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**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 Empire Room 1, M/Floor, Empire Hotel Hong Kong Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 15 July 2009 at 9:00 a.m. to consider, and if thought fit pass, the following resolution which will be proposed with or without amendments as an ordinary resolution:—

**ORDINARY RESOLUTION**

**“THAT:—**

- (A) (i) the terms of the subscription agreement (the “Agreement”) dated 16 April 2009, a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, entered into between the Company and Fullkeen Holdings Limited (“Fullkeen”) pursuant to which, subject to the fulfilment of the conditions set out therein, the Company agreed to issue and Fullkeen agreed to subscribe in cash 8,000,000,000 new shares of HK\$0.01 each in the capital of the Company at the price of HK\$0.025 per share (“Subscription”); and
- (ii) the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of Fullkeen and parties acting in concert with it to make a general offer for all the securities of the Company not already owned or agreed to be acquired by them as a result of the Subscription and the transactions contemplated therein;

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 performance thereof, the Whitewash Waiver including, without limitation :—
- (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 other actions necessary to implement the issue of the relevant shares.”

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

Hong Kong, 19 June 2009

*Registered office:*

17th 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 announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statements in this announcement misleading.*