



# REXCAPITAL Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

## FORM OF PROXY FORM SPECIAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.01 each (the "Share(s)") in the capital of REXCAPITAL Financial Holdings Limited (the "Company")

**HEREBY APPOINT** \_\_\_\_\_  
of \_\_\_\_\_

**OR FAILING HIM THE CHAIRMAN OF THE MEETING<sup>3</sup>** (as defined below) as my/our proxy to attend and act for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Thursday, 29 June 2006 at 4:30 p.m. (the "Meeting") for the purpose of considering and, if thought fit with or without modification, passing the resolutions as set out in the notice convening the Meeting (the "Notice of Meeting") and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To approve the ordinary resolution No. 1 in relation to the Share Purchase Agreement as set out in the Notice of Meeting.		
2. To approve the ordinary resolution No. 2 in relation to the 2nd Tranche Subscription Shares as set out in the Notice of Meeting.		
3. To approve the ordinary resolution No. 3 in relation to the refreshment of the Share Option Scheme Mandate as set out in the Notice of Meeting.		

Signature(s): \_\_\_\_\_

Full name(s) (Block Capitals): \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006

### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to related to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the relevant reference and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for the resolution, tick in the relevant box marked "For". If you wish to vote against the resolution, tick in the relevant box marked "Against". If no direction is given the proxy will vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution property put to the Meeting in addition to the one referred to in the Notice of Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign on behalf of the corporation.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch registrar in Hong Kong, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In the case of joint holders of a Share, if more than one of such joint holders are present at the Meeting, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion of this form will not preclude you from attending and voting at the Meeting if you so wish.