

# VXL CAPITAL LIMITED

卓越金融有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

## FORM OF PROXY FOR 2014 ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ issued shares of VXL CAPITAL LIMITED  
(the “Company”) hereby appoint<sup>3</sup> the Chairman of the 2014 Annual General Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf in the manner indicated below or if no such indication is given then to vote  
as my/our proxy think(s) fit, at the annual general meeting of the Company (the “AGM”) (and its adjournment thereof) to be held at Executive  
Boardroom, Business Centre, Level 7, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 17  
September 2014 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions set out in the  
notice convening the AGM.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To consider and receive the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2014.		
2.	To re-elect the retiring directors of the Company:		
(I)	To re-elect Mr. WONG Hoi Kin as Executive Director.		
(II)	To re-elect Mr. LIAO Pin Tsung as Executive Director.		
(III)	To re-elect Mr. LIU Hong Shen as Non-executive Director.		
(IV)	To re-elect Mr. MENG Jinlong as Non-executive Director.		
(V)	To re-elect Mr. LONG Tao as Independent Non-executive Director.		
(VI)	To re-elect Mr. REN Guo Hua as Independent Non-executive Director.		
(VII)	To re-elect Mr. CHEN Fang as Independent Non-executive Director.		
3.	To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorize the board of directors (the “Board”) to fix its remuneration.		
4.	(I) To grant a general mandate to the Board to issue additional shares of the Company (the “Shares”).		
	(II) To grant a general mandate to the Board to buy back Shares.		
	(III) To extend the general mandate on the issue of additional Shares.		
5.	To authorize the Board to fix the directors’ remuneration for the year ending 31 March 2015.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature<sup>5</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the AGM is preferred, please strike out the words “the Chairman of the 2014 Annual General Meeting or” and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. Please indicate with a “✓” in the space provided how you wish your votes to be cast. Without such specific directions the proxy may at his/her discretion vote for or against the resolution properly put to the AGM or abstain from voting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so duly authorized. In the case of joint holders, this form of proxy must be signed by the member whose name stands first in the register of members.
6. Any shareholder entitled to attend and vote at the AGM shall be entitled to appoint one (if he/she/it holds two or more shares, more than one) proxy to attend and on a poll vote instead of him. A proxy need not be a shareholder of the Company but must attend the meeting, or any adjournment thereof, in person to represent you.
7. In the case of joint holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy or by authorized representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holders.
8. In order to be valid, this form of proxy, duly executed and the power of attorney or other authority, if any, under which it is signed or an office copy or a notarially certified copy thereof, must be deposited at the registered office of the Company at Suite 901, 9th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or at the office of the Company’s share registrar, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or its adjournment (excluding any public holiday in Hong Kong).
9. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. In that event, this form of proxy will be deemed to be revoked.
10. The description of the resolutions is by way of summary only. The full text appears in the notice of AGM dated 25 July 2014.