the DSBG Rights Shares
“DSBG Director(s)”	the director(s) of DSBG
“DSBG EAF(s)”	the excess application form(s) to be issued to DSBG Qualifying Shareholders in respect of applications for excess DSBG Rights Shares in connection with the DSBG Rights Issue
“DSBG Last Trading Day”	16 November 2010, being the last full trading day for the DSBG Shares before the release of this announcement
“DSBG Latest Time for Termination”	4:00 p.m. on the third Business Day following the DSBG Acceptance Date
“DSBG Non-Qualifying Shareholder(s)”	DSBG Overseas Shareholder(s) who the DSBG Directors, after making relevant enquiries, consider it necessary or expedient to exclude from the DSBG Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of any relevant regulatory body or stock exchange in that place
“DSBG Overseas Shareholder(s)”	DSBG Shareholder(s) whose name(s) appear on the register of members of DSBG at 5:00 p.m. on the DSBG Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“DSBG PAL(s)”	the provisional allotment letter(s) to be issued to the DSBG Qualifying Shareholders in respect of their assured entitlements in connection with the DSBG Rights Issue

“DSBG Prospectus”	the prospectus to be issued in connection with the DSBG Rights Issue
“DSBG Prospectus Documents”	the DSBG Prospectus, the DSBG PAL and the DSBG EAF
“DSBG Qualifying Shareholder(s)”	DSBG Shareholder(s), other than the DSBG Non-Qualifying Shareholder(s), whose name(s) appear on the register of members of DSBG at 5:00 p.m. on the DSBG Record Date
“DSBG Record Date”	26 November 2010, or such other date as HSBC may agree in writing with DSBG as the date by reference to which entitlements under the DSBG Rights Issue will be determined
“DSBG Rights Issue”	the proposed offer by way of rights of the DSBG Rights Shares to DSBG Qualifying Shareholders on the terms set out in this announcement and in the DSBG Prospectus Documents
“DSBG Rights Share(s)”	the new DSBG Share(s) proposed to be allotted and issued under the DSBG Rights Issue
“DSBG Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of DSBG
“DSBG Share Options”	the outstanding share option(s) granted by DSBG pursuant to the DSBG Share Option Scheme
“DSBG Share Option Scheme”	the share option scheme adopted by DSBG on 12 June 2004
“DSBG Shareholder(s)”	holder(s) of the DSBG Shares
“DSBG Subscription Price”	the subscription price of HK\$9.00 per DSBG Rights Share pursuant to the DSBG Rights Issue
“DSBG Underwriting Agreement”	the underwriting agreement dated 16 November 2010 entered into between DSBG and HSBC in relation to the underwriting of the DSBG Rights Shares and certain other arrangements in respect of the DSBG Rights Issue
“DSFH”	Dah Sing Financial Holdings Limited, a company incorporated in Hong Kong, the ordinary shares of which are listed on the Stock Exchange (Stock Code: 00440)
“DSFH Acceptance Date”	10 December 2010, or such other date as HSBC may agree in writing with DSFH as the last date for acceptance of, and payment for the DSFH Rights Shares
“DSFH Controlling Shareholder”	Mr. David Shou-Yeh Wong
“DSFH Controlling Shareholder Irrevocable Undertaking”	the irrevocable undertaking given, as part of the DSFH Underwriting Agreement, by the DSFH Controlling Shareholder in favour of DSFH and HSBC to subscribe for the DSFH Rights Shares
“DSFH Director(s)”	the director(s) of DSFH

“DSFH EAF(s)”	the excess application form(s) to be issued to DSFH Qualifying Shareholders in respect of applications for excess DSFH Rights Shares in connection with the DSFH Rights Issue
“DSFH Irrevocable Undertaking”	the irrevocable undertaking given, as part of the DSBG Underwriting Agreement by DSFH in favour of DSBG and HSBC to subscribe for the DSBG Rights Shares
“DSFH Last Trading Day”	16 November 2010, being the last trading date for the DSFH Shares before the release of this announcement
“DSFH Latest Time for Termination”	4:00 p.m. on the third Business Day following the DSFH Acceptance Date
“DSFH Non-Qualifying Shareholder(s)”	DSFH Overseas Shareholder(s) who the DSFH Directors, after making relevant enquiries, consider it necessary or expedient to exclude from the DSFH Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of any relevant regulatory body or stock exchange in that place
“DSFH Overseas Shareholder(s)”	DSFH Shareholder(s) whose name(s) appear on the register of members of DSFH at 5:00 p.m. on the DSFH Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“DSFH PAL(s)”	the provisional allotment letter(s) to be issued to the DSFH Qualifying Shareholders in respect of their assured entitlements in connection with the DSFH Rights Issue
“DSFH Prospectus”	the prospectus to be issued in connection with the DSFH Rights Issue
“DSFH Prospectus Documents”	the DSFH Prospectus, the DSFH PAL and the DSFH EAF
“DSFH Qualifying Shareholder(s)”	DSFH Shareholder(s), other than the DSFH Non-Qualifying Shareholder(s), whose name(s) appear on the register of members of DSFH at 5:00 p.m. on the DSFH Record Date
“DSFH Record Date”	26 November 2010, or such other date as HSBC may agree in writing with DSFH as the date by reference to which entitlements under the DSFH Rights Issue will be determined
“DSFH Rights Issue”	the proposed offer by way of rights of the DSFH Rights Shares to DSFH Qualifying Shareholders on the terms set out in this announcement and in the DSFH Prospectus Documents
“DSFH Rights Share(s)”	the new DSFH Share(s) proposed to be allotted and issued under the DSFH Rights Issue
“DSFH Share(s)”	ordinary share(s) of HK\$2.00 each in the capital of DSFH
“DSFH Shareholder(s)”	holder(s) of the DSFH Shares
“DSFH Share Options”	the outstanding share option(s) granted by DSFH pursuant to the DSFH Share Option Scheme

“DSFH Share Option Scheme”	the share option scheme adopted by DSFH on 28 April 2005
“DSFH Subscription Price”	the subscription price of HK\$36.89 per DSFH Rights Share pursuant to the DSFH Rights Issue
“DSFH Underwriting Agreement”	the underwriting agreement dated 16 November 2010 entered into between DSFH and HSBC in relation to the underwriting of the DSFH Rights Shares and certain other arrangements in respect of the DSFH Rights Issue
“Group”	DSFH and its subsidiaries (including DSBG)
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, a registered institution under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities and is a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange from time to time
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Participation”	the proposed acceptance by DSFH of the provisional allotment of 82,416,917 DSBG Rights Shares, being its pro-rata entitlement under the DSBG Rights Issue, pursuant to the DSFH Irrevocable Undertaking
“PRC”	The People’s Republic of China
“SFC”	The Securities and Futures Commission
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“US Person(s)”	any person(s) or entity(ies) deemed to be a US person for purposes of Regulation S under the US Securities Act

“US Securities Act”

the US Securities Act of 1933, as amended

“%”

per cent.

**By order of the board**  
**Dah Sing Financial Holdings Limited**  
**Hoi-Lun Soo (Helen Soo)**  
*Company Secretary*

**By order of the board**  
**Dah Sing Banking Group Limited**  
**Hoi-Lun Soo (Helen Soo)**  
*Company Secretary*

Hong Kong, 16 November 2010

*As at the date of this announcement, the executive directors of DSFH are David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive), Roderick Stuart Anderson, Gary Pak-Ling Wang and Nicholas John Mayhew; the non-executive directors of DSFH are Akimitsu Ashida (Shugo Aoto as alternate), Tatsuo Tanaka (Takashi Morisaki as alternate), Hidemitsu Otsuka, John Wai-Wai Chow and Yiu-Ming Ng; and the independent non-executive directors of DSFH are Peter Gibbs Birch, Robert Tsai-To Sze, Dr. Tai-Lun Sun (Dennis Sun) and Nicholas Robert Sallnow-Smith.*

*As at the date of this announcement, the executive directors of DSBG are David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive), Gary Pak-Ling Wang, Lung-Man Chiu (John Chiu), Harold Tsu-Hing Wong and Frederic Suet-Chiu Lau; the non-executive director of DSBG is Kazutake Kobayashi; and the independent non-executive directors of DSBG are Robert Tsai-To Sze, John William Simpson, David Richard Hinde, Andrew Kwan-Yuen Leung and Seng-Lee Chan.*