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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Capital Estate Limited (冠中地產有限公司) (“Company”) will be held at Empire Room 1, 1/Floor, Empire Hotel Hong Kong Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 12 March 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from the first business day immediately following the date on which this resolution is passed:

- (a) Every twenty (20) issued ordinary shares in the share capital of the Company be consolidated (the “Share Consolidation”) into one (1) ordinary share (each a “Consolidated Share”) in the share capital of the Company;
- (b) all of the Consolidated Shares shall rank *pari passu* in all respects with each other;
- (c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and

- (d) the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By order of the Board
CAPITAL ESTATE LIMITED
Sio Tak Hong
Chairman

Hong Kong, 15 February 2019

Registered Office and Principal Place of Business:

17th Floor,
MassMutual Tower,
33 Lockhart Road
Wan Chai, Hong Kong

Notes:

1. Any shareholder of the Company (“Shareholder(s)”) entitled to attend and vote at the extraordinary general meeting (“EGM”) convened by the above notice (the “Notice”) or any adjournment thereof (as the case may be) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. A member may appoint more than one proxy to attend the same meeting.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited (the “Registrar”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be) and in default, the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.
3. The register of members will be closed from Friday, 8 March 2019 to Tuesday, 12 March 2019, both days inclusive, during which period no transfer of Share will be registered. To ascertain the entitlements to attend and vote at the EGM, Shareholders must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 7 March 2019 for registration.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote, in respect thereof.

5. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the EGM, the EGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 12:00 noon on the date of the EGM and where conditions permit, the EGM will be held as scheduled. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should decide whether they would attend the EGM under a bad weather condition after considering their own situations and if they do so, they are advised to exercise care and caution.
6. Shareholders of the Company are advised to read the circular of the Company dated 15 February 2019 which contains information concerning the resolution to be proposed in the EGM.
7. References to time and dates in this Notice are to Hong Kong time and dates.

As of the date hereof, the board of directors of the Company comprises Mr. Sio Tak Hong, 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.