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

(Stock Code: 0440)

## **Scrip Dividend Scheme in relation to the Final Dividend for the year ended 31 December 2011**

On 21 March 2012, it was announced that the Board recommended the payment of Final Dividend with an option to receive newly issued and fully paid shares in lieu of cash dividend to Shareholders whose names appeared on the register of members of the Company as at the close of business on 4 June 2012. The Final Dividend has been approved by the Shareholders at the Annual General Meeting.

This announcement is to advise Shareholders as to (a) how the scrip dividend entitlements are calculated; (b) details with respect to the election for Scrip Shares; (c) the despatch of the Circular containing details of the Scrip Dividend Scheme and the relevant Form of Election on or about Friday, 8 June 2012; and (d) the despatch of dividend warrants and/or share certificates for the Scrip Shares on or about Thursday, 5 July 2012.

### **INTRODUCTION**

On 21 March 2012, it was announced that the board of directors (the “**Board**”) of the Dah Sing Financial Holdings Limited (the “**Company**”) recommended the payment of a final dividend (the “**Final Dividend**”) of HK\$0.78 per share of the Company (the “**Share**”) for the year ended 31 December 2011 with an option to receive newly issued and fully-paid shares (the “**Scrip Share(s)**”) in lieu of cash dividend in respect of the then Shareholders’ shareholding held in the Company (the “**Scrip Dividend Scheme**”), payable to shareholders of the Company (the “**Shareholders**”) whose names appeared on the register of members of the Company as at the close of business on 4 June 2012 (the “**Record Date**”).

### **MARKET VALUE OF THE SCRIP SHARES**

The market value for calculating the number of Scrip Shares to be allotted to Shareholders pursuant to the Scrip Dividend Scheme was HK\$22.89 per Share, being the average of the closing prices of the Shares quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five (5) consecutive trading days ended on 4 June 2012.

## CALCULATION OF THE NUMBER OF SCRIP SHARES

The number of Scrip Shares which the Shareholders will receive in respect of their shareholding as at 4 June 2012 under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of Scrip Shares} & & \text{Number of existing Shares} & & \text{HK\$0.78} \\ \text{to be received} & = & \text{held on the Record Date} & \times & \text{HK\$22.89} \end{array}$$

The Scrip Shares to be issued will rank *pari passu* in all respects with the existing issued Shares, except that they will not rank for the Final Dividend. The number of Scrip Shares to be allotted to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Scrip Shares will not be allotted but will be aggregated and sold for the benefit of the Company.

## OVERSEAS SHAREHOLDERS

Certain overseas Shareholders may not be permitted to participate in the Scrip Dividend Scheme and accordingly they will receive the Final Dividend wholly in cash. No Form of Election (as defined below) will be sent to such overseas Shareholders. Details regarding participation of overseas Shareholders in the Scrip Dividend Scheme will be disclosed in the Circular (as defined below) to be published in due course.

## DESPATCH OF CIRCULARS AND FORM OF ELECTION

A circular (the “**Circular**”) containing details of the Scrip Dividend Scheme together with the relevant form of election (“**Form of Election**”) will be sent to the Shareholders on or about Friday, 8 June 2012. Shareholders who wish to elect to receive the Final Dividend wholly in Scrip Shares or partly in cash and partly in Scrip Shares instead of wholly in cash in lieu of cash dividend for the Final Dividend should complete and sign the Form of Election in accordance with the instructions printed thereon and **return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 29 June 2012.**

The closing time for the return of the Form of Election will be extended, as the case may be, in accordance with (a) or (b) below if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:

- (a) in force in Hong Kong at any time before 12:00 noon on Friday, 29 June 2012. The closing time for the return of the Form of Election will be extended to 5:00 p.m. on the same business day; or
- (b) in force in Hong Kong at any time between 12:00 noon and 4:30 p.m. on Friday, 29 June 2012. The closing time for the return of the Form of Election will be extended to 4:30 p.m. on the next business day where none of the above warnings is in force at any time between 9:00 a.m. and 4:30 p.m.

## **GENERAL INFORMATION**

The Scrip Dividend Scheme is conditional upon listing approval being granted by the Listing Committee of the Stock Exchange in respect of the Scrip Shares to be issued pursuant thereto. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares. It is expected that cheques for cash entitlements, the relevant dividend warrants and/or share certificates for the Scrip Shares will be sent to the Shareholders by ordinary post at the risk of those entitled thereto, or in case of cheques in accordance with standing instructions (if any), on or about Thursday, 5 July 2012 and dealings of the Scrip Shares will commence on Tuesday, 10 July 2012.

By Order of the Board  
**Dah Sing Financial Holdings Limited**  
**H.L. Soo**  
*Company Secretary*

Hong Kong, 4 June 2012

*As at the date of this announcement, the Board of the Company comprises Messrs. David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive), Gary Pak-Ling Wang and Nicholas John Mayhew as Executive Directors; Messrs. Takashi Morimura (Takashi Morisaki as alternate), Hidemitsu Otsuka and John Wai-Wai Chow as Non-executive Directors; Messrs. Robert Tsai-To Sze, Dr. Tai-Lun Sun (Dennis Sun), Lon Dounn and Seiji Nakamura as Independent Non-executive Directors.*