



# CAPITAL ESTATE LIMITED

## 冠中地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 193)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.20 each in the capital of **CAPITAL ESTATE LIMITED** (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company, or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, No. 238 Jaffe Road, Wan Chai, Hong Kong on 16 June 2006 at 10:00 a.m. and at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting, as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve the refreshment of the scheme mandate limit under the Share Option Scheme of the Company		

Signature <sup>(Note 6)</sup>: \_\_\_\_\_ Date: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out “the Chairman of the extraordinary general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick the relevant box marked “For”. If you wish to vote against a resolution, tick the box relevant marked “Against”. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder may appoint more than one proxy to attend the Meeting. A proxy need not be a shareholder of the Company.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
7. This form of 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 delivered to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting, and in default this form of proxy shall not be treated as valid.
8. Where there are joint registered holders of any share, any one of such persons may vote at the 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 the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and, in such event, this form of proxy shall be deemed to be revoked.