



# 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Dah Sing Banking Group Limited (the "Company") will be held at 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong on 19 May 2006 at 3:30 p.m., immediately following the Second Annual General Meeting of the Company, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

#### "THAT

- (a) the Procurement Agreement dated 21 April 2006 entered into between Dah Sing Bank, Limited, a wholly owned subsidiary of the Company, and Dah Sing Financial Holdings Limited and the CSM Share Sale Agreement dated 21 April 2006 entered into between certain subsidiaries of the Company and certain subsidiaries of Dah Sing Financial Holdings Limited, respectively, be and are hereby approved, confirmed and ratified and the transactions contemplated under the Procurement Agreement and the CSM Share Sale Agreement be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised to do such acts or execute such other documents by hand or, in case of execution of documents under seal, to do so jointly with either the secretary or a second director of the Company or a person appointed by the board of directors of the Company, which in his or their opinion may be necessary, desirable or expedient to carry out or to give effect to the Procurement Agreement and the CSM Share Sale Agreement."

By Order of the Board  
**Dah Sing Banking Group Limited**  
**Hoi-Lun Soo**  
Company Secretary

Hong Kong, 4 May 2006

#### Notes:

- (a) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or, in certain cases, 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 Extraordinary General Meeting, 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 Extraordinary General 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 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 Extraordinary General 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 Extraordinary General Meeting, if he so wishes. If such member attends the Extraordinary General Meeting, his form of proxy will be deemed to have been revoked.
- (e) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (f) As the above ordinary resolution is subject to independent shareholders' approval, the votes of shareholders to be taken at the above meeting to approve such ordinary resolution shall be taken on a poll. Dah Sing Financial Holdings Limited and its associates (as defined in The Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting on the resolution.

As at the date of this notice, the Executive Directors of the Company are Messrs David Shou-Yeh Wong, Hon-Hing Wong (Derek Wong), Lung-Man Chiu (John Chiu), Gary Pak-Ling Wang, Harold Tsu-Hing Wong and Dennis Tat-Wang Yau. The Independent Non-executive Directors are Messrs John William Simpson, David Richard Hinde, Robert Tsai-To Sze and Andrew Kwan-Yuen Leung. The Non-executive Director is Mr. Takashi Muraoka.