

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 THE EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ (see Note 1) ordinary share(s) of

VXL Capital Limited, hereby appoint (Name) _____ of

(Address) _____ or

failing him/her (Name) _____ of

(Address) _____ or

failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "EGM") 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., and at any adjournment thereof on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned special resolution:-

Special Resolution (see Note 3)	For	Against	Abstain
To approve the Change of Company Name			

Signature(s) _____ (see Note 5)

Dated this _____ day of _____, 2014

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member of the Company (the "Member") may appoint one (or if he/she/it holds two or more shares in the Company, more than one) proxy of his/her/its own choice. If such an appointment is made, please strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in the space provided. A proxy need not be a Member. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE SPECIAL RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST THE ABOVE SPECIAL RESOLUTION, PLEASE TICK THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN FROM VOTING ON THE ABOVE SPECIAL RESOLUTION, PLEASE TICK THE BOX MARKED "Abstain".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. However, the number of shares abstained from voting will not be counted in the calculation of the required majority of voting.
- If the appointor is a corporation, this form of proxy must be signed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders is present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong, together with the power of attorney or any other authority under which it is signed (or a certified copy thereof), no less than 48 hours before the time for holding the EGM. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the EGM (or any adjourned meeting thereof).
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate Member appoints its representative to attend the EGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the EGM.