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## **REXCAPITAL Financial Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 555)**

### **PLACING OF EXISTING SHARES**

The Board is pleased to announce that the Placing Agent has successfully placed a total of 730,000,000 Placing Shares on behalf of the Vendor to more than 6 places at the Placing Price of HK\$0.35 per Placing Share.

Reference is made to the announcement of the REXCAPITAL Financial Holdings Limited (the “**Company**”) dated 3 August 2006 (the “**Announcement**”) in relation to the placing of up to 730,000,000 existing Shares on behalf of the Vendor and the subscription of up to 730,000,000 new Shares by the Subscriber at the Placing Price of HK\$0.35 per Share. Unless otherwise stated, terms used in this announcement shall have the same meaning as defined in the Announcement.

The Board is pleased to announce that the Placing Agent has successfully placed a total of 730,000,000 Placing Shares on behalf of the Vendor to more than 6 places at the Placing Price of HK\$0.35 per Placing Share. The Placing will be completed on 8 August 2006 or such other date as agreed by the Vendor and the Placing Agent.

Pursuant to the Subscription Agreement, the Vendor has conditionally agreed to subscribe for the Subscription Shares which is equivalent to 730,000,000 Shares on the Completion Date. Completion of the issue and allotment of the Subscription Shares is conditional upon the conditions set out in the paragraph headed “Conditions of the Subscription” in the Announcement.

The 730,000,000 Placing Shares represent approximately 15.32% of the existing issued share capital of the Company as at the date of this announcement and will represent approximately 13.28% of the issued share capital of the Company as enlarged by the Subscription.

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

*As at the date of this announcement, the Board comprises two executive directors namely Mr. Chan How Chung, Victor 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, 4 August 2006

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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