



# CAPITAL ESTATE LIMITED

## 冠中地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 193)

### SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of  
**CAPITAL ESTATE LIMITED** (the “Company”) hereby appoint the Chairman of the annual general meeting of the Company,  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the  
“Meeting”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, on Friday, 19th January,  
2024 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as  
set out in the notice convening the Meeting, as indicated below or if no such indication is given, as my/our proxy thinks fit and  
in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and reports of the directors and the auditors of the Company for the year ended 31st July, 2023.		
2.	(a) (i) To re-elect Sio Lai Na as an executive Director;		
	(ii) To re-elect Chu Nin Yiu, Stephen as an executive Director;		
	(iii) To re-elect Sio Lai Nga as a non-executive Director; and		
	(iv) To re-elect Yeung Chi Wai as an independent non-executive Director.		
	(b) To authorise the board of directors to fix the directors’ remuneration.		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
4.	To grant an unconditional general mandate to the directors to repurchase Shares.		
5.	To grant an unconditional general mandate to the directors to allot and issue Shares.		
6.	To add the number of Shares repurchased by the Company to the general mandate referred to in Resolution 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_ Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this second form of proxy (the “**Second Proxy Form**”) will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX RELEVANT MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder may appoint more than one proxy to attend the Meeting. A proxy need not be a shareholder of the Company.
- This Second Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- This Second Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be delivered to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (the “**Share Registrar**”) not less than forty-eight (48) hours before the time appointed for holding the Meeting, and in default this Second Proxy Form shall not be treated as valid.
- 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 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, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and return of this Second Proxy Form will not preclude you from attending and voting in person at the Meeting and, in such event, this Second Proxy Form shall be deemed to be revoked.
- A shareholder who has not yet lodged the first proxy form despatched with the circular of the Company dated 30th November, 2023 (the “**First Proxy Form**”) with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.  
A shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:
  - if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed.** The proxy so appointed by the shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of (i) Ms. Lina Sio and Mr. Chu Nin Yiu, Stephen as executive Directors and (ii) Ms. Ali Sio as non-executive Director as set out in the supplemental circular and supplemental notice of the Meeting dated 4th January, 2024, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
  - if the Second Proxy Form is lodged with the Share Registrar not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her.** The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder; and
  - if the Second Proxy Form is lodged with the Share Registrar less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting (as the case may be), or if lodged not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting (as the case may be) but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid.** The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar by not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting (as the case may be).