

## Chairman's Statement

### 主席報告書

#### TO OUR FELLOW SHAREHOLDERS

On behalf of the board of Directors (the "Board"), I hereby present the annual results of REXCAPITAL International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") for the financial year ended 31 March 2005.

#### OPERATING RESULTS

During the year ended 31 March 2005, the Group recorded a turnover of HK\$48,174,000 (2004: HK\$61,184,000). The loss attributable to shareholders was HK\$376,313,000 (2004: loss of HK\$2,126,000).

The Board does not recommend the payment of a final dividend for the year ended 31 March 2005.

#### BUSINESS REVIEW AND PROSPECTS

Compared with last year, our results for the year under review reflected our sustainable business operations in strategic investments and capital market activities, as well as financing business. Accompanied by the gradual recovery of the Hong Kong economy in the year of 2004, the Group took a cautious approach on the strategic investments and therefore, recorded a stable growth. However, by leveraging on our management skills, we improved our operating efficiency and achieved a 12% reduction in our operating costs.

Our challenge has been to invest at the right pace and at the right time in the growing markets. To do this, we have pursued a business strategy of diversification. After extensive research and consideration, we are certain that the solar-energy-related business will become a new engine to increase our Group's earnings. In July 2005, the Group entered into a sale and purchase agreement with a company wholly-owned by Dr. Zoltan Kiss, a world renowned solar power expert, to acquire the entire issued capital of Eaglefly Technology Limited ("Eaglefly") for a total consideration of approximately HK\$123 million. On completing this acquisition, the Group, through Eaglefly, will hold a 51% equity interest in Terra Solar Global Inc. and its subsidiaries (the "Terra Solar Group").

#### 致各股東

本人謹代表董事會（「董事會」）呈報御泰國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）於截至二零零五年三月三十一日止財政年度之業績。

#### 經營業績

於截至二零零五年三月三十一日止年度，本集團錄得營業額48,174,000港元（二零零四年：61,184,000港元）。股東應佔虧損為376,313,000港元（二零零四年：虧損2,126,000港元）。

董事會不建議派發截至二零零五年三月三十一日止年度末期股息。

#### 業務回顧及前景

與往年比較，本年度的業績反映了本集團持續發展的業務營運的成果，包括策略性投資及資本市場活動，以及融資業務。於二零零四年，隨著本港經濟日漸復甦，本集團繼續採取審慎的投資策略，因而本年度的業績表現平穩。憑藉本集團的專業管理，我們提升了營運效益，將營運成本下調了12%。

對本集團來說，最大的挑戰是在適當的時間配合適當的步伐，選擇投資在市場上具增長的項目。為此，本集團積極地進行多元化的業務發展策略。經廣泛的研究及詳細考慮下，本集團將會致力拓展太陽能相關業務，擴充本集團主要的盈利增長來源。於二零零五年七月，本集團以總代價約123,000,000港元收購世界太陽能發電權威Dr. Zoltan Kiss旗下全資擁有之Eaglefly Technology Limited（「Eaglefly」）之全部已發行股本。完成交易後，本集團將透過Eaglefly持有Terra Solar Global Inc. 及其附屬公司（「Terra Solar集團」）51% 股權。

## Chairman's Statement (continued)

### 主席報告書 (續)

Terra Solar Group and its management team are recognized experts in solar power development. They were instrumental to the development of the technology and manufacturing facilities that are currently used in a majority of the world's a-Si thin-film production. The Group regards the Terra Solar Group as a viable investment target. Given the rising oil prices during the past six months, as well as the rapid and long-term increase in worldwide demand for energy – particularly when fossil-fuel resources appear to be in a continuing decline – the strong market growth and interest in solar-power projects is expected to be sustained. The Group considers the Terra Solar Group as an unique investment opportunity to tap into the fast growing and highly rewarding environmentally friendly energy business with leading market position and unparalleled technology. We are confident that this acquisition will generate excellent returns to our shareholders.

In the year ahead, we will focus our efforts in expanding the newly acquired solar-energy-related business while continue to develop our existing core business segments in order to maximize the returns for our shareholders.

### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my heartfelt appreciation to our shareholders, investors and business partners for their continued support and confidence in the Group. I would also like to thank the management team and all staff members for their devoted service and loyalty.

Last, but not least, I would like to thank my fellow directors who have offered invaluable advice and leadership over the year.

**Chan How Chung, Victor**  
*Chairman*

Hong Kong, 28 July 2005

Terra Solar集團及其管理團隊被公認為發展太陽能項目的專家。彼等一直致力開發應用於全球大部分矽薄膜生產之技術及製造設備，對推動整體業務發展建樹良多。本集團深信Terra Solar集團是最佳的投資。適逢在過去六個月油價上漲、全球對能源需求上升，特別是化石燃料的資源持續減少，預料太陽能項目之市場將會不斷增長。綜觀Terra Solar集團在行內獨有的發展優勢及技術，本集團認為拓展這個高增長、高回報的環保能源行業，是一個難能可貴的投資機會，我們深信是次收購必定為股東帶來更豐碩的回報。

展望未來，本集團於積極開展太陽能相關業務的同時，亦會繼續發展現有的核心業務，務求為股東創造豐厚的回報。

### 致謝

本人謹藉此機會代表董事會，對各股東、投資者及業務夥伴在過去一年給予本集團不斷的支持和信任，深表謝意。同時，對於管理層及各員工對公司業務的熱誠投入及忠誠，特此致謝。

最後，在過去的一年，各董事在董事會內提供許多寶貴意見及顯示堅毅的領導，本人亦在此一併感謝。

*主席*  
**陳孝聰**

香港，二零零五年七月二十八日