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**CAPITAL
VC LIMITED**

首都創投有限公司

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*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)*
(Stock Code: 02324)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Capital VC Limited (the “Company”) will be held at Friday, 12 August 2011 at 12:30 p.m. at Suite 7601B, Level 76, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the terms of the conditional placing agreement (the “Placing Agreement”) entered into on 9 June 2011 between the Company as issuer and Chung Nam Securities Limited as placing agent in relation to the placing of 250,000,000 new shares (the “Placing Shares”) of HK\$0.10 each in the capital of the Company, to the subscriber and the subscriber conditionally agreed to subscribe for the Placing Shares in full for cash at a price of HK\$0.30 per Placing Share, a copy of the Placing Agreement having been produced to this Meeting and marked “A” and signed by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated under the Placing Agreement, be and are hereby confirmed, approved and ratified;

- (b) the directors (the “Directors”) of the Company be and are hereby authorised to exercise the powers of the Company to allot and issue the Placing Shares, pursuant to the terms of the Placing Agreement, such Placing Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment of the Placing Shares;
- (c) the Directors, be and are hereby authorised to take such actions, do such things, agree to such amendments, variations or extension to the Placing Agreement and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution; and
- (d) to do or cause to be done all acts, matters or things and to sign and deliver or cause to be signed or delivered all agreements, deeds, documents, instruments, forms and certificates as it considers necessary, desirable or appropriate in order to effectuate, carry out and consummate, or relating to, the transactions contemplated under the Specific Mandate, and to otherwise perform or give effect to the transactions and obligations contemplated by and under the Specific Mandate and the compliance by the Company with the Company’s obligations and covenants agreed therein.

and for the purpose of the Specific Mandate:

“**Relevant Period**” means the period from the passing of the ordinary resolution granting the Specific Mandate and the increase in the authorised share capital of the Company at the EGM until the earlier of:

- (a) the expiration of the 6-month period following the passing of the ordinary resolution; or
- (b) the date on which the Specific Mandate is revoked or varied by an ordinary resolution of the Shareholders in a shareholders’ general meeting.

By Order of the Board
Yau Chung Hong
Executive Director

Dated 28 July 2011

*Head Office and Principal Place of
Business in Hong Kong:*
Suite 7601B, Level 76
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the extraordinary general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person 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 any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Yau Chung Hong
Mr. Chui Tak Keung, Duncan
Mr. Kong Fanpeng
Dr. Liu Ta-pei

Independent Non-executive Directors:

Mr. Lam Kwan
Mr. Chan Ming Sun, Jonathan
Mr. Shiu Siu Tao