



REXCAPITAL Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Form of proxy for use at the annual general meeting (the "Meeting") to 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. and at any adjournment thereof.

I/We (note 1) _____ of _____ being the registered holder(s) of (note 2) _____ share(s) of HK\$0.01 each in the capital of REXCAPITAL Financial Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____ of _____ or failing him, the chairman of the Meeting, to act for me/us as my/our proxy at the Meeting for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the Resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

ORDINARY RESOLUTIONS	FOR	AGAINST
(1) To receive and consider the audited financial statements and the reports of the Directors and Auditors thereon for the year ended 31 December 2005.		
(2) To re-elect Mr Yuen Wai Ho as Director.		
(3) To authorize the Board of Directors to fix the remuneration of Directors.		
(4) To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.		
(5) To grant a general mandate to the Directors to repurchase shares of the Company.		
(6) To grant a general mandate to the Directors to issue new shares of the Company.		
(7) To extend the general mandate to issue new shares by adding the number of shares repurchased.		
SPECIAL RESOLUTION		
(8) To approve the amendments to the Bye-laws of the Company.		

Dated this _____ day of _____ 2006 Signature (note 5): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized in that behalf.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereof; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- 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 deposited at the Company's branch share registrars in Hong Kong, Standard Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person in order to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**