



CAPITAL
VC LIMITED

首都創投有限公司

Capital VC Limited 首都創投有限公司

(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)

(Stock Code: 02324)

FORM OF PROXY

Form of proxy for use by shareholders at the Annual General Meeting (“Meeting”) of Capital VC Limited (“Company”) to be held at Suite 7601B, Level 76, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on 30 December 2011 (Friday) at 4:30 p.m. (and any adjournment thereof).

I/We ^(Note 1) _____
of _____ being
the holder(s) of ^(Note 2) _____ shares of HK\$0.10 each of the Company hereby
appoint the **Chairman** of the Meeting or _____
of _____ ^(Note 3)

to act as my/our proxy at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice of the Meeting (with or without modifications) as hereunder indicated or, if no such indication is given, as my/our proxy may think fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and consider the audited financial statements and the directors' report and auditor's report for the year ended 30 June 2011		
2(i)	To re-elect the following persons as directors:		
	(a) Mr. Hung Cho Sing	(a)	(a)
	(b) Mr. Lam Kwan	(b)	(b)
2(ii)	To authorize the board of directors to fix the remuneration of Directors		
3	To re-appoint auditors and to authorize the board of directors to fix their remuneration		
4(A)	To grant a general mandate to the directors to purchase the Company's shares		
4(B)	To grant a general mandate to the directors to issue additional shares		
4(C)	To extend the general mandate to allot shares by adding the aggregate nominal amount of the purchased shares		
SPECIAL RESOLUTION			
5	To approve the adoption of new articles of association		

Date this _____ day of _____ 2011

Signature: _____ ^(Note 5 and 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized in that behalf.
- 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 shares as if he was solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.