



大新銀行集團有限公司 DahSingBankingGroupLimited

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

The holding company of Dah Sing Bank, Limited and MEVAS Bank Limited

(Stock Code: 2356)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of Dah Sing Banking Group Limited will be held at 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong on Thursday, 28th April 2005 at 3:00 p.m. for the following 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 business:

To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

6. "THAT:—

- (a) subject to the following provisions of this resolution and pursuant to section 57B of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as defined below) 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 (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company;
 - (iii) an issue of shares pursuant to any employee share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
 - (iv) an issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;
 - (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants, or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
 - (vi) an issue of shares pursuant to a specified authority granted by the shareholders of the Company in general meeting,shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution;
- (d) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 law or the articles of association of the Company 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; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company made to the holders of shares whose names appear 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)."

By Order of the Board
H L Soo
Company Secretary

Hong Kong, 4th April 2005

Notes:

- (a) In relation to the general mandate referred to in Resolution (6) in this Notice, a written resolution was passed by the sole shareholder of the Company on 12th June 2004 giving a general mandate to the Directors to issue up to twenty per cent of the share capital of the Company immediately following completion of the initial public offering of the shares of the Company on the Main Board of the Stock Exchange of Hong Kong Limited. No shares have been issued pursuant to this mandate, which will lapse at the conclusion of the forthcoming Annual General Meeting (the "AGM"), unless the mandate is renewed at the AGM. At present, the Directors have no immediate proposals to issue any new shares. The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from Shareholders to enable the Directors to issue shares.
- (b) Pursuant to article 65 of the articles of association of the Company, a poll may be demanded in relation to a resolution put to the vote of any general meeting before or on the declaration of the result of the show of hands:
 - (i) by the chairman; or
 - (ii) by not less than three Shareholder having the right to vote at the meeting; or
 - (iii) by a shareholder or shareholders present in person or by proxy, or a duly authorised representative of a corporation which is a member, representing not less than one-tenth of the total voting rights of all the member having the right to vote at the meeting; or
 - (iv) by a shareholder or shareholders holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (c) A member entitled to attend and vote at the AGM 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.
- (d) 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.
- (e) 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).
- (f) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM, if he so wishes. If such member attends AGM, 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, Hon-Hing Wong (Derek Wong) as the Managing Director, John William Simpson, David Richard Hinde, Robert Tsai-To Sze and Andrew Kwan-Yuen Leung as independent non-executive directors, Takashi Muraoka as non-executive director, and Lung-Man Chiu, Gary Pak-Ling Wang, Harold Tsu-Hing Wong and Dennis Tat-Wang Yau as executive directors.