



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 EXTRAORDINARY GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.01 each in the share capital of
Capital Estate Limited (the "Company"), HEREBY APPOINT³ _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to attend the Extraordinary General Meeting of the Company, to 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. and at any adjournment thereof, to vote for me/us as hereinafter indicated, or if no such indication is given, as my/
our proxy thinks fit.

RESOLUTION	FOR ⁴	AGAINST ⁴
Ordinary resolution — to approve the Subscription Agreement, the Whitewash Waiver, the issue and allotment of the Subscription Shares and the implementation of the transactions contemplated under the Subscription Agreement		

Date this _____ day of _____

Signature⁶ _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL**.
2. Please insert the number of shares of HK\$0.01 each 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).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy.
4. **IMPORTANT:** If you wish to vote for any of the resolution, tick in the appropriate box marked "For". If you wish to vote against any of the resolution, tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred above.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.