



大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 626)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Public Financial Holdings Limited (the “**Company**”) will be held on Tuesday, 23 May 2006 at 4:00 p.m. at Rose Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional share purchase agreement made between the Company and Asia Financial Holdings Limited dated 14 February 2006 (“**Share Purchase Agreement**”) relating to the purchase by the Company of 100 per cent. of the issued share capital of Asia Commercial Bank Limited (a copy of the Share Purchase Agreement has been produced to this meeting and marked “**A**” and initialled by the chairman of the meeting for the purpose of identification) and all transactions contemplated under or incidental to the Share Purchase Agreement and all actions taken or to be taken by the Company pursuant thereto be and are hereby unconditionally approved, ratified and confirmed; and

(b) any director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things, to sign and execute all such other documents, deeds, instruments and agreements and to take such steps as such director may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Purchase Agreement or any of the transactions contemplated thereunder and all other matters incidental thereto, and to agree to any amendment to any of the terms of the aforesaid agreement which in the opinion of such director is in the interests of the Company.”

By Order of the Board
Tan Yoke Kong
Company Secretary

Hong Kong, 28 April 2006

Head Office and Principal Place of Business:

1105-7 Wing On House
71 Des Voeux Road Central
Hong Kong

Note:

A member entitled to attend and vote at the above 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. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company’s branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).

As at the date of this announcement, the Board of Directors of the Company comprises Tan Sri Dato’ Sri Dr. Teh Hong Piow, Dato’ Sri Tay Ah Lek, Dato’ Chang Kat Kiam and Mr. Wong Kong Ming as non-executive directors, Mr. Tan Yoke Kong and Mr. Lee Huat Oon as executive directors, and Dato’ Yeoh Chin Kee, Mr. Geh Cheng Hooi, Paul and Mr. Lee Chin Guan as independent non-executive directors.

* *For identification purpose only*

Please also refer to the published version of this announcement in China Daily.