
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in VXL Capital Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

VXL CAPITAL LIMITED

卓越金融有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of the front cover page shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM of the Company to be held at Executive Boardroom, Business Centre, Level 7, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 15 July 2014 at 11:00 a.m. is set out on pages 5 and 6 of this circular.

A form of proxy for the EGM is enclosed with this circular. If you do not intend to attend the EGM but wish to exercise your rights as a Shareholder, you are requested to complete the form of proxy and return the same to the Company’s share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish.

20 June 2014

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of the circular shall prevail over the Chinese text.

DEFINITIONS

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

“Board”	the board of the Directors
“Change of Company Name”	the proposed change of name of the Company from “ VXL Capital Limited 卓越金融有限公司 ” to “ Crown International Corporation Limited 皇冠環球集團有限公司 ”
“Company”	VXL Capital Limited 卓越金融有限公司, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 727)
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Executive Boardroom, Business Centre, Level 7, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 15 July 2014 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name
“Group”	the Company and its subsidiaries
“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 as amended from time to time
“Registrar”	the Registrar of Companies of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

VXL CAPITAL LIMITED

卓越金融有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

Executive Directors:

Mr. Wong Hoi Kin (*Chairman*)

Mr. Liao Pin Tsung (*Group Chief Executive Officer*
and Group Chief Financial Officer)

Non-executive Directors:

Mr. Liu Hong Shen

Mr. Meng Jin Long

Independent Non-executive Directors:

Mr. Long Tao

Mr. Ren Guo Hua

Mr. Chen Fang

Registered office:

Suite 901, 9th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

20 June 2014

To the Shareholders

Dear Sir or Madam

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 27 May 2014 in relation to, inter alia, the proposed Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM to approve the Change of Company Name.

The notice setting out the details of the special resolution to be proposed at the EGM is set out on pages 5 and 6 of this circular.

CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “VXL Capital Limited 卓越金融有限公司” to “Crown International Corporation Limited 皇冠環球集團有限公司”.

LETTER FROM THE BOARD

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM of the Company approving the Change of Company Name; and
- (ii) the Registrar approving the new name and issuing a certificate of change of name.

Assuming satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the certificate of change of name is issued by the Registrar.

Reason for the Change of Company Name

The Board believes that the proposed new English and Chinese names of the Company will provide the Group with better identification of the principal business of the Group and a fresh corporate image. The Board is of the opinion that the Change of Company Name is in the best interest of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not, of itself, affect any of the rights of the holders of securities of the Company. All certificates of securities of the Company bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and will continue to be valid for trading, settlement, registration and delivery purposes. Any new certificates of the securities of the Company issued after the Change of Company Name has become effective will bear the Company's new name and the securities of the Company will be traded on the Stock Exchange in the new name. There will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new name of the Company.

The Board also proposes to change the English and Chinese stock short names of the Company.

The Company will make further announcements on the result of the special resolution in relation to the Change of Company Name, the effective date of the Change of Company Name and the consequential change of the stock short names for trading in the securities of the Company promptly after the Change of Company Name becoming effective.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 5 and 6 of this circular. At the EGM, a special resolution will be proposed to approve, inter alia, the Change of Company Name.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Change of Company Name and no Shareholder is required to abstain from voting on the special resolution to approve the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.vxlcapital.com>). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's share registrar, Boardroom Share Registrars (HK) Limited located at 31/F., 148 Electric Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wishes.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the special resolution proposed at the EGM shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the proposed Change of Company Name is in the best interests of the Company and the Shareholders, and, therefore, recommend the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM on pages 5 and 6 of this circular.

Yours faithfully
For and on behalf of the Board of
VXL Capital Limited
Wong Hoi Kin
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

VXL CAPITAL LIMITED

卓越金融有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) 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 15 July 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, subject to the approval of the Registrar of Companies of Hong Kong, the name of the Company be changed from “VXL Capital Limited 卓越金融有限公司” to “Crown International Corporation Limited 皇冠環球集團有限公司”, and any of the directors of the Company be and is hereby authorised generally to do all such acts and things and sign or execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to give effect to such change of name of the Company.”

By Order of the Board
VXL Capital Limited
Wong Hoi Kin
Chairman

Hong Kong, 20 June 2014

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the EGM convened by this notice or its adjourned meeting (as the case may be) is entitled to appoint one (or if he/she/it holds two or more ordinary shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of the ordinary shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the EGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the EGM or any adjournment thereof should he/she/it so wish.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. The register of Members will be closed from Monday, 14 July 2014 to Tuesday, 15 July 2014 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 July 2014.
4. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the proposed special resolution set out in this notice will be decided by way of a poll.
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 EGM, the EGM will be postponed and Members will be informed of the date, time and venue of the postponed EGM 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 8:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

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

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

As at the date of this notice, the directors of the Company 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 and Mr. Meng Jin Long

Independent Non-executive Directors

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

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.