



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)

**FORM OF PROXY FOR USE
AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 11 DECEMBER 2015
(OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^{note 2} _____ ordinary shares of HK\$0.005 each
in the capital of Capital VC Limited (the “Company”), **HEREBY APPOINT** ^{note 3} the Chairman of the extraordinary
general meeting of the Company, or _____
of _____
as my/our proxy to attend for me/us at the extraordinary general meeting of the Company (and at any adjournment
thereof) to be held at Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong at 3:00 p.m. on
Friday, 11 December 2015 for the purpose of considering and, if thought fit, passing with or without modification the
resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to
vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated.

| ORDINARY RESOLUTIONS | FOR ^{note 4} | AGAINST ^{note 4} |
|--|------------------------------|----------------------------------|
| To approve the bonus issue of shares on the basis of one (1) bonus share for every one existing share. | | |

Signature(s) ^{Note 5} : _____ Date _____

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 form of proxy 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 extraordinary 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 FORM OF PROXY 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 RELEVANT BOX 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 or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s share registrar and transfer office 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 holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 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 any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.