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REXCAPITAL Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

POSTPONEMENT IN DESPATCH OF CIRCULAR

Reference is made to the two announcements made by the Company on 22 and 24 March 2006 in relation to the Major Transaction and the Connected Transaction, respectively. The Company has applied to the Stock Exchange for a waiver from strict compliance with Listing Rule 14.38 and Rule 14A.49 in relation to the timing for the despatch of the Circular. The Circular is expected to be available for despatch as soon as practicable but not later than 10 May 2006.

Reference is made to (i) the announcement made by the Company on 22 March 2006 in relation to the Share Purchase Agreement under which, among other matters, the Company will acquire the entire issued share capital of Multi Glory (the “**Major Transaction**”); and (ii) the announcement made by the Company on 24 March 2006 in relation to the Placing and Subscription, whereas the 2nd Tranche Subscription Shares constitutes a connected transaction of the Company (the “**Connected Transaction**”) (collectively, the “**Announcements**”). Terms used herein shall have the same meanings as defined in the Announcements unless the context otherwise requires.

Pursuant to the Listing Rules, circulars regarding the Major Transaction and the Connected Transaction as mentioned in the Announcements are required to be despatched to the Company’s shareholders within 21 days after publication of the Announcement. The Company proposes to issue one singular circular (the “**Circular**”) to deal with both the Major Transaction and the Connected Transaction. As the auditors of the Company need to obtain the necessary information of the Sinodata Group to prepare the accountants’ report, and additional time is required for the independent financial adviser to prepare the advice letter and have the letter reviewed by the independent board committee, the Company has applied to the Stock Exchange for a

waiver from strict compliance with the requirements under Rule 14.38 and Rule 14A.49 of the Listing Rules in relation to the timing for the despatch of the Circular. The Directors expect that the Circular will be available for despatch as soon as practicable but not later than 10 May 2006.

By Order of the Board
Chan How Chung, Victor
Executive Director

As at the date of this announcement, the Board comprises three executive directors namely Mr. Chan How Chung, Victor, Ms. Lee Huei Lin and Mr. Boo Chun Lon and three independent non-executive directors namely Mr. Yuen Wai Ho, Mr. On Kien Quoc and Mr. Chow Siu Ngor.

Hong Kong, 12 April 2006

Please also refer to the published version of this announcement in The Standard.