

股東週年大會通告**Notice of Annual General Meeting**

茲通告大新金融集團有限公司謹訂於二零零三年四月二十五日(星期五)上午十一時三十分假座香港告士打道一零八號大新金融中心三十六樓舉行第十六屆股東週年大會，以便討論下列事項：—

普通事項：

- 一、 省覽截至二零零二年十二月三十一日止財政年度之經審核賬目及董事會與核數師報告。
- 二、 宣派末期股息。
- 三、 膺選董事。
- 四、 釐定截至二零零二年十二月三十一日止年度之董事袍金。
- 五、 聘任羅兵咸永道會計師事務所為核數師及授權董事會釐定其酬金。

特別事項：

考慮並酌情通過下列決議案為本公司之普通決議案：

六、 「動議：—

- (一) 在下文所述限制及依據香港公司法例第五十七乙條規定下，批准以一般性及無條件方式授權本公司董事會在有關期間(定義見下文)內配發、發行及處理本公司新增股份，並在需要行使該等權力時作出及發出售股建議、協訂及優先認股權；
- (二) 上文(一)節之批准可授權本公司董事會在有關期間內或以後作出或授予行使該等售股建議、協訂及優先認股權之權力；
- (三) 依據上文(一)節批准予本公司董事權力配發、發行及處理或同意有條件或無條件配發、發行及處理之股本面值總額(不論是否依據優先認股權而配發者)，須不得超過本公司在此決議案通過當日計已發行股本面值總值之百分之二十，但配售新股(定義見下述)或在現時已特定的情況下則例外；及

Notice is hereby given that the Sixteenth Annual General Meeting of Dah Sing Financial Holdings Limited will be held at 36th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong on Friday, 25th April 2003 at 11:30 a.m. for the following purposes:—

As ordinary business:

1. To receive and consider the audited financial statements together with the Reports of the Directors and Auditors for the year ended 31st December 2002.
2. To declare a final dividend.
3. To elect Directors.
4. To fix the fees of the Directors for the year ended 31st December 2002.
5. To appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration.

As special business:

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

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 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

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(四) 就本決議案而言：

『有關期間』乃指本決議案通過日至下述三者中最早日止之期間：—

- (甲) 本公司下屆股東週年大會結束時；
- (乙) 依照公司條例規定本公司下屆股東週年大會須予召開期限屆滿日；及
- (丙) 本決議案准許授權經由股東大會通過普通決議案撤銷或修訂日；及

『配售新股』則指本公司董事會在既定的期間內某指定記錄日中，按股東名冊上各股東所佔之股份比例配售新股的建議。(惟本公司董事可就任何認可監管機構或香港以外地區證券交易所之規定、限制或法律承擔義務，按情況需要或權宜各方利害而罷卻某些股東在零碎股份上的權益或作其他適當安排。)

七、「動議：—

- (一) 在本決議案(二)節之限制下，董事會可於有關期間(定義見下文)在香港聯合交易所有限公司(「聯交所」)或本公司證券上市所在而證券及期貨事務監察委員會與聯交所就此認可之其他證券交易所內，行使本決議案授權一般性無條件購回本公司股本中之股份，惟須遵守及按照所有適用法律與聯交所證券上市規則及其他有關證券交易所當時之規定(按經修訂者)：

(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; and

“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).”

7. “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;

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(二) 本公司依據本決議案(一)節之批准可購回本公司證券總額不得超過本決議案通過日期已發行股份的百分之十，故本決議案(一)節所述之授權須受相應限制；及

(三) 就本決議案而言：

『有關期間』乃指本決議案通過日至下述三者中最早日期止之期間：—

(甲) 本公司下屆股東週年大會結束時；

(乙) 依照公司條例規定本公司下屆股東週年大會須予召開期限屆滿日；及

(丙) 本決議案准許授權經由股東大會通過普通決議案撤銷或修訂日。」

八、「**動議**在本週年大會通告所載之第六及第七項決議案正式通過之條件下，擴大本公司董事會根據本週年大會通告所載之第六項決議案獲授行使本公司權力以配發、發行及處理新增股份之一般授權限額，在本公司董事會依據該項一般性授權可配發、發行及處理或同意有條件或無條件配發、發行及處理之股本總面值上，加以相等於本公司依據本週年大會通告所載第七項決議案授予之權力購回本公司股本之總面值數額，惟此數額不得超過本公司在本決議案通過日期之已發行股本總面值百分之十。」

承董事會命
公司秘書 **蘇海倫** 謹啟

香港 二零零三年三月四日

(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.”

8. “**THAT** conditional upon resolutions numbered 6 and 7 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 6 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 7 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 March 2003

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- (甲) 凡有資格出席股東週年大會及投票之股東，均有權委派一名或(就指定情況下而言)多名代表出席及投票。該代表毋須為本公司之股東。
- (乙) 茲隨附大會代表委任書乙份以供使用。
- (丙) 委派代表之授權書或其他授權文件(指如有該等文件而言)，必須於股東週年大會或其續會指定召開時間四十八小時前填妥並交回香港告士打道一零八號大新金融中心三十六樓本公司註冊辦事處，方為有效。
- (丁) 股東填交代表委任書後，屆時仍可親自出席並於會上投票。倘若股東出席會議，其代表委任書將被撤銷。
- (戊) 本年度之股東週年大會通告已於二零零三年三月五日(星期三)隨本公司全年業績公佈於南華早報及香港經濟日報上刊登。

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) A form of proxy for use at the Meeting is enclosed.
- (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.
- (e) Notice of the Annual General Meeting was made to the public together with the Company's final results announcement published in South China Morning Post and Hong Kong Economic Times on Wednesday, 5th March 2003.

