

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# VXL CAPITAL LIMITED

卓越金融有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock code: 727)

## **NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 annual general meeting (the “2014 AGM”) of the members of VXL Capital Limited (the “Company”) will 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 following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2014 (the “Year”).
2. To re-elect the following retiring directors of the Company (the “Directors”):-
  - (a) Mr. WONG Hoi Kin as Executive Director;
  - (b) Mr. LIAO Pin Tsung as Executive Director ;
  - (c) Mr. LIU Hong Shen as Non-executive Director;
  - (d) Mr. MENG Jinlong as Non-executive Director;
  - (e) Mr. LONG Tao as Independent Non-executive Director;

(f) Mr. REN Guo Hua as Independent Non-executive Director; and

(g) Mr. CHEN Fang as Independent Non-executive Director.

3. To re-appoint Messrs. PricewaterhouseCoopers as independent auditor of the Company for the ensuing year and to authorize the board of Directors (the “Board”) to fix its remuneration.

As special businesses, to consider and, if thought fit, to pass with or without amendments, the following ordinary resolutions:

4. (I) **“THAT:**

(a) a general mandate be and is hereby unconditionally given to the board of directors of the Company (“Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate number of the issued shares of the Company as at the date of this Resolution, otherwise than any shares which may be issued pursuant to the following events:

(i) a Rights Issue (as hereinafter defined);

(ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

(iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Company; or

(iv) upon the exercise of the subscription rights attaching to any warrants issued by the Company; and

(b) for the purpose 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to shareholders 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 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 Hong Kong).”

(II) **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the directors of the Company (“Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back the ordinary shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities 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 recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs issued by the SFC for this propose, provided that the aggregate number of shares of the Company to be bought back pursuant to the approval in this paragraph shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of this Resolution; and

(b) 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

(III) “**THAT** conditional upon the passing of Resolutions Numbered 4(I) and 4(II) set out in the notice of annual general meeting of the Company of which this Resolution forms part, the aggregate number of shares of the Company which may be bought back by the Company pursuant to Resolution Numbered 4(II) shall be added to the aggregate number of the shares of the Company which may be issued pursuant to Resolution Numbered 4(I) provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this Resolution.”

5. “**THAT** the board of directors of the Company be authorized to fix the directors’ remuneration for the year ending 31 March 2015.”

By order of the Board  
**VXL Capital Limited**  
**WONG Hoi Kin**  
*Chairman*

Hong Kong, 25 July 2014

*Notes:*

- (1) Any shareholder of the Company (the “Shareholders”) entitled to attend and vote at the AGM convened by this notice or at its adjournment (as the case maybe) shall be entitled to appoint one (or if he/she/it holds two or more shares, more than one proxy) to attend and vote on a poll, vote on his/her/its behalf. A proxy need not be a Shareholder but must attend the AGM, or its adjournment (as the case maybe), in person to represent you.
- (2) In order to be valid, the 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 for holding the AGM or its adjournment (as the case maybe) (excluding any public holiday in Hong Kong).
- (3) A circular containing further information concerning proposals for general mandates to issue and buy back shares, re-election of retiring directors, re-appointment of independent auditor and authorization to fix the directors’ remuneration will be sent to Shareholders together with the Annual Report for the year ended 31 March 2014.
- (4) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or its adjourned meeting, if he/she/it so wishes. If such Shareholder attends the AGM, his/her/its form of proxy will be deemed to have been revoked.
- (5) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 1:00 p.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

- (6) The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date this announcement, the directors of the Company (the “Directors”) are:

*Executive Directors*

Mr. Wong Hoi Kin (*Chairman*) and Mr. Liao Pin Tsung (*Group Chief Executive Officer and Group Chief Financial Officer*)

*Non-executive Directors*

Mr. Liu Hong Shen (*Vice Chairman*) and Mr. Meng Jin Long

*Independent Non-executive Directors*

Mr. Long Tao, Mr. Ren Guo Hua and Mr. Chen Fang