



大新金融集團有限公司 DahSingFinancialHoldingsLimited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 0440)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of Dah Sing Financial Holdings Limited (the "Company") will be held at 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong on 28th April 2005 at 3:45 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

As ordinary businesses:

1. To receive and consider the audited financial statements together with the Reports of the Directors and Auditors for the year ended 31st December 2004.
2. To declare a final dividend.
3. To elect Directors.
4. To fix the fees of the Directors.
5. To appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration.

As special businesses:

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

6. **"THAT**
 - (a) subject to and conditional upon: (i) the passing of this resolution approving the adoption of the share option scheme (the "**New Share Option Scheme**") of the Company, the terms of which are contained in the document marked "A" and produced to the meeting and for the purpose of identification signed by a director of the Company and a summary of which is set out in a circular dated 4th April 2005 and despatched to the shareholders of the Company of which the notice convening this meeting forms part, and authorising the board of directors of the Company to grant options and to allot and issue the Shares pursuant to any options granted under the New Share Option Scheme; and (ii) the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in Shares which may fall to be issued pursuant to the exercise of options granted under the New Share Option Scheme (the "**Conditions**") the New Share Option Scheme be and is hereby approved and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions and arrangements as may be necessary or desirable in order to give effect to the New Share Option Scheme; and
 - (b) the existing share option scheme (the "**Existing Share Option Scheme**") of the Group which was adopted by the Company on 17th May 1995 and is hereby terminated on the same date as the New Share Option Scheme comes into effect upon approval of the New Share Option Scheme in accordance with (a) above and fulfillment of the Conditions, provided that any options granted under the Existing Share Option Scheme prior to the passing of this resolution shall not in any way, be affected or prejudiced and all such options shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.
7. **"THAT:—**
 - (a) subject to the following provisions of this resolution and pursuant to section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to any existing specific authority shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution:
"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:—
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."
8. **"THAT:—**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company ("Shares") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other applicable stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the securities of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the Shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution:
"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:—
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
9. **"THAT** conditional upon resolutions numbered 7 and 8 set out in this notice of annual general meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution numbered 7 set out in this notice of annual general meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 8 set out in this notice of annual general meeting, provided that such an amount shall not exceed 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution."

By Order of the Board
H L Soo
Company Secretary

Hong Kong, 4th April 2005

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint one or, under particular case, 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 vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- (c) 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).
- (d) 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.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. David Shou-Yeh Wong as the Chairman, Chung-Kai Chow as the Vice Chairman, Hon-Hing Wong (Derek Wong) as the Managing Director, Peter G. Birch, Robert Tsai-To Sze, Tai-Lun Sun (Dennis Sun) and Kwok-Hung Yue (Justin Yue) as independent non-executive directors, Kunio Suzuki (Toshifumi Kato as alternate), Sohei Sasaki, Kosuke Furukawa, John Wai-Wai Chow and Yiu-Ming Ng as non-executive directors, and Roderick S. Anderson, Gary Pak-Ling Wang and Nicholas J. Mayhew as executive directors.