



REXCAPITAL Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Special General Meeting”) of REXCAPITAL Financial Holdings Limited (the “Company”) will be held at 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 23 June 2008 at 4:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the conditional share sale and purchase agreement dated 31 December 2007 (the “Share Purchase Agreement”) entered into between Multi Glory Limited (the “Purchaser”) and Billion Invest Limited (the “Vendor”) in relation to the proposed acquisition of the entire issued share capital of Top Manage Group Limited by the Purchaser from the Vendor pursuant to the Share Purchase Agreement at a consideration of HK\$600,000,000 which is to be satisfied as to HK\$240,000,000 in cash and as to HK\$360,000,000 by the issue of 254,000,000 new shares of HK\$0.01 each in the share capital of the Company (the “Consideration Shares”) at an issue price of approximately HK\$1.4173 per Consideration Share to the Vendor (or its nominee) (the “Acquisition”), a copy of the Share Purchase Agreement has been produced to the meeting and initialed by the chairman of the meeting for identification purpose and the Acquisition, the issue of the Consideration Shares and the performance by the Company thereof and the transactions contemplated therein be and are hereby confirmed, ratified and approved; and that any one or more of the directors of the Company be and are hereby authorized to sign, seal, execute, perfect, deliver or do all such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things, matters and take all such actions as he or they may in his or their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing the

Share Purchase Agreement and the exercise or enforcement of any of the Company's rights under the Share Purchase Agreement including, inter alia, upon the Share Purchase Agreement becoming unconditional, the authority to complete the transactions contemplated by the Share Purchase Agreement or to procure completion of the same and to make and agree with such changes in the terms of the Share Purchase Agreement as any such director(s) may in his or their discretion consider necessary, desirable or expedient and in the interest of the Company; and

(b) the directors of the Company be and are hereby authorized to allot and issue the Consideration Shares to the Vendor (or its nominee) upon the completion of the Acquisition or any part thereof, credited as fully paid pursuant to the terms of the Share Purchase Agreement, such Consideration Shares shall, when allotted and issued, rank pari passu in all respects with the existing shares of the Company in issue at the date of allotment and issue of the Consideration Shares.”

2. **“THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares in the share capital of the Company (the “Shares”) to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted on 22 November 2002 (“Share Option Scheme”) in the manner as set out in paragraph (a) of this resolution below,

(a) the refreshment of the Scheme Mandate Limit be and is hereby approved provided that the total number of Shares which may be allotted and issued pursuant to the exercise of options granted or to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares of the Company in issue as at the date of passing of this resolution; and

(b) the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the board of
REXCAPITAL Financial Holdings Limited
Chan How Chung, Victor
Executive Director

Hong Kong, 5 June 2008

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.

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on behalf of him. Vote may be given either personally or by a duly authorized corporate representative or by proxy. A Member who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy to attend on the same occasion provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a Member. In addition, a proxy or proxies representing either an individual Member or a Member which is a corporate, shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, including, without limiting the generality of foregoing, but subject to the right to vote individually on a show of hands.
2. The instrument appointing a proxy shall be in writing under hand of the appointor or of his attorney duly authorized in writing or, if the appointor is corporation, either under seal or under hand of an officer or attorney duly authorized.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company’s share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Special General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude of a Member from attending and voting in person at the meeting or poll concerned.
4. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution unless it states that it is valid for all meetings whatsoever until revoked with the exception that any instrument may be used at any adjournment of the meeting for which it was originally intended and on a poll demanded at a meeting or adjourned meeting provided that in all these cases the meeting was originally held within 12 months from such date.
5. The instrument appointing a proxy to vote shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.

6. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorized corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or power of the attorney or other authority under which the proxy was executed or transfer of the Share in respect of which the proxy is given provided that no intimation in writing of the death, insanity, revocation or transfer has been received at the office or such other place as was specified for the deposit of instrument of proxy or by the chairman of the meeting at least 2 hours before the commencement of the meeting or any adjourned meeting at which the instrument of proxy is used.