



大新金融集團有限公司 Dah Sing Financial Holdings Limited

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

(Stock Code: 0440)

FORM OF PROXY FOR 2008 EXTRAORDINARY GENERAL MEETING

Form of proxy for use by shareholders at the Extraordinary General Meeting (the “**Meeting**”) of Dah Sing Financial Holdings Limited (the “**Company**”) to be held at 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong on 27 May 2008 at 3:00 p.m.

I/We _____
of _____
being the registered holder of _____ shares of
HK\$2 each in the share capital of **Dah Sing Financial Holdings Limited** hereby appoint *the Chairman of the Meeting, or

of _____
as my/our proxy to vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof.

I/We wish this proxy to be used in connection with the undermentioned resolutions in the manner set out below, and if no such indication is given, as my/our proxy thinks fit.

Dated: _____ Signature: _____

(Please indicate with a “✓” in the spaces below how you wish the proxy to vote. Unless so instructed, the proxy will at his discretion vote as he thinks fit or abstain from voting.)

		FOR	AGAINST
1.	To approve the Subscription Agreement (as defined in the circular to the shareholders of the Company dated 15 April 2008), the transactions contemplated thereunder and associated matters.		

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) Where there are joint registered holders of any share, any one of such persons may note at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- (c) In the case of a corporation, the form of proxy must be executed either under its common seal or under the hand of some officers or attorney duly authorized in that behalf.
- (d) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, (if any), under which it is signed must be lodged at the registered office of the Company, 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (or the adjourned meeting as the case may be).
- (e) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting, if he so wishes. If such member attends the Meeting, his form of proxy will be deemed to have been revoked.
- (f) The full text of these resolutions appear in the notice of the Meeting dated 15 April 2008.
- (g) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (h) If any proxy other than the Chairman is preferred, please strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* Delete as appropriate