

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 Monday, 19 June 2006 at 4:30 p.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements together with the Directors' Report and the Auditors' Report for the year ended 31 December 2005.
2. To re-elect directors.
3. To authorize the board of directors to fix the directors' remuneration.
4. To re-appoint auditors and to authorize 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 recognized 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」）謹訂於二零零六年六月十九日星期一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. 省覽本公司截至二零零五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；

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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；

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- (b) the approval in sub-paragraph (a) above shall authorize 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 recognized 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 as follows:-

(a) amending the existing Bye-law 70 by:

(i) inserting the words "voting by way of a poll is required by the Listing Rules or" after the words "on a show of hands unless" in the first sentence of Bye-law 70;

(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6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」）：—

(a) 修訂現有公司細則第70條如下：

(i) 於公司細則第70條第一句「以舉手方式進行，除非」字句後，加上「上市規則要求須以點票方式進行」字句；

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- (ii) deleting the full-stop at the end of the existing Bye-law 70(iv) and replacing therewith a semicolon and the word “or”; and
- (iii) inserting the following as new Bye-law 70(v):
- “(v) if required by the Listing Rules, by the Chairman of the Meeting and/or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”
- (b) amending the existing Bye-law 71 by inserting the following sentence after the last sentence:
- “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”
- (c) amending the existing Bye-law 76 by inserting the words “or by proxy” after the words “every shareholder who is present in person or by a duly authorised corporate representative” on the fourth line.
- (d) deleting the existing Bye-law 81 in its entirety and substituting therefor the following new Bye-law 81:
- “81. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.”
- (ii) 刪除現有公司細則第 70(iv)條最後之句號，並以分號加上「或」取代；及
- (iii) 加入下文作為新增公司細則第 70(v)條：
- 「(v) 倘上市規則所規定，個別或共同持有於該大會總投票權百分之五(5%)或以上委任代表書之任何董事及／或大會主席有權要求進行投票表決。」
- (b) 修訂現有公司細則第 71 條，在最後一句後加入以下一句：
- 「本公司只須在上市規則規定的情況下披露股數投票數字。」
- (c) 修訂現有細則第 76 條，於第四行在「每名親自出席之股東或授權公司代表」後加入「或委任代表」字眼。
- (d) 刪除現有公司細則第 81 條整條，並以下述新公司細則第 81 條取代：
- 「81. 本公司有權出席本公司會議或本公司任何級別的股份持有人的會議及於會上投票的任何股東有權委任另一人作其委任代表，代表其出席會議及在會上投票。投票可親自或由正式授權公司代表或委任代表作出。持有兩股或以上的股東可委任超過一名代表出席同一場合。委任代表無須為股東。此外，代表一名個別股東或企業股東的一名或以上委任代表有權行使其代表的股東同樣可行使的權力，包括個別的舉手投票權。」

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- (e) amending the existing Bye-law 87(B) by deleting the words “notwithstanding any contrary provisions in Bye-laws 76 and 81” at the end of the second sentence thereof.
- (f) amending the existing Bye-law 97(A)(vi) by deleting the words “a Special” and replacing them with “an Ordinary” on the first line.
- (g) amending the existing Bye-law 99 by deleting the first sentence thereof and substituting therefor the following:
- “At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”
- (h) amending the existing Bye-law 102(A) by deleting the last sentence thereof.
- (i) amending the existing Bye-law 102(B) by deleting the last sentence and substituting therefor the following:
- “Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting. Any Director who holds office only until the next following annual general meeting pursuant to this Bye-law shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such annual general meeting.”
- (e) 修訂現有公司細則第 87(B)條，在其第二句末刪除「儘管就公司細則第 76 及 81 條有矛盾的任何條文」字眼。
- (f) 修訂現有公司細則第 97(A)條，刪除第一句中「一個特別」字眼，並以「一個普通」取代。
- (g) 修訂現有公司細則第 99 條，刪除第一句，並以下文取代：
- 「在每次年度股東週年大會，當時三分之一的董事或如果數目並非三或三的倍數，則最接近但不少於三分之一的董事須輪值告退，惟每名董事須最少每三年輪值告退。退任的董事可膺選連任，並須在退任的會議期間繼續擔任董事職務。」
- (h) 修訂現有公司細則第 102(A)條，刪除最後一句。
- (i) 修訂現有公司細則第 102(B)條，刪除最後一句，並以下文取代：
- 「任何獲委任之董事將一直任職至下次本公司股東大會（倘為填補空缺）或一直任職至下屆本公司股東週年大會（倘加入董事會為額外董事），惟具資格在該大會上膺選連任。任何根據本公司細則任期僅至下屆股東週年大會之董事，於釐訂於該股東週年大會上輪值告退之董事或董事人數時，不會被納入考慮之列。」

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- (j) amending the existing Bye-law 104 by deleting the word "Special" and replacing it with "Ordinary" after the words "The Company may by".

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

Hong Kong, 28 April 2006

As at the date hereof, the executive directors of the Company are Mr Chan How Chung, Victor, Ms 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.

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. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. 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 registrar in Hong Kong, Standard Registrars Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. A circular containing the information with respect to Resolutions no. 2 and nos. 5 to 8 of this Notice will be sent to shareholders together with the 2005 Annual Report.

- (j) 修訂現有公司細則第 104 條，在「本公司可以」字眼後刪除「特別」字眼，並以「普通」取代。」

承董事會命
執行董事
陳孝聰

香港，二零零六年四月二十八日

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

附註：

1. 凡有權出席大會及投票之本公司股東均可委任一名或以上代表代其出席及投票。受委代表無須為本公司股東。如多於一名委任代表被委任，權力分佈則需根據委任表格上所列示之股數及種類而分配。
2. 如果任何股份有聯名持有人，任何一位可親自或委任代表在以上會議（或其任何續會）就該等股份投票，猶如其為擁有該等股份的唯一人士；但如超過一名聯名持有人親自或委任代表出席以上會議，則在本公司就該等股份的股東名冊上排最前位的一名上述出席人士將擁有唯一投票權。
3. 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，地址為香港皇后大道東 28 號金鐘匯中心 26 樓，方為有效。
4. 一份載有本通告內所述第 2 及第 5 至第 8 項決議案資料之通函將隨同二零零五年年報一併寄予股東。