



REXCAPITAL Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

RESULTS OF THE SPECIAL GENERAL MEETING

Reference is made to the announcement made by REXCAPITAL Financial Holdings Limited (the "**Company**") dated 9 January 2008 and the circular of the Company dated 5 June 2008 (the "**Circular**"). Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions relating to (1) the Share Purchase Agreement and the transactions contemplated thereunder; and (2) refreshment of the Scheme Mandate Limit, were duly passed by the Shareholders by way of poll at the Special General Meeting held on 23 June 2008.

As at the date of the Special General Meeting, the total number of issued shares in the Company was 7,158,000,000 Shares. To the best of the knowledge of the Directors, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the Special General Meeting were 7,158,000,000 Shares. As at the Latest Practicable Date, Billion Invest and/or its beneficial owner do/does not beneficially own any Shares in the Company. As such, none of the existing Shareholders were required to abstain from voting at the Special General Meeting. Save as the above, there is no restriction on any shareholders to cast votes on any of the resolutions at the Special General Meeting.

Tricor Standard Limited, the Company's branch share registrar and transfer office, was appointed as the scrutineer in the Special General Meeting for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to vote at the Special General Meeting:

| Ordinary Resolutions | | No. of Votes (%) | |
|----------------------|---|---------------------------|-------------------------|
| | | For | Against |
| 1. | To approve the Share Purchase Agreement and the transactions contemplated thereunder. | 2,841,914,563 (100%) | 0 (0%) |
| 2. | To approve the refreshment of the Scheme Mandate Limit. | 2,098,398,886 (73.42%) | 759,865,677 (26.58%) |

As more than 50% of the votes were cast in favour of the respective resolution, each of the above resolutions was duly passed as an ordinary resolution of the Company.

By Order of the Board
Ng Yuen Yee
Company Secretary

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. Chow Siu Ngor and Mr. Lee Ka Lun.

Hong Kong, 23 June 2008