

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回，方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 9 JULY 2015.

本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。申請表格須於二零一五年七月九日(星期四)下午四時正前交回。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

每份章程文件及於章程附錄三標題為「送呈公司註冊處處長文件」一節內所述之文件，已根據公司(清盤及雜項條文)條例第342C條之規定於香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Reference is made to the prospectus (the "Prospectus") issued by Capital VC Limited (the "Company") dated 24 June 2015 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述首都創投有限公司(「本公司」)於二零一五年六月二十四日刊發有關公開發售之章程(「章程」)，除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

發售股份獲准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所分別開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。



CAPITAL VC LIMITED
首都創投有限公司
Capital VC Limited
首都創投有限公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as CNI VC Limited)
(於開曼群島註冊成立之有限公司
並以CNI VC Limited名稱在香港經營業務)
(Stock Code: 02324)
(股份代號: 02324)

OPEN OFFER ON THE BASIS OF SEVEN OFFER SHARES FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE
公開發售
基準為於記錄日期每持有一股合併股份可獲發七股發售股份

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON THURSDAY, 9 JULY 2015
股款須不遲於二零一五年七月九日(星期四)下午四時正接納時繳足

APPLICATION FORM
申請表格

Branch share registrar and transfer office in Hong Kong:
Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East, Hong Kong

香港股份過戶登記分處:
卓佳登捷時有限公司
香港皇后大道東183號
合和中心22樓

Registered office:
Cricket Square
Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 2302, 23rd Floor
New World Tower 1
18 Queen's Road Central
Hong Kong

註冊辦事處:
Cricket Square
Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Island

24 June 2015
二零一五年六月二十四日

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Form area for Box A (Name and address of Qualifying Shareholder(s))

Number of Shares registered in your name on Tuesday, 23 June 2015
於二零一五年六月二十三日(星期二)以閣下名義登記之股份數目

Form area for Box A (Number of Shares registered in your name on Tuesday, 23 June 2015)

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 9 July 2015
有關閣下獲保證配發的發售股份數目，股款須於二零一五年七月九日(星期四)下午四時正前於接納時繳足

Form area for Box B (Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 9 July 2015)

Amount payable on assured allotment when applied in full
申請認購全數保證配發時應繳款項

Form area for Box C (Amount payable on assured allotment when applied in full)

Application can only be made by the Qualifying Shareholder(s) named above.
認購申請僅可由上文列名之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.25).
請於D欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.25港元計算)。

Number of Offer Shares applied for
申請認購之發售股份數目

Form area for Box D (Number of Offer Shares applied for and the amount of remittance enclosed)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of seven Offer Shares for every one Consolidated Share held on the Record Date. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Thursday, 9 July 2015. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "Capital VC Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Excluded Shareholders.

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權透過填寫本申請表格申請認購相等或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述規限下，有關配額乃向於記錄日期名列本公司股東名冊並為合資格股東之股東作出，基準為按於記錄日期每持有一股合併股份可獲發七股發售股份。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之全數應繳款項之足額股款，最遲於二零一五年七月九日(星期四)下午四時正前交回本公司之香港股份過戶登記分處：卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)。所有認購發售股份之發售股份股款必須為港元，並須註明抬頭人為「Capital VC Limited - Open Offer Account」以及「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。除非股東不得申請認購發售股份。

本申請表格所列之所有日期或截止時間均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Application Form.

請注意載於本申請表格以「條件」和「申請手續」為題的章節。



CAPITAL
VC LIMITED

首都創投有限公司

Capital VC Limited
首都創投有限公司

(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)

(於開曼群島註冊成立之有限公司)

並以 CNI VC Limited 名稱在香港經營業務)

(Stock Code: 02324)

(股份代號: 02324)

To: CAPITAL VC LIMITED
致: 首都創投有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.25 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 24 June 2015 and this Application Form and subject to the Memorandum and Articles of Association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send certificates in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為本申請表格所列之合資格股東，現申請認購乙欄(或，倘若僅填妥丁欄，則指丁欄)指定之發售股份數目，並附上按每股發售股份0.25港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據二零一五年六月二十四日刊發之章程及本申請表格所載之條款及條件，以及貴公司之組織章程大綱及公司細則，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholders must sign)
合資格股東簽署
(所有聯合合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date 日期: _____ 2015

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目 (即丁欄或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total specified in Box C) 股款總額 (即丁欄或(如未有填妥)丙欄所列明之總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "**ACCOUNT PAYEE ONLY**" and made payable to "**Capital VC Limited – Open Offer Account**" (see the section headed "**Procedures for Application**" on the reverse side of this Application Form).

** 支票或銀行本票須以「**只准入抬頭人賬戶**」方式並以「**Capital VC Limited – Open Offer Account**」為抬頭人劃線開出(詳情請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數接納。倘上述各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。該等股款不會獲發收據。



CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name(s) of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/ them to be registered as the holders of the Offer Shares which he/she/they has/have applied for subject to the memorandum and articles of association of the Company.
5. Completion and return of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form is liable to be rejected, and in that event the relevant entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.25). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Thursday, 9 July 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "Capital VC Limited – Open Offer Account" and crossed "Account Payee Only" for application for Offer Shares. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 9 July 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Tuesday, 21 July 2015 at your own risk. You will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

Notwithstanding anything contained in the Underwriting Agreement, if at any time prior to the Latest Time for Termination:

- (a) the success of the Open Offer would be materially and adversely affected by the development, occurrence or enforcement of:
 - (i) any new law or regulation or any change in existing laws or regulations which in the reasonable opinion of the Underwriter has or is likely to have a material adverse effect on the financial position of the Group as a whole;
 - (ii) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer;
 - (iii) any significant change (whether or not permanent) in local, national or international securities market conditions or currency exchange rates or exchange controls which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer, or makes it impracticable or inadvisable or inexpedient to proceed therewith;
 - (iv) any suspension of dealings in the Shares for any period longer than five consecutive Business Days after the date of the Underwriting Agreement (other than as a result of the Open Offer); or
 - (v) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Latest Time for Termination;
 - (b) any breach of any of the Warranties in any material respect by the Company comes to the knowledge of the Underwriter;
 - (c) any event occurs or any matter arises on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of such representations, warranties and undertakings untrue or incorrect in any material respect in such a manner as would in the absolute opinion of the Underwriter materially and adversely affect the financial position or business of the Group as a whole;
 - (d) there is any such adverse change in the general affairs, management, business, stockholders' equity or in the financial or trading position of the Group as a whole which in the absolute opinion of the Underwriter is materially adverse to the success of the Open Offer; or
 - (e) there is any change in the composition of the Board which in the absolute opinion of the Underwriter may affect the management and general affairs of the Company;
- then and in any such case, the Underwriter may terminate the Underwriting Agreement without liability to the Company by giving notice in writing to the Company, served prior to the Latest Time for Termination.

In the event that the Underwriter terminates the Underwriting Agreement in accordance with the Underwriting Agreement, all obligations of each of the Parties under the Underwriting Agreement shall cease and no Party shall have any claim against any other Party in respect of any matter arising out of or in connection with the Underwriting Agreement except for, among others, any antecedent breach of any obligation under the Underwriting Agreement.

Any such notice shall be served by the Underwriter to the Company prior to the Latest Time for Termination. Upon termination of the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully-paid, will rank pari passu with the Consolidated Shares then in issue in all respects. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares are expected to be posted on or around Tuesday, 21 July 2015 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares by ordinary post at their own risks. Refund cheques in respect of the Offer Shares if the Open Offer is terminated are expected to be posted on or around Tuesday, 21 July 2015 by ordinary post to the applicants at their own risks.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.