

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE is hereby given that the annual general meeting of REXCAPITAL International Holdings Limited (the “Company”) will be held at Lecture Room B, Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 27 September 2004 at 4:30 p.m. for the following purposes:—

茲通告御泰國際控股有限公司(「本公司」)謹訂於二零零四年九月二十七日星期一下午四時三十分假座香港皇后大道中99號中環中心地下一室專業聯合中心演講廳B舉行股東週年大會，藉以處理下列事項：—

As Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2004.
2. To re-elect directors.
3. To authorise the board of directors to fix the remuneration of directors.
4. To re-appoint auditors and authorise the board of directors to fix their remuneration.

普通事項

1. 省覽本公司截至二零零四年三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。

As Special Business

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

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：—

“**THAT:**—

- (1) subject to paragraphs (2) and (3) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and 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/or 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 it is hereby generally and unconditionally approved;

「**動議：**—

- (1) 在下文第(2)及第(3)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之股份；

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- (2) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (3) for the purposes 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 revocation or variation of the authority given under this resolution by ordinary resolution of the members of the Company in general meeting; and
 - (iii) 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.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-
- “THAT:-**
- (1) subject to paragraph (3) 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 and 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 power be hereby generally and unconditionally approved;
- (2) 依據上文第(1)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
- (3) 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) 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；及
 - (iii) 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。」
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：—
- (1) 在下文第(3)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；

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- (2) the approval in paragraph (1) 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 power after the end of the Relevant Period;
- (3) 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 paragraph (1) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any option under any option scheme or similar arrangement for the time being adopted for the grant or issue to relevant eligible participants of shares or rights to acquire shares of the Company; (iii) the exercise of subscription rights or conversion rights attaching to the warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding; 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 bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly;
- (4) for the purposes of this resolution, “Relevant Period” shall have the same meaning as in resolution no. 5(3) above; and
- (5) “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 on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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
- (2) 上文第(1)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；
- (3) 本公司董事依據本決議案第(1)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)之股本面值總額(但不包括(i)配售新股(定義見下文)；(ii)行使本公司根據當時所採納，以向有關合資格人士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；(iii)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(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)不得超過於本決議案獲通過當日，本公司已發行股本面值總額20%，而上述批准亦須受此數額限制；
- (4) 就本決議案而言，「有關期間」之涵義與上文第5(3)項決議案所界定者相同；及
- (5) 「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，或中華人民

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obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People's Republic of China).”

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

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, 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 share capital of the Company and to make or grant offers, agreements and options be hereby extended by the addition thereto 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 no. 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

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 “clearing house” in Bye-law 1 and substituting therefor the following new definition:-

““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

共和國香港特別行政區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**在本大會通告第5項及第6項決議案通過之條件下，擴大授予本公司董事配發、發行及處理本公司股本中新增之股份而行使此等權力之售股建議、協議及購股權之一般授權，在其中加入相當於本公司根據本大會通告第5項決議案授予之權力購回本公司股本之面值總額，惟該數額不得超過本決議案通過當日本公司已發行股本面值總額10%。」

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) 刪除在公司細則第1條「結算所」現有定義，取而代之：—

「「結算所」應指《證券及期貨條例》(香港法例第571章)所界定之認可結算所，或本公司股份上市或掛牌之司法權區法例認可之結算所

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- jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”
- 或法定股份存管處。」
- (2) Adding the following new definitions of “associate(s)” and “Listing Rules” in Bye-law 1 in appropriate alphabetical order:–
- (2) 於公司細則第1條按原英文之字母次序新增以下有關「聯繫人士」及「上市規則」之定義：–
- ““associate(s)” shall have the meaning attributed to it in the Listing Rules.”; and
- 「「聯繫人士」應指上市規則所賦予之定義。」；及
- ““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).”
- 「「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）。」
- (3) Inserting the following new Bye-law 66A after the existing Bye-law 66:–
- (3) 緊隨現有公司細則第66條其後，加入下述之新公司細則第66A條：–
- “66A. Where any Member 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 Member in contravention of such requirement or restriction shall not be counted.”
- 「66A. 如任何股東根據上市規則須就任何特定決議案放棄投票或受限制於只能就任何特定決議案投票贊成或反對，該股東或其代表所投之任何票如有違反該規定或限制則不會被計算。」
- (4) Amending the existing Bye-law 102 as follows:–
- (4) 修訂現有公司細則第102條如下：–
- (i) By inserting the words “and any of his associates” after the words “the nature of his” in the third line of the existing Bye-law 102;
- (i) 於現有公司細則第102條第三行「其性質」字句後，緊隨加上「及其任何聯繫人士的」字句；
- (ii) By inserting the words “or any of his associates” after the words “he knows his” in the fourth line of the existing Bye-law 102;
- (ii) 於現有公司細則第102條第四行「他知其」字句後，緊隨加上「或其任何聯繫人士的」字句；
- (iii) By inserting the words “or any of his associates” after the words “he knows that he” in the fifth line of the existing Bye-law 102;
- (iii) 於現有公司細則第102條第五行「就他所知其」字句後，緊隨加上「或其任何聯繫人士」字句；

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| <p>(iv) By inserting the words “or any of his associates” after the word “he” in the first line of the existing Bye-law 102. (a);</p> <p>(v) By inserting the words “or any of his associates” after the word “he” in the first line of the existing Bye-law 102. (b); and</p> <p>(vi) By inserting the words “or any of his associates” after the word “him” in the third line of the existing Bye-law 102. (b).</p> <p>(5) Deleting existing Bye-law 103. (A) and 103. (B) in their entirety and substituting therefor the following new Bye-law 103. (A):-</p> <p>“103. (A) 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 for that resolution), but this prohibition shall not apply to any of the following matters namely:</p> <p style="margin-left: 40px;">(i) the giving of any security or indemnity either:</p> <p style="margin-left: 80px;">(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</p> <p style="margin-left: 80px;">(b) to a third party in respect of a debt or obligation of the Company or any of its</p> | <p>(iv) 於現有公司細則第102.(a)條第一行「他」一字後，緊隨加上「或其任何聯繫人士」字句；</p> <p>(v) 於現有公司細則第102.(b)條第一行「他」一字後，緊隨加上「或其任何聯繫人士」字句；及</p> <p>(vi) 於現有公司細則第102.(b)條第三行「他」一字後，緊隨加上「或其任何聯繫人士」。</p> <p>(5) 刪除現有公司細則第103.(A)及103.(B)條全文，並以下述新公司細則第103.(A)條取代：—</p> <p>「103.(A) 董事不得就批准該董事或其任何聯繫人士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(亦不得計入有關決議案的法定人數內)，但此限制並不適用於以下事宜：</p> <p style="margin-left: 40px;">(i) 在下列情況下給予任何抵押或賠償保證：</p> <p style="margin-left: 80px;">(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士提供任何抵押或賠償保證；或</p> <p style="margin-left: 80px;">(b) 就董事或其聯繫人士本身單獨或共同提供全部或部份擔保或賠</p> |
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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;

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) 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;

(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，而董事或其聯繫人士在發售建議之包銷或分包銷中以參與者身份擁有權益；

(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;

(iii) 任何有關董事或其聯繫人士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)或董事或其聯繫人士在其中實益擁有股份(惟董事及其任何聯繫人士等並非在其中(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) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

(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) the adoption, modification or operation of any employees'

(a) 採納、修訂或實施任何涉及本公司發行或

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share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

授予有關股份或其他證券之購股權，而董事或其聯繫人士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) 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 privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(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士及僱員有關的公積金或退休金、死亡或傷殘津貼計劃，而其中並無給予董事或其聯繫人士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.”

(v) 任何董事或其聯繫人士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。」

(6) Amending the existing Bye-law 103. (D) as follows:-

(6) 修訂公司細則第103.(D)條如下：—

(i) By inserting the words “or any of his associates” after the words “of a Director” in the second line of the existing Bye-law 103. (D);

(i) 於現有公司細則第103.(D)條第二行「董事之」字句其後，緊隨加入「或其任何聯繫人士之」字句；

(ii) By inserting the words “or any of his associates” after the words “chairman of the meeting” in the second line of the existing Bye-law 103. (D);

(ii) 於現有公司細則第103.(D)條第二行「大會主席」一詞其後，緊隨加入「或其任何聯繫人士」字句；

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- (iii) By inserting the words “or any of his associates” after the words “of the Director” in the sixth line of the existing Bye-law 103. (D);
- (iv) By inserting the words “or any of his associates” after the words “chairman of the meeting” in the eighth line of the existing Bye-law 103. (D); and
- (v) By inserting the words “or any of his associates” after the words “of such chairman” in the tenth line of the existing Bye-law 103. (D).
- (7) Renumbering the existing Bye-law 103. (C) as Bye-law 103. (B); renumbering the existing Bye-law 103. (D) as Bye-law 103. (C); and renumbering the existing Bye-law 103. (E) as Bye-law 103. (D).
- (8) Deleting the existing Bye-law 89A and substituting therefor the following new Bye-law 89A:—
- “89A. 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 will 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.”
- (iii) 於現有公司細則第103.(D)條第六行「董事之」字句其後，緊隨加入「或其任何聯繫人士之」字句；
- (iv) 於現有公司細則第103.(D)條第八行「大會主席」一詞其後，緊隨加入「或其任何聯繫人士」字句；及
- (v) 於現有公司細則第103.(D)條第十行「該主席之」字句其後，緊隨加入「或其任何聯繫人士之」字句。
- (7) 將現有公司細則第103.(C)條重新編號為公司細則第103.(B)條；將現有公司細則第103.(D)條重新編號為公司細則第103.(C)條；及將現有公司細則第103.(E)條重新編號為公司細則第103.(D)條。
- (8) 刪除現有公司細則第89A條全文，並以下述新公司細則第89A條取代：—
- 「89A. 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)

- (9) Deleting the existing Bye-law 157 and substituting therefor the following new Bye-law 157:—

“157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing Auditor (if any) may act.”;

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
Chairman

Hong Kong, 16 August 2004

As at the date hereof, the executive directors of the Company are Mr Chan How Chung, Victor, Miss Lee Huei Lin, Elizabeth and Mr Chan Wai Kwong, Peter. The independent non-executive directors of the Company are Mr Chow Siu Ngor and Mr Ting Leung Huel, Stephen.

- (9) 刪除現有公司細則第157條全文，並以下述新公司細則第157條取代：—

「157. 倘核數師一職因其辭任或身故而出現空缺，或其因疾病或其他殘疾而於任職期間內未能履行職務，董事可委任另一名核數師以填補臨時空缺。惟於未填補有關空缺前，尚存或留任之核數師(如有)可暫時處理。」;

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

主席
陳孝聰

香港，二零零四年八月十六日

於本通告日期，本公司之執行董事為陳孝聰先生、李慧玲小姐及陳為光先生。本公司之獨立非執行董事為鄒小岳先生及丁良輝先生。

NOTICE OF ANNUAL GENERAL MEETING (continued)

股東週年大會通告(續)

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend the meeting.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. A document setting out further information regarding resolutions nos. 5 to 8 above will be despatched to shareholders together with the 2004 Annual Report.

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,香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心19樓1901至5室,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二零零四年年報一併寄予股東。