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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: 2324)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Capital VC Limited (the “Company”) will be convened and held at 4:30 p.m. on Friday, 8 February 2013 at Room 602, 6th Floor, New World Tower, 16-18 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Adjusted Shares (as defined below); (ii) approval by the Grand Court of the Cayman Islands (the “Court”) of the Capital Reduction (as defined below); (iii) compliance with any conditions imposed by the Court; and (iv) registration of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction with the Register of Companies of the Cayman Islands, with effect from the date on which those conditions are fulfilled the (“Effective Date”):

- (a) every ten (10) issued ordinary shares with par value of HK\$0.10 each in the issued share capital of the Company be consolidated (the “Share Consolidation”) into one (1) consolidated share with par value of HK\$1.00 each (“Consolidated Share(s)”);

- (b) immediately following the Share Consolidation, the issued and paid-up capital of each Consolidated Share be reduced (the “Capital Reduction”) from HK\$1.00 to HK\$0.001 by cancelling paid-up capital to the extent of HK\$0.999 on each Consolidated Share by way of a reduction of capital so as to form an ordinary share with par value of HK\$0.001 each (“Adjusted Share(s)”); and the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws;
- (c) all fractional Consolidated Shares and/or Adjusted Shares will be disregarded and not be issued to the holders of the existing ordinary shares with par value of HK\$0.10 each of the Company but all fractional Consolidated Shares and/or Adjusted Shares will be aggregated and, if possible, sold for the benefit of the Company;
- (d) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.10 each be subdivided into one hundred (100) unissued Adjusted Shares, and the Adjusted Shares shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (e) the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their absolute discretion consider to be necessary, desirable or expedient to implement and give effect to the Capital Reorganisation.

For the purpose of this resolution, “Capital Reorganisation” shall mean the steps as set out in the above sub-paragraphs (a) to (d) collectively.”

By Order of the Board
Capital VC Limited
Chan Cheong Yee
Executive Director

Hong Kong, 16 January 2013

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or, if he is the holder of two or more shares, more than one person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share of the Company, 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, that one of the said persons whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queens Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date of this announcement, the board of directors of the Company comprises executive directors Mr. Kong Fanpeng and Mr. Chan Cheong Yee; non-executive director Mr. Hung Cho Sing; and independent non-executive directors Mr. Lam Kwan, Mr. Ong Chi King and Mr. Cheung Kwok Yu.