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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Capital VC Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 17 March 2014, Monday at 11:30 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT, subject to the fulfilment of the conditions in the Underwriting Agreement (as defined and more particularly described in the circular of the Company dated 27 February 2014 (“**Circular**”), and copies of the Underwriting Agreement and the Circular have been tabled at the meeting, marked “A” and “B” respectively and signed by the Chairman of the meeting for the purpose of identification):

- (a) the allotment and issue by way of open offer (the “**Open Offer**”) of not less than 605,572,096 shares and not more than 685,572,096 shares of HK\$0.001 each in the capital of the Company (the “**Offer Shares**”) to those shareholders of the Company whose names appear on the register of members of the Company at the close of business on a date to be fixed by the Directors (the “**Record Date**”), other than Excluded Shareholders (as defined in the Circular) in the proportion of four (4) Offer Shares for every one (1) existing Share (as defined in the Circular) held on the Record Date at the subscription price of HK\$0.25 per Offer Share (subject to adjustment) and on the terms and conditions as set out in the Circular, be and is hereby approved;

- (b) subject to the allotment and issue of the Offer Shares, the Directors be and are hereby authorised to create and issue warrants (“**Bonus Warrants**”), by way of bonus issue, to the first registered holder of the Offer Shares on the basis of one Bonus Warrant for every four Offer Shares taken up under the Open Offer entitling the holders of the Bonus Warrants to subscribe in cash up to an aggregate of HK\$42,848,256 for new shares of the Company (“**Warrant Shares**”) at the initial exercise price of HK\$0.25 per Warrant Share (subject to adjustments) and exercisable at any time between the issue date of the Bonus Warrant(s) and the date which is 2 years after issue date of the Bonus Warrants (or if that is not a business day, the first business day immediately preceding such date) on the terms and conditions set out in the warrant instrument (the execution copy of which has been tabled at the meeting marked “C” and signed by the Chairman of this meeting for the purpose of identification) and the warrant instrument be and is hereby approved;
- (c) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do such acts or execute such other document which may be necessary, desirable or expedient in his opinion to carry into effect or to give effect to the terms of the Underwriting Agreement; and
- (d) the Directors, acting together, individually or by committee, be and are hereby authorised to allot and issue the Offer Shares, the Bonus Warrants and upon the exercise of the subscription rights attaching to the Bonus Warrants, the Warrant Shares and to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient to carry out or give effect to any or all the transactions contemplated in this resolution and the Circular.”

By Order of the Board
Capital VC Limited
Tang Tsz Tung
Executive Director

Hong Kong, 27 February 2014

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the EGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of such power of attorney or authority, must be deposited at 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 not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 EGM personally or by proxy, that one of the said persons so present 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 delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the EGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.

As at the date of this announcement, the Board comprises executive directors Mr. Kong Fanpeng, Mr. Chan Cheong Yee and Mr. Tang Tsz Tung; and independent non-executive directors Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin.