

## Notice of Annual General Meeting

### 股東週年大會通告

NOTICE is hereby given that the annual general meeting of REXCAPITAL International Holdings Limited (the "Company") will be held at Lecture Room B, Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen's Road Central, Hong Kong on Wednesday, 31 August 2005 at 4:30 p.m. for the following purposes:-

#### AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2005.
2. To re-elect directors.
3. To authorize the board of directors to fix the remuneration of directors.
4. To re-appoint auditors and authorize the board of directors to fix their remuneration.

#### AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

"THAT:-

- (1) subject to paragraphs (2) and (3) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;

茲通告御泰國際控股有限公司（「本公司」）謹訂於二零零五年八月三十一日星期三下午四時三十分假座香港皇后大道中99號中環中心地下一室專業聯合中心演講廳B舉行股東週年大會，藉以處理下列事項：—

#### 普通事項

1. 省覽本公司截至二零零五年三月三十一日止年度之經審核財務報表及董事會與核數師報告。
2. 重選董事。
3. 授權董事會釐定董事酬金。
4. 重聘核數師及授權董事會釐定彼等之酬金。

#### 特別事項

5. 考慮及酌情通過以下決議案（不論有否修訂）為普通決議案：—

「動議：—

- (1) 在下文第(2)及第(3)段規限下，一般及無條件批准本公司董事於有關期間（定義見下文）內，在香港聯合交易所有限公司（「聯交所」）或可供本公司證券上市並獲得香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所，根據所有適用法例及／或聯交所證券上市規則或任何其他證券交易所不時修訂之規定，行使本公司所有權力購回本公司之股份；

## Notice of Annual General Meeting (continued)

### 股東週年大會通告 (續)

(2) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

(3) the aggregate amount of subscription rights attached to the warrants to be purchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10 per cent of the aggregate amount of subscription rights attached to such warrants outstanding at the date of passing this resolution, and the said approval shall be limited accordingly; and

(4) for the purposes of this resolution:-

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the members of the Company in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s bye-laws to be held.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

“THAT:-

(1) subject to paragraph (3) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be hereby generally and unconditionally approved;

(2) 依據上文第(1)段之批准購回之股份，面值總額不得超過本決議案獲通過當日本公司已發行股本面值總額之10%，而上述之批准亦以此數額為限；

(3) 按上文第(1)段之批准，本公司購回認股權證所附之購股權總額不得超過於本決議案通過當日尚未行使之認股權證所附之購股權總額之10%，而上文第(1)段之批准亦以此為限；及

(4) 就本決議案而言：—

「有關期間」指由本決議案獲通過當日起至下列三者中最早日止之期間：—

(i) 本公司下屆股東週年大會結束時；

(ii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案時；及

(iii) 按適用法例或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿之日。」

6. 考慮及酌情通過以下決議案（不論有否修訂）為普通決議案：—

「動議：—

(1) 在下文第(3)段之規限下，一般及無條件批准本公司董事於有關期間（定義見下文）內，行使本公司所有權力，以配發、發行或處理本公司股本中之額外股份，以及作出或授予可能須行使該等權力之售股建議、協議及購股權；

## Notice of Annual General Meeting (continued)

### 股東週年大會通告 (續)

- (2) the approval in paragraph (1) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
  - (3) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (1) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any option under any option scheme or similar arrangement for the time being adopted for the grant or issue to relevant eligible participants of shares or rights to acquire shares of the Company; (iii) the exercise of subscription rights or conversion rights attaching to the warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly;
  - (4) for the purposes of this resolution, "Relevant Period" shall have the same meaning as in resolution no. 5(4) above; and
  - (5) "Rights Issue" means an offer of shares or other securities of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People's Republic of China)."
- (2) 上文第(1)段之批准可授權本公司董事於有關期間內，作出或授予可能須於有關期間結束後行使該等權力之售股建議、協議及購股權；
  - (3) 本公司董事依據本決議案第(1)段所批准而配發或有條件或無條件同意配發（不論是否依據購股權或其他方式而配發）之股本面值總額（但不包括(i)配售新股（定義見下文）；(ii)行使本公司根據當時所採納，以向有關合資格人士授出或發行認購或購入本公司股份之購股權之任何購股權計劃或類似安排所授出之購股權；(iii)行使本公司所發行之任何認股權證附有之認購權或換股權，或任何可轉換為本公司股份之證券附有之認購權或換股權；或(iv)任何按照本公司之公司細則進行之以股代息計劃或類似安排而配發股份以代替本公司派發之全部或部份股息）不得超過於本決議案獲通過當日，本公司已發行股本面值總額20%，而上述批准亦須受此數額限制；
  - (4) 就本決議案而言，「有關期間」之涵義與上文第5(4)項決議案所界定者相同；及
  - (5) 「配售新股」指本公司董事於指定期間，向於指定記錄日期名列本公司股東名冊之本公司任何類別股份持有人，按彼等當時持有該類股份之比例配售本公司該類股份或其他證券之建議（惟本公司董事可就零碎股權或經考慮適用於本公司之法例規定之任何規限或責任，或中華人民共和國香港特別行政區以外任何地區之任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權益或另作安排）。

## Notice of Annual General Meeting (continued)

### 股東週年大會通告 (續)

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:—

“THAT conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options be hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:—

“THAT the bye-laws of the Company (the “Bye-laws”) be and are hereby amended as follows:—

- (1) amending the existing Bye-law 66 by:

(i) inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “on a show of hands unless” in the third sentence of Bye-law 66;

(ii) deleting the full-stop at the end of existing Bye-law 66(d) and replacing therewith a semicolon and the word “or”; and

- (iii) inserting the following as new Bye-law 66(e):

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

7. 考慮及酌情通過以下決議案（不論有否修訂）為普通決議案：—

「動議在本大會通告第5項及第6項決議案通過之條件下，擴大授予本公司董事配發、發行及處理本公司股本中新增之股份而行使此等權力之售股建議、協議及購股權之一般授權，在其中加入相當於本公司根據本大會通告第5項決議案授予之權力購回本公司股本之面值總額，惟該數額不得超過本決議案通過當日本公司已發行股本面值總額10%。」

8. 考慮及酌情通過以下決議案（不論有否修訂）為特別決議案：—

「動議按下述方式修訂本公司之公司細則（「公司細則」）：

- (1) 修訂現有公司細則第66條如下：

(i) 於公司細則第66條第三句「以舉手方式進行，除非」字句後，加上「指定證券交易所規定須以點票方式進行」字句；

(ii) 刪除現有第66(d)條最後之句號，並以分號加上「或」取代；及

- (iii) 加入下文作為新增公司細則第66(e)條：

「(e) 倘指定證券交易所所有規定，個別或共同持有於該大會總投票權百分之五(5%)或以上委託書之任何董事有權要求進行投票表決。」

## Notice of Annual General Meeting (continued)

### 股東週年大會通告 (續)

- (2) deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

“68. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

- (3) amending the existing Bye-law 86(2) by:

- (i) deleting the word “annual” after the word “following” in the second sentence of Bye-law 86(2); and
- (ii) inserting the following as the last sentence of Bye-law 86(2):

“Any Director appointed pursuant to this Bye-law shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation pursuant to Bye-law 88.”

- (4) amending the existing Bye-law 88 by deleting the first sentence thereof and substituting therefor the following:

“At each Annual General Meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (excluding those holding the office of Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. Every Director holding the office of Chairman or Managing Director shall be subject to re-election once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”

By order of the board

**Chan How Chung, Victor**  
Chairman

Hong Kong, 29 July 2005

- (2) 刪除現有公司細則第68條全文，並以下文取代：

「68. 倘正式要求以點票方式表決，則表決之結果將視為要求表決之會議之決議案。倘指定證券交易所之規則有所規定，則本公司僅須披露以點票方式表決之票數。」

- (3) 修訂現有公司細則第86(2)條如下：

- (i) 刪除公司細則第86(2)條第二句「之後」字詞後「週年」一字；及
- (ii) 加入以下字句為公司細則第86(2)條句末：

「根據本公司細則委任之任何董事不得計入根據公司細則第88條須輪值退任之特定董事或董事人數內。」

- (4) 刪除現有公司細則第88條第一句，並以下文取代之作修訂：

「在每屆股東週年大會上，當時三分之一之董事（或倘人數並非三(3)之倍數，則以最接近但不少於三分之一之人數為準）須輪值告退，而每名董事（擔任主席或董事總經理者除外）均須最少每三年輪值告退。擔任主席或董事總經理之每名董事均須每三年重選。退任董事符合資格重選，及於其告退時之整個會議上仍繼續擔任董事。」

承董事會命

主席  
**陳孝聰**

香港，二零零五年七月二十九日

## Notice of Annual General Meeting (continued)

### 股東週年大會通告 (續)

As at the date hereof, the executive directors of the Company are Mr Chan How Chung, Victor, Miss Lee Huei Lin, Mr Chan Wai Kwong, Peter, Mr Chu Chik Ming, Jack and Mr Seligman Pierre. The independent non-executive directors of the Company are Mr Chow Siu Ngor, Mr Yin Tat Man and Mr Chan Pei Cheong, Andy.

#### Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend the meeting.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. A document setting out further information regarding resolutions nos. 2 and 5 to 8 above will be despatched to shareholders together with the 2005 Annual Report.

於本通告日期，本公司之執行董事為陳孝聰先生、李慧玲小姐、陳為光先生、朱植明先生及Seligman Pierre先生。本公司之獨立非執行董事為鄒小岳先生、袁達文先生及陳庇昌先生。

#### 附註：-

1. 凡有權出席大會及投票之本公司股東均可委任代表代其出席及投票。受委代表無須為本公司股東。股東可委任一名或以上之代表出席大會。
2. 代表委任表格連同簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或其續會指定舉行時間48小時前交回本公司在香港之股份過戶登記分處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心46樓，方為有效。
3. 一份載有股東大會通告內所述第2項及第5至第8項決議案資料之通函將隨同二零零五年年報一併寄予股東。