### THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Capital Estate Limited (the "Company"), you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



(Incorporated in Hong Kong with limited liability)
(Stock Code: 193)

# SUPPLEMENTAL CIRCULAR RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company and the notice of the Annual General Meeting, both dated 30th November, 2023.

A supplemental notice of the Annual General Meeting of the Company to be held as originally scheduled on Friday, 19th January, 2024 at 10:00 a.m. at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong, is set out on pages 9 to 11 of this supplemental circular. A Second Proxy Form for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the Second Proxy Form enclosed in accordance with the instructions printed thereon and return it to the share registrars of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

### **CONTENTS**

	Page
Definitions	1
Letter from the Board	3
Appendix I: Details of Directors to be re-elected	7
Supplemental Notice of Annual General Meeting	9

### **DEFINITIONS**

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"AGM Notice" a notice convening the Annual General Meeting of the

Company dated 30th November, 2023

"Announcement" the announcement of the Company dated 13th December,

2023 in relation to, among others, the resignation of Mr. Tsui and Mr. Lam and the appointment of Ms. Lina Sio

and Ms. Ali Sio

"Annual General Meeting" the annual general meeting of the Company to be held at

Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong, on Friday, 19th January, 2024 at

10:00 a.m., or any adjournment thereof

"Articles" the articles of association of the Company

"associates" has the same meaning ascribed to it under the Listing

Rules

"Board" the board of Directors

"Circular" the circular of the Company dated 30th November, 2023 in

respect of the matters to be considered at the Annual

General Meeting

"Companies Ordinance" the Companies Ordinance (Chapter 622 of the Laws of

Hong Kong)

"Company" Capital Estate Limited, a company incorporated in Hong

Kong with limited liability, and the Shares of which are

listed on the main board of the Stock Exchange

"connected person(s)" has the same meaning ascribed to it under the Listing

Rules

"Directors" the directors of the Company

"First Proxy Form" the proxy form which was despatched to the Shareholders

on 30th November, 2023 together with the Circular

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the Lawful currency of Hong Kong

### **DEFINITIONS**

"Hong Kong" the Hong Kong Special Administrative Region of the

People's Republic of China

"Latest Practicable Date" 29th December, 2023, being the latest practicable date

prior to the printing of this supplemental circular for

ascertaining certain information contained herein

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"Mr. Lam Yiu Cho, a former non-executive Director

"Mr. Tsui" Mr. Tsui Wing Tak, a former executive Director and the

former chairman of the Board

"Ms. Ali Sio" Ms. Sio Lai Nga, a non-executive Director

"Ms. Lina Sio" Ms. Sio Lai Na, an executive Director, the chairman of the

Board and a member of the nomination committee of the

Company

"Second Proxy Form" the proxy form which will be despatched to the

Shareholders together with this supplemental circular

"SFO" the Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong) as amended from time to time

"Share(s)" the ordinary share(s) of the Company

"Shareholder(s)" the holder(s) of the Share(s)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Takeovers Code" the Hong Kong Code on Takeovers and Mergers

"%" per cent.



(Incorporated in Hong Kong with limited liability)
(Stock Code: 193)

Executive Directors:

Ms. Sio Lai Na (Chairman)

Mr. Chu Nin Yiu, Stephen (Chief Executive Officer)

Bonham Majoris
40 Bonham Strand

Registered office:

Non-Executive Director:

Ms. Sio Lai Nga

Sheung Wan

13th Floor

Hong Kong

Independent Non-Executive Directors:

Mr. Yeung Chi Wai

Mr. Wong Kwong Fat

Mr. Chan Shu Yan, Stephen

4th January, 2024

To the Shareholders

Dear Sir/Madam.

## SUPPLEMENTAL CIRCULAR RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

This supplemental circular should be read together with the Circular and the AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you the supplemental notice of the Annual General Meeting and provide you with further information regarding the resolutions to be proposed at the Annual General Meeting for approving the re-election of retiring Directors and to enable you to make informed decisions on whether to vote for or against such resolutions to be proposed at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the Announcement in relation to, among other things, the following resignations and appointments of Directors with effective from 13th December, 2023:

- (i) the resignation of Mr. Tsui as an executive Director and the chairman of the Board and the resignation of Mr. Lam as a non-executive Director; and
- (ii) the appointment of Ms. Lina Sio as an executive Director, the chairman of the Board and a member of the nomination committee of the Company and the appointment of Ms. Ali Sio as a non-executive Director.

As set out in the Circular, Mr. Tsui and Mr. Yeung Chi Wai shall retire from office at the Annual General Meeting and shall be eligible for re-election. Since Mr. Tsui has resigned as Director, he will not offer himself for re-election at the Annual General Meeting.

In accordance with article 103(A) of the Articles, at each annual general meeting two of the Directors shall retire from office. Following the resignation of Mr. Tsui and in compliance with article 103(A) of the Articles, in addition to Mr. Yeung Chi Wai, the Board resolved that Mr. Chu Nin Yiu, Stephen will, in lieu of Mr. Tsui, retire at the forthcoming Annual General Meeting and offer himself for re-election as an executive Director.

Pursuant to article 94 of the Articles, any Directors appointed to fill a causal vacancy by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Ms. Lina Sio and Ms. Ali Sio, who were appointed as executive Director and non-executive Director respectively by the Board to fill the casual vacancies resulting from the resignation of Mr. Tsui and Mr. Lam, shall hold office until the Annual General Meeting and shall be eligible for re-election.

In light of the above, a total of four Directors, namely Ms. Lina Sio, Mr. Chu Nin Yiu, Stephen, Ms. Ali Sio and Mr. Yeung Chi Wai, will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. As a result, the resolution item numbered 2 relating to the re-election of the retiring Directors as set out in the AGM Notice should be deleted in its entirety and replaced by the new resolution under item numbered 2 as set out in the supplemental notice of the Annual General Meeting in pages 9 to 11 of this supplemental circular.

Details of Mr. Yeung Chi Wai have been set out in Appendix II to the Circular, while details of Ms. Lina Sio, Mr. Chu Nin Yiu, Stephen and Ms. Ali Sio are set out in Appendix I to this supplemental circular in accordance with the relevant requirements of the Listing Rules.

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the AGM Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the re-election of Ms. Lina Sio and Mr. Chu Nin Yiu, Stephen as executive Directors and Ms. Ali Sio as non-executive Director as set out in this supplemental circular, a supplemental notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

As set out above, the Second Proxy Form for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (the "Share Registrar") as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Second Proxy Form will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

Shareholders who have appointed or intend to appoint proxies to attend the Annual General Meeting are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

### Shareholders who has not yet lodged the First Proxy Form with the Share Registrar

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

### Shareholders who has already lodged the First Proxy Form with the Share Registrar

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

(i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of (i) Ms. Lina Sio and Mr. Chu Nin Yiu, Stephen as executive Directors and (ii) Ms. Ali Sio as non-executive Director as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

- (ii) if the Second Proxy Form is lodged with the Share Registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) If the Second Proxy Form is lodged with the Share Registrar less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be), or if lodged not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be) but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar by not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be).

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

Please refer to the AGM Notice dated 30th November, 2023 for details of other resolutions to be proposed at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, appointment of proxy and other relevant matters.

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed re-election of (i) Ms. Lina Sio and Mr. Chu Nin Yiu, Stephen as executive Directors and (ii) Ms. Ali Sio as non-executive Director as referred to in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

By order of the Board of
CAPITAL ESTATE LIMITED
Chu Nin Yiu, Stephen
Chief Executive Officer

Biographical details of Ms. Lina Sio, Mr. Chu Nin Yiu, Stephen and Ms. Ali Sio, who are subject to retirement and re-election at the Annual General Meeting, are as follows:

Sio Lai Na, aged 29, is an executive Director, chairman of the Board and a member of the nomination committee of the Board. She was appointed to the Board in December 2023. She has more than five years of experience in the consumer finance business. She is the founder of the Group's consumer finance operation since 2017. She is a director and chief executive officer of Grantit Limited and a director of Shiny Rising Limited, which are both subsidiaries of the Company that operates an online lending mobile application and provides consumer finance to customers, respectively. Ms. Lina Sio obtained a bachelor's degree in information management for business in August 2015 and a master's degree in technology management in November 2016 from University College London, the United Kingdom. Ms. Lina Sio is the younger sister of Ms. Ali Sio.

Ms. Lina Sio has entered into a letter of appointment with the Company in respect of her appointment as an executive Director for an initial terms of three years commencing on 13th December, 2023, which is terminable by either party serving not less than three months' prior written notice, subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Ms. Lina Sio is entitled to receive emoluments of HK\$240,000 per annum as determined by the Board with recommendation made by the remuneration committee of the Company and reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Ms. Lina Sio also receives a remuneration of HK\$40,000 per month as chief executive officer of Grantit Limited, a subsidiary of the Company.

As at the Latest Practicable Date, Ms. Lina Sio is deemed to be interested in 55,000,000 Shares that are held directly by Nichrome Limited, a company wholly owned by Ms. Lina Sio. Save as set out above, Ms. Lina Sio has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Lina Sio does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**Chu Nin Yiu, Stephen**, aged 66, is an executive Director and the Chief Executive Officer of the Company. He was appointed to the Board in May 2005. Mr. Stephen Chu was a 1994 Awardee Member of Hong Kong Young Industrialists Council Limited, and a director of Tung Wah Group of Hospitals for the year 2001/02.

Mr. Stephen Chu does not have any directorship in other listed public companies in the last three years and save as set out below, he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Stephen Chu, is deemed to be interested in 47,891,305 Shares, of which (i) 31,650,555 Shares are held through a controlled corporation, Supervalue Holdings Limited, which is wholly owned by him and (ii) 16,240,750 Shares are directly held by himself. There is

currently no service contract between Mr. Stephen Chu and the Company or any of its subsidiaries. Mr. Stephen Chu is entitled to receive emoluments (including for service rendered by him as the Chief Executive Officer of the Company) of HK\$201,500 per month as determined by the Board with recommendation made by the remuneration committee of the Company and reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. During the year ended 31st July, 2023, he received director's emoluments in the amount of HK\$2,619,500, with such emoluments including those for service rendered by him as the Chief Executive Officer.

Sio Lai Nga, aged 35, is a non-executive Director. She was appointed to the Board in December 2023. She has more than eleven years of experience in business management and hotel operations. She had served as a scheduler and general administrator of Fortuna Jet Aviation Company Limited from May 2013 to June 2016. Ms. Ali Sio has been working at Tin Fok Holding Company Limited, which is the owner of Hotel Fortuna Macau, since July 2016 as its executive director and president. Ms. Ali Sio has also worked as a project development manager of the Company since 2016. Ms. Ali Sio obtained a bachelor's degree in science from the London School of Economics and Political Science, United Kingdom in July 2010 and a master of arts degree in communication from Hong Kong Baptist University in November 2011. Ms. Ali Sio is the elder sister of Ms. Lina Sio.

Ms. Ali Sio has entered into a letter of appointment with the Company in respect of her appointment as a non-executive Director for an initial terms of three years commencing on 13th December, 2023, which is terminable by either party serving not less than three months' prior written notice, subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Ms. Ali Sio is entitled to receive emoluments of HK\$120,000 per annum as determined by the Board with recommendation made by the remuneration committee of the Company and reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Ms. Ali Sio also receives a remuneration of HK\$40,000 per month acting as the project development manager of the Company.

Save as set out above, Ms. Ali Sio has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Ali Sio does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not, and is not deemed to have any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in respect of the above Directors, and there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



(Incorporated in Hong Kong with limited liability)
(Stock Code: 193)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the (i) the circular of Capital Estate Limited (the "Company") dated 30th November, 2023 (the "Circular"); and (ii) the notice of the annual general meeting (the "Annual General Meeting") of the Company dated 30th November, 2023 (the "AGM Notice") to convene the Annual General Meeting to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 19th January, 2024 at 10:00 a.m..

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular. Apart from the amendments stated below, all the information contained in the AGM Notice remains to have full force and effect, and this supplemental notice shall be read together with the AGM Notice:

### SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 4th January, 2024 (the "Supplemental Circular"), the resolutions under item numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

- "2. (a) (i) To re-elect Sio Lai Na as an executive Director;
  - (ii) To re-elect Chu Nin Yiu, Stephen as an executive Director;
  - (iii) To re-elect Sio Lai Nga as a non-executive Director; and
  - (iv) To re-elect Yeung Chi Wai as an independent non-executive Director.

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(b) To authorise the board of directors to fix the directors' remuneration."

By Order of the Board of
CAPITAL ESTATE LIMITED
Chu Nin Yiu, Stephen
Chief Executive Officer

Hong Kong, 4th January, 2024

Registered Office: 13th Floor Bonham Majoris 40 Bonham Strand Sheung Wan Hong Kong

#### Notes:

- 1. A second form of proxy (the "Second Proxy Form") containing the new resolutions under item numbered 2 has been enclosed with the Supplemental Circular. Please refer to the section headed "SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM" on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- 2. Save for the above supplemental resolution, there are no other changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for details of the other ordinary resolutions and special resolutions to be considered at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, appointment of proxy and other relevant matters.
- 3. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and sign the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (the "Share Registrar"), as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
- 4. Completion and return of the proxy form which was despatched to the Shareholders on 30th November, 2023 together with the Circular (the "First Proxy Form") and/or the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish and in such event, the First Proxy Form and/or the Second Proxy Form shall be deemed to be revoked.
- 5. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

6. A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of (i) Ms. Sio Lai Na and Mr. Chu Nin Yiu, Stephen as executive Directors and (ii) Ms. Sio Lai Nga as non-executive Director as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
- (ii) if the Second Proxy Form is lodged with the Share Registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) If the Second Proxy Form is lodged with the Share Registrar less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be), or if lodged not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be) but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar by not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be).

As at the date of this supplemental notice, the board of directors of the Company comprises Ms. Sio Lai Na and Mr. Chu Nin Yiu, Stephen as executive Directors; Ms. Sio Lai Nga as non-executive Director, and Mr. Yeung Chi Wai, Mr. Wong Kwong Fat and Mr. Chan Shu Yan, Stephen as independent non-executive Directors.