



CAPITAL ESTATE LIMITED

冠中地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 193)

Procedures for shareholders to propose a person for election as a Director of Capital Estate limited (the “Company”)

The procedures for the shareholder(s) of the Company to propose a person for election as a director of the Company (a “Director”) are generally governed by the provisions of the Company’s Articles of Association and applicable laws, rules and regulations, which prevail what is stated in these procedures in case of inconsistency.

1. Pursuant to Article 107 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least seven days before the date of the general meeting.

If a shareholder (the “Proposer”) of the Company wishes to propose a person (“the Nominee”), for election as a Director at a general meeting, the minimum length of the period, during which notice to the Company signed by the Proposer of the intention to propose a person for election as a Director, and during which notice to the Company signed by such Nominee confirming his willingness to be elected may be given, will be at least seven (7) days and the period for lodgment of the notices to the Company of the intention to propose a person for election as a Director will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting. The above notice takes effect upon actual receipt by the Company of such notice at the Company’s registered office.

(In respect of the procedures for including a resolution relating to other matters (e.g. election of Directors) in annual general meeting and/or for convening an extraordinary general meeting on requisition, shareholders of the Company are requested to follow the requirements and procedures as set out in Section 115A and Section 113 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).)

2. In order to enable the shareholders of the Company to make an informed decision on the proposed election of Directors, the notice signed by the Proposer under paragraph 1 above shall be accompanied by the following personal information of the Nominee:
 - (1) age and full name;
 - (2) positions held by the Nominee with the Company and other members of the Company and its subsidiaries (the “Group”) (if any);

- (3) previous experience of the Nominee including (i) directorships held in the last three years in public companies, the securities of which are listed on any securities market in the Chinese Mainland, Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (4) the Nominee's current employment and other information (which may include business experience and academic qualifications) which the shareholders of the Company should have knowledge of, and the ability or integrity of the Nominee;
 - (5) the term of office of the Nominee if elected or proposed term of office (if any);
 - (6) relationships with any Director, senior management or substantial or controlling shareholders of the Company, or an appropriate negative statement;
 - (7) interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (8) the remuneration of the Nominee if elected and the basis of determining the remuneration (including any bonus payments, whether fixed or discretionary in nature), irrespective of whether the Nominee has or does not have service contract(s) with any member of the Group and the remuneration as stated in such service contract(s) (if applicable);
 - (9) contact details; and
 - (10) all information as required under Rule 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or an appropriate negative statement where there is no information to be disclosed pursuant to any of such requirements
3. In order to ensure shareholders of the Company have sufficient time to receive and consider the information of the Nominee(s), Proposer(s) under paragraph 1 above are urged to submit their notice as early as practicable, so that (if notice of a general meeting has already been given) a supplemental circular or announcement containing information of the Nominee(s) can be dispatched to shareholders of the Company as soon as practicable without the need to adjourn the relevant general meeting.