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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** about any of the contents of this circular or as to what action to take in relation to this circular, you should consult appropriate independent advisers to obtain independent professional advice.

**If you have sold or transferred** all your shares in REXCAPITAL Financial Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## REXCAPITAL Financial Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 555)**

### PROPOSED CHANGE OF COMPANY NAME

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A notice dated 6 January 2009 convening the special general meeting of the Company (the “SGM”) to be held at 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong at 4:30 p.m. on Friday, 30 January 2009 is set out at the end of this circular. Whether or not you are able to attend the SGM, you are strongly urged to complete and sign the enclosed form of proxy, in accordance with the instructions printed thereon, and to lodge them with the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

6 January 2009

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of Directors
“Change of Company Name”	the change of the name of the Company from “REXCAPITAL Financial Holdings Limited” to “REXLot Holdings Limited” and the adoption of the Chinese name “御泰中彩控股有限公司” as a secondary name of the Company
“Company”	REXCAPITAL Financial Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) including independent non-executive director(s) of the Company
“Group”	the Company, its subsidiaries and jointly controlled entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened in relation to the proposed Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### **REXCAPITAL Financial Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 555)**

*Executive Directors:*

Chan How Chung, Victor  
Boo Chun Lon

*Independent non-executive Directors:*

Yuen Wai Ho  
Chow Siu Ngor  
Lee Ka Lun

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Suite 3401, 34/F  
COSCO Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

6 January 2009

*To the Shareholders and, for information only,  
the holders of the options of the Company*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

As announced by the Company on 22 December 2008, the Board proposes that the name of the Company be changed from "REXCAPITAL Financial Holdings Limited" to "REXLot Holdings Limited" and the adoption of the Chinese name "御泰中彩控股有限公司" as a secondary name of the Company. After the Change of Company Name becoming effective, the Chinese name of the Company "御泰金融控股有限公司" (which was adopted for identification purpose only) will no longer be used by the Company. The stock short name of the Company will also be changed accordingly.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the special resolution with respect to the proposed Change of Company Name to be proposed at the SGM.

### CONDITIONS

The proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the forthcoming SGM; and (ii) the approval of the proposed new name and proposed secondary name by the Registrar of Companies in Bermuda.

### REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in lottery system and games design business, distribution and marketing of lottery products. The Directors are of the opinion that the proposed new name of the Company provides a better identification for the Group which is in line with the Group's expansion in the lottery business and to reflect the future business development of the Company more appropriately.

### EFFECT ON CHANGE OF COMPANY NAME

Subject to the satisfaction of the conditions set out above, the proposed change of name will become effective on the date on which the Registrar of Companies in Bermuda enters the new name on the register in place of the existing name and the proposed adoption of the secondary name will become effective on the date on which the Registrar of Companies in Bermuda enters the secondary name on the register. Thereafter, the Company will comply with the necessary filing procedures in Hong Kong.

The Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company shall, after the Change of Company Name, continue to be evidence of title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for exchange of existing share certificates for new share certificates under the new name of the Company. Upon the Change of Company Name becoming effective, issue of share certificates of the Company thereafter will be in the new name and the Shares will be traded on the Stock Exchange in the new stock short name.

Further announcement(s) will be made by the Company to inform the effective date of the Change of Company Name and the arrangement for the trading and dealings in the Shares (including the date on which the Shares will be traded under the new stock short name on the Stock Exchange).

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## LETTER FROM THE BOARD

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### SGM

The SGM will be convened and held to consider and, if thought fit, approve the proposed Change of Company Name.

The notice of the SGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you wish.

Pursuant to the amendments to the Listing Rules which became effective on 1 January 2009, any vote of shareholders at a general meeting must be taken by poll and accordingly, the special resolution in relation to the proposed Change of Name will be put to vote by way of poll at the SGM. Further announcement on the results of the poll vote will be made by the Company after the SGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Board considers that the proposed Change of Company Name is in the interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

Yours faithfully,  
By order of the Board  
**Chan How Chung, Victor**  
*Executive Director*

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## NOTICE OF SGM

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### **REXCAPITAL Financial Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 555)**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) 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 Friday, 30 January 2009 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT**, subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed to “REXLot Holdings Limited” and the Chinese name “御泰中彩控股有限公司” be adopted as the secondary name of the Company, and the directors of the Company be and are hereby authorized generally to do all such acts and things and sign or execute all such documents or make such arrangements as they may, in their absolute discretion, consider necessary or expedient to effect and implement the change of name and the adoption of secondary name.”

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

Hong Kong, 6 January 2009

*As at the date hereof, the executive directors of the Company are Mr. Chan How Chung, Victor and Mr. Boo Chun Lon. The independent non-executive directors of the Company are Mr. Yuen Wai Ho, Mr. Chow Siu Ngor and Mr. Lee Ka Lun.*

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## NOTICE OF SGM

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*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. 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 appointed.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the SGM (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.