

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of REXCAPITAL Financial Holdings Limited (the “Company”) will be held at 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Friday, 28 May 2004 at 4:30 pm for the following purposes:

As Ordinary Business

1. To receive and consider the audited accounts together with the Directors’ Report and the Auditors’ Report for the year ended 31 December 2003.
2. To re-elect directors.
3. To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As Special Business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (b) below, 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 of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and which is 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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

茲通告御泰金融控股有限公司(「本公司」)謹訂於二零零四年五月二十八日星期五下午四時三十分假座香港皇后大道中183號新紀元廣場中遠大廈34樓舉行股東週年大會(「大會」)，藉以處理下列事項：

普通事項

1. 省覽本公司截至二零零三年十二月三十一日止年度之經審核財務報表及董事會與核數師報告。
2. 重選董事。
3. 授權董事會釐定董事酬金。
4. 重聘核數師及授權董事會釐定彼等之酬金。

特別事項

5. 考慮及酌情通過以下決議案(不論有否修訂)為普通決議案：

「動議：

- (a) 在下文(b)分段規限下，一般及無條件批准本公司董事於有關期間(定義見下文)內，在香港聯合交易所有限公司(「聯交所」)或可供本公司證券上市並獲得香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所，根據所有適用法例及聯交所證券上市規則或任何其他證券交易所不時修訂之規定，行使本公司所有權力購回本公司股本中每股面值0.01港元之股份；

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

(b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval 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 any applicable laws or the Company's bye-laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in a general meeting of the Company.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) subject to sub-paragraph (c) below, 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 or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) 依據上文第(a)分段之批准購回之股份，面值總額不得超過本決議案獲通過當日本公司已發行股本面值總額之10%，而上述之批准亦以此數額為限；及

(c) 就本決議案而言：

「有關期間」指由本決議案獲通過當日起至下列三者中最早日期止之期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 按適用法例或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿之日；或

(iii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案時。」

6. 考慮及酌情通過以下決議案(不論有否修訂)為普通決議案：

「動議：

(a) 在下文(c)分段之規限下，一般及無條件批准本公司董事於有關期間(定義見下文)內，行使本公司所有權力，以配發、發行或處理本公司股本中之額外股份，以及作出或授予可能須行使該等權力之售股建議、協議及購股權；

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

- (b) the approval in sub-paragraph (a) above 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 powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than by way of (i) a Rights Issue (as defined in sub-paragraph (e) of this resolution); or (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's bye-laws shall not exceed the aggregate of (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution plus (bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution, "Relevant Period" shall have the same meaning as in resolution no. 5(c) above; and
- (b) 上文(a)分段之批准可授權本公司董事於有關期間內，作出或授予可能須於有關期間結束後行使該等權力之售股建議、協議及購股權；
- (c) 本公司董事依據本決議案(a)分段所批准而配發或有條件或無條件同意配發(不論是否依據購股權或其他方式而配發)之股本面值總值，除根據(i)配售新股(定義見本決議案(e)分段)；或(ii)行使本公司所發行之任何認股權證附有之認購權或換股權，或任何可轉換為本公司股份之證券附有之認購權或換股權；或(iii)行使本公司根據當時所採納，以向本公司及／或其任何附屬公司之行政人員及／或僱員授出或發行認購或購入本公司股份之購股權之任何購股權計劃或類似安排所授出之購股權；或(iv)任何按照本公司之公司細則進行之以股代息計劃或類似安排而配發股份以代替本公司派發之全部或部份股息，不得超過於(aa)本決議案獲通過當日，本公司已發行股本面值總額20%，加上(bb)於本決議案獲通過後，本公司購回之股本面值總額(倘本公司董事獲獨立之普通決議案授權)，而上述批准亦須受此數額限制；
- (d) 就本決議案而言，「有關期間」之涵義與上文第5(c)項決議案所界定者相同；及

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告 (續)

- (e) “Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof 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 or class hereof (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, or any territory outside, Hong Kong).”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 6 above.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:
- “**THAT** the bye-laws of the Company (the “Bye-laws”) be and are hereby amended by:
- (1) Deleting the existing definition of “associates” in Bye-law 1(A) and substituting thereof the following:—
- ““associates” in relation to any Director, shall have the meaning as defined in the Listing Rules”;
- (e) 「配售新股」指本公司董事於指定期間，向於指定記錄日期名列本公司股東名冊之本公司任何類別股份持有人，按彼等當時持有該類股份之比例配售本公司該類股份或其他證券之建議（惟本公司董事可就零碎股權或經考慮適用於本公司之法例規定之任何規限或責任，或香港或香港以外任何地區之任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權益或另作安排）。」
7. 考慮及酌情通過以下決議案（不論有否修訂）為普通決議案：
- 「**動議**在上文第5項及第6項決議案通過後，擴大根據上文第6項決議案授予本公司董事配發股份之一般權力，在本公司董事可根據上述一般權力配發或有條件或無條件同意配發之股本面值總額上，另加相當於本公司按照上文第5項決議案獲授之權力購回之本公司股本中之股份面值總額。」
8. 考慮及酌情通過以下決議案（不論有否修訂）為特別決議案：
- 「**動議**按下述方式修訂本公司之公司細則（「公司細則」）：
- (1) 於公司細則第1(A)條刪除「聯繫人」之現有定義，並以下述代替：—
- 「「聯繫人」指上市規則所界定與任何董事有關之聯繫人」；

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告 (續)

- (2) Deleting the existing definition of "Clearing House" in Bye-law 1(A) and substituting thereof the following:-
- “Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction”;
- (2) 於公司細則第1(A)條刪除「結算所」之現有定義，並以下述代替：—
- 「「結算所」指證券及期貨條例(香港法例第571章)所定義之認可結算所或本公司股份上市或報價之證券交易所位處之司法管轄區之法例所認可之結算所或認可股份存管處」；
- (3) Adding the following new definition of “Listing Rules” in Bye-law 1(A):-
- “Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)”;
- (3) 於公司細則第1(A)條加入以下新定義：—
- 「「上市規則」指香港聯合交易所有限公司證券上市規則(經不時修訂)」；
- (4) By adding after Bye-law 76 the following new Bye-law 76A:-
- “76A. Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”
- (4) 於公司細則第76條後加入下述之新公司細則第76A條：—
- 「76A. 倘任何股東根據上市規則必須就任何個別決議案放棄投票，或受限制只可投票贊成或反對任何特定決議案，則在違反該規定或限制之情況下由該股東作出或代表該股東作出之投票，均不會獲點算。」
- (5) By deleting the existing Bye-law 98(H) and substituting thereof the following Bye-law 98(H):-
- “98.(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum
- (5) 刪除現有之公司細則第98(H)條，並以下述之公司細則第98(H)條代替：—
- 「98.(H) 董事無權就批准該董事或其任何聯繫人擁有重大利益之任何合約或安排或建議之任何董事會決議案投票，亦不得計入考慮該合約或安排或建議之會議法定出席人數，假若其已投票則不予計算(亦不得計入

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

有關決議案的法定人數內) 但此限制並不適用於以下事宜：

- (i) (a) 向為本公司或其任何附屬公司的利益或應本公司或其任何附屬公司之要求借出款項或作出承擔之董事或其聯繫人提供任何抵押或賠償保證；或
- (b) 就董事或其聯繫人本身單獨或共同提供全部或部份擔保或賠償保證或提供抵押的本公司或其任何附屬公司的負債或承擔向第三者提供任何抵押或賠償保證；
- (ii) 涉及發售本公司或本公司創辦或擁有權益之其他公司之股份或債券或其他證券以供認購或購買之任何建議，而董事或其聯繫人在發售建議之包銷或分包銷中以參與者身份擁有權益；

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告 (續)

- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;
 - (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme involving the issue or grant of options over shares or other securities by the Company under which the Director or his associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any
- (iii) 任何有關董事或其聯繫人直接或間接在其中擁有權益(不論以高級職員或行政人員或股東身份)或董事或其聯繫人在其中實益擁有股份(惟董事及其任何聯繫人等並非在其中(或其藉以獲得有關權益的任何第三間公司)實益合共擁有任何類別已發行股份或投票權的5%或以上)的任何其他公司的建議;
 - (iv) 任何有關本公司或其附屬公司僱員利益的建議或安排, 包括:
 - (a) 採納、修訂或實施任何涉及本公司發行或授予有關股份或其他證券之購股權, 而董事或其聯繫人可從中受惠的僱員股份計劃或任何股份獎勵或優先認股計劃; 或
 - (b) 採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人及僱員有關的公積金或退休金、死亡或傷殘津貼計劃, 而其中

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

並無給予董事或其聯繫人任何與該計劃或基金有關的人士一般未獲賦予之特權或利益；及

- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”; and

- (v) 任何董事或其聯繫人只因其在本公司股份或債券或其他證券擁有的權益而與本公司股份或債券或其他證券的其他持有人以同一方式在其中擁有權益的合約或安排。」；及

- (6) By deleting the existing Bye-law 103 and substituting thereof the following Bye-law 103:-

- (6) 刪除現有之公司細則第103條，並以下述之公司細則替代：—

“103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting, provided that such period shall be at least seven days.”

「103. 除於會上告退之董事外，若非獲董事會提名委任，任何人士概不得於任何股東大會上膺選出任董事，除非本公司於股東大會舉行前最少七日前接獲擬提名一名人士膺選出任董事之書面通知，連同該位獲提名人士表明願意參選之書面通知，送交總辦事處或股份註冊辦事處則作別論。提交上述通知之最短期限為七日，而提交該等通知之期間不得早於寄發進行該等選舉之股東大會通告翌日開始，亦不得遲於該股東大會舉行日期前七日結束。」

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-laws.”

By order of the board
Chan How Chung, Victor
Executive Director

Hong Kong, 30 April 2004

As at the date hereof, the executive directors of the Company are Mr To Shu Fai, Mr Chan How Chung, Victor and Miss Lee Hwei Lin, Elizabeth. The independent non-executive directors of the Company are Mr Heng Kwoo Seng and Mr Yuen Wai Ho.

Notes:

1. Any member entitled to attend and vote at the 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy so appointed.
2. In order to be valid, the form of proxy, together with any 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 registrars in Hong Kong, Standard Registrars Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. A circular containing the information with respect to the resolutions nos. 5 to 8 of the notice of the Meeting will be sent to shareholders together with the 2003 Annual Report.

及**動議**授權本公司任何董事代表本公司採取其全權酌情認為合適之進一步行動，以實行上述現有公司細則之修訂。」

承董事會命
執行董事
陳孝聰

香港，二零零四年四月三十日

於本公佈日期，本公司之執行董事為杜樹輝先生、陳孝聰先生及李慧玲小姐。本公司之獨立非執行董事為邢詒春先生及阮煒豪先生。

附註：

1. 凡有權出席大會及投票之本公司股東均可委任代表代其出席及投票。受委代表無須為本公司股東。股東可委任一名或以上之代表出席大會。
2. 代表委任表格連同簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或其續會指定舉行時間48小時前交回本公司在香港之股份過戶登記分處，標準證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
3. 一份載有股東大會通告內所述第5至第8項決議案資料之通函將隨同二零零三年年報一併寄予股東。