



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)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of Capital VC Limited (the “Company”) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 17 March 2014 at 11:30 a.m. (and any adjournment thereof).

I/We ^(Note 1) _____
of _____ being
the holder(s) of _____ ^(Note 2) shares of HK\$0.001 each of the Company hereby
appoint the Chairman of the Meeting or _____
of _____ ^(Note 3)
to act as my/our proxy at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out
in the notice of the Meeting (with or without modifications) as hereunder indicated or, if no such indication is given, as my/our proxy
may think fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
Subject to the fulfilment of the conditions in the Underwriting Agreement: (a) to approve the allotment and issue of the Offer Shares; (b) to approve the issue of the Bonus Warrants and the warrant instrument; (c) to approve, confirm and ratify the Underwriting Agreement; and (d) to authorise the Directors to allot and issue the Offer Shares, the Bonus Warrants and the Warrant Shares and to take such actions in connection with all the transactions contemplated in this resolution and the circular of the Company dated 27 February 2014.		

Date this _____ day of _____ 2014 Signature: _____ ^(Note 5 and 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized in that behalf.
- 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 shares as if he was solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.