



# CAPITAL ESTATE LIMITED

## 冠中地產有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 193)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (the “Meeting”) of Capital Estate Limited (the “Company”) will be held at Boardroom 3&4, Mezzanine Level, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 14 April 2008 at 9:00 a.m.. to consider and if thought fit pass, with or without amendments, the following ordinary resolutions:—

#### ORDINARY RESOLUTION

“**THAT:**—

- (A) the terms of the sale and purchase agreement (the “Agreement”) dated 29 February 2008, a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for identification purpose, entered into between the Company as purchaser, Mason Creation Limited (“Mason Creation”), Upper Way Holdings Limited (“Upper Way”) and Mr. Siu Ka Kuen (collectively with Mason Creation and Upper Way, the “Vendors”) as vendors, and Mr. Sio Tak Hong and Mr. Tang Fung as warrantors, pursuant to which, subject to the fulfilment of the conditions set out therein, the Company agreed to acquire and the Vendors agreed to sell the entire issued share capital (the “Sale Shares”) of Hotel Fortuna (Hong Kong) Company Limited (“Hotel Fortuna (Hong Kong)”) and all outstanding liabilities (the “Sale Loans”) owed by Hotel Fortuna (Hong Kong) to each of the Vendors as at completion of the Agreement, for a consideration to be determined in accordance with the terms of the Agreement, subject to adjustments as set out in the Agreement and the details of which are described in the circular of the Company dated 28 March 2008, be and are hereby approved; and
- (B) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be necessary or desirable in connection with the Agreement and the execution and performance thereof, including, without limitation to:
- (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements;
  - (ii) the amendment of the terms of the Agreement; and
  - (iii) the taking of all other necessary actions to implement the acquisition of the Sale Shares and the Sale Loans.”

By Order of the Board  
**Capital Estate Limited**  
**Chu Nin Yiu, Stephen**  
*Executive Chairman*

Hong Kong, 28 March 2008

*Registered office:*  
Unit 1901, 19th Floor  
Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
2. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited to the Company's share registrar in Hong Kong, Computershare Investor Hong Kong Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the EGM is enclosed herewith.

*As at the date of this circular, the Board comprises Mr. Chu Nin Yiu, Stephen, Mr. Chu Nin Wai, David, Mr. Lau Chi Kan, Michael as executive Directors and Mr. Li Sze Kuen, Billy, Mr. Wong Kwong Fat and Mr. Leung Kam Fai as independent non-executive Directors.*