

# 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 Tuesday, 14 June 2005 at 11:00 a.m. 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 2004.
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.
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」)謹訂於二零零五年六月十四日星期二上午十一時正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. 省覽本公司截至二零零四年十二月三十一日止年度之經審核賬目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。
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；

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(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；

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- (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

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(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."

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

Hong Kong, 29 April 2005

*As at the date hereof, the executive directors of the Company are Mr Chan How Chung, Victor, Miss Lee Huei Lin and Mr Boo Chun Lon. The independent non-executive directors of the Company are Mr Yuen Wai Ho, Mr On Kien Quoc and Mr Chow Siu Ngor.*

(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。」

承董事會命  
執行董事  
**陳孝聰**

香港，二零零五年四月二十九日

於本公佈日期，本公司之執行董事為陳孝聰先生、李慧玲小姐及巫峻龍先生。本公司之獨立非執行董事分別為阮煒豪先生、溫國堅先生及鄧小岳先生。

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### 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 Ground Floor, 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 no. 2 and nos. 5 to 7 of the notice of the Meeting will be sent 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,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2及第5至第7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。