



# 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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.1 each in the capital of CAPITAL ESTATE LIMITED (the "Company") hereby appoint the Chairman of the annual general meeting of the Company, or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at Empire Room 1, M/Floor, Empire Hotel Hong Kong Wanchai, 33 Hennessy Road, Wan Chai, Hong Kong, on Friday, 7th December, 2012 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 <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|----------------------|---|-------------------------|-----------------------------|
| 1.                   | To receive and consider the audited financial statements and reports of the directors and the auditors of the Company for the year ended 31st July, 2012. |                         |                             |
| 2.                   | (a) (i) To re-elect Chu Nin Wai, David as an executive director; and  |                         |                             |
|                      | (ii) To re-elect Wong Kwong Fat as an independent non-executive director.   |                         |                             |
|                      | (b) To authorise the board of directors to fix the directors' remuneration.   |                         |                             |
| 3.                   | To re-appoint auditors and to authorise the board of directors to fix their remuneration.   |                         |                             |
| 4.                   | To grant an unconditional general mandate to the directors to repurchase Shares.  |                         |                             |
| 5.                   | To grant an unconditional general mandate to the directors to allot and issue Shares.   |                         |                             |
| 6.                   | To add the number of Shares repurchased by the Company to the general mandate referred to in Resolution 5.  |                         |                             |
| 7.                   | A. To approve the adoption of the new share option scheme.  |                         |                             |
|                      | B. To terminate the existing share option scheme.   |                         |                             |
| SPECIAL RESOLUTIONS  |   |                         |                             |
| 8.                   | A. To approve amendments to the Articles of Association of the Company.   |                         |                             |
|                      | B. To adopt a new set of Articles of Association containing new amendments.   |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### 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 annual 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 INITIALLED 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.