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CAPITAL  
VC LIMITED

首都創投有限公司

**Capital VC Limited**  
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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 of Capital VC Limited (the “**Company**”) will be held at Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong at 3:00 p.m., Friday, 11 December 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution:

**ORDINARY RESOLUTION**

1. “**THAT** upon the recommendation of the directors (the “**Directors**”) of the Company and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution below) to be issued pursuant to this resolution:
  - (a) an amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par new ordinary shares (the “**Share(s)**”) of HK\$0.005 par value each in the capital of the Company, such Shares, credited as fully paid, to be allotted and distributed (subject as to paragraph (b) below) among members of the Company whose names appear on the register of members of the Company on Tuesday, 22 December 2015 (the “**Record Date**”) in the proportion of one (1) new Share (the “**Bonus Share(s)**”) for every one (1) existing Share then held, be capitalised and applied in such manner (the “**Bonus Issue**”) and the Directors be and are hereby authorised to allot and issue such Bonus Shares;

- (b) the Bonus Shares to be issued and allotted pursuant to paragraph (a) above shall, subject to the memorandum and articles of association of the Company, rank pari passu in all respects with the existing Shares in issue as at the Record Date; and
- (c) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares, including but not limited to determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

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

Hong Kong, 26 November 2015

*Notes:*

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general 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.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

*As at the date of this notice, the board comprises Mr. Kong Fanpeng and Mr. Chan Cheong Yee as executive directors; and Mr. Lam Kwan, Mr. Ong Chi King and Mr. Lee Ming Gin as independent non-executive directors.*

*In the case of any inconsistency, the English text of this notice shall prevail over the Chinese text.*