



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 ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.1 each in the capital of CAPITAL ESTATE LIMITED (the "Company") hereby appoint the Chairman of the extraordinary general meeting of the Company, or ^(Note 3) _____
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 (the "Meeting") to be held at Empire Room 1, 1/Floor, Empire Hotel Hong Kong Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong, on Monday, 8 April 2013 at 3:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions 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 RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>(a) To approve, confirm and ratify the sale and purchase agreement dated 28 February 2013 (the "Gao Wang Sale and Purchase Agreement") between the Company as the vendor, Gao Wang Investments Limited as the purchaser and Mr. Lai Kin Hak as the guarantor, in relation to the disposal by the Company of 12.5% of the entire issued share capital of Hotel Fortuna (Hong Kong) Company Limited (the "Target Company") and 12.5% of the shareholder's loan owed by the Target Company to the Company as at completion of the Gao Wang Sale and Purchase Agreement at a total consideration of HK\$75 million and the transactions contemplated thereunder; and</p> <p>(b) To authorise the directors of the Company to do all such acts and things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the Gao Wang Sale and Purchase Agreement and to implement and/or give effect to the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.</p>		
2.	<p>(a) To approve, confirm and ratify the sale and purchase agreement dated 28 February 2013 (the "Gold Champion Sale and Purchase Agreement") between the Company as the vendor, Gold Champion Investments Limited as the purchaser and Mr. Tang Fung as the guarantor, in relation to the disposal by the Company of 12.5% of the entire issued share capital of the Target Company and 12.5% of the shareholder's loan owed by the Target Company to the Company as at completion of the Gold Champion Sale and Purchase Agreement at a total consideration of HK\$75 million and the transactions contemplated thereunder; and</p> <p>(b) To authorise the directors of the Company to do all such acts and things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the Gold Champion Sale and Purchase Agreement and to implement and/or give effect to the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.</p>		

Dated this _____ day of _____ 2013 Signature ^(Note 6): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
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 discretion. Your proxy will also be entitled to vote at his 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 proxy to attend and vote instead of him. 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 authorized 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 17M 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.