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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

**Placing Agent
Constance Capital Limited**

Reference is made to the announcement of Capital Estate Limited (the “Company”) dated 6 February 2025 in respect of the Placing (the “Announcement”). Unless defined otherwise, capitalised terms used herein have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 28 February 2025. A total of 38,865,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.267 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are third parties independent of, not acting in concert (as defined in the Takeovers Code) with and not connected with the Company and its connected persons. None of the Placees became a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Placing. The net proceeds from the Placing, after deducting relevant expenses incurred in relation to the Placing, amount to approximately HK\$10.0 million which will be used for the operations, business and as general working capital of the Company.

SHAREHOLDING STRUCTURE OF THE COMPANY

The 38,865,000 Placing Shares represent (i) approximately 19.99% of the issued share capital of the Company immediately before completion of the Placing and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Name of Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
Directors				
Mr. Chu Nin Yiu, Stephen	1,944,000	1.00	1,944,000	0.83
Ms. Sio Lai Na (<i>Note 1</i>)				
Cedarwood Ventures Limited (<i>Note 1</i>)	66,912,266	34.43	66,912,266	28.69
Nichrome Limited (<i>Note 1</i>)	55,000,000	28.30	55,000,000	23.58
Aggregate holdings of Ms. Sio Lai Na	121,912,266	62.73	121,912,266	52.27
Public Shareholders				
Placees	—	—	38,865,000	16.67
Others	70,481,293	36.27	70,481,293	30.22
Total	194,337,559	100.00	233,202,559	100.00

Note:

1. The entire issued share capital of each of Cedarwood Ventures Limited and Nichrome Limited is held by Ms. Sio Lai Na, being an executive Director and the chairlady of the Board.

By Order of the Board of
CAPITAL ESTATE LIMITED
Sio Lai Na
Chairman

Hong Kong, 28 February 2025

As of the date hereof, the board of directors of the Company comprises Ms. Sio Lai Na, Mr. Chu Nin Yiu, Stephen, as executive directors, Ms. Sio Lai Nga as non-executive director, and Mr. Hung Ka Hai, Clement, Mr. Wong Kwong Fat and Mr. Chan Shu Yan, Stephen as independent non-executive directors.