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If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Emperor Capital Group Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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英皇資本集團有限公司
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

**(1) NOTICE OF ANNUAL GENERAL MEETING
AND
(2) PROPOSALS FOR (A) RE-ELECTION
AND ELECTION OF DIRECTORS; AND
(B) GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES**

A notice convening the AGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 February 2024 at 10:30 a.m. is set out on pages AGM-1 to AGM-6 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong Branch Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM (by Sunday, 25 February 2024 before 10:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event the form of proxy previously submitted shall be deemed to be revoked.

31 January 2024

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 February 2024 at 10:30 a.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of AGM
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
“FSA Circular”	circular of the Company to the Shareholders dated even date of this circular in relation to (I) continuing connected transactions – provision of financial services and (II) Notice of AGM setting out details, <i>inter alia</i> , of resolution number 6 of the Notice of AGM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	25 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MLA Circular”	circular of the Company to the Shareholders dated even date of this circular in relation to (I) renewal of continuing connected transactions – 2024 master leasing agreement and (II) Notice of AGM setting out details, <i>inter alia</i> , of resolution number 7 of the Notice of AGM
“Notice of AGM”	the notice of AGM dated 31 January 2024 as set out from pages AGM-1 to AGM-6 of this circular
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



英皇資本集團有限公司 Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

Executive Directors:

Ms. Daisy Yeung (*Chairperson*)

Mr. Wong Chi Fai

Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Ms. Wan Choi Ha

Mr. Wong Tak Ming, Gary

Mr. Yu King Tin

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

24th Floor

Emperor Group Centre

288 Hennessey Road

Wanchai

Hong Kong

31 January 2024

To the Shareholders,

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (i) re-election and election of Directors; and (ii) granting of general mandates to issue new Shares and buy back Shares and to give you the Notice of AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out from pages AGM-1 to AGM-6 of this circular. Resolutions to be proposed at the AGM include, *inter alia*, the (A) re-election and election of Directors; (B) general mandates to issue new Shares and buy back Shares; (C) approving the 2024 FSA and the Annual Caps (as defined in the FSA Circular); and (D) approving the 2024 MLA and the Aggregate Tenancy Annual Caps (as defined in the MLA Circular).

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on resolution nos. 1 to 5 in relation to the above items (A) and (B) to be proposed at the AGM. Please refer to the details regarding resolution no. 6 in relation to the above item (C) in the FSA Circular and resolution no. 7 in relation to the above item (D) in the MLA Circular.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform the Shareholders of the results of the AGM.

In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong before 4:30 p.m. on Wednesday, 21 February 2024.

No refreshments or drinks will be served and no corporate gifts will be distributed.

The Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairperson of the AGM as their proxy to represent them by returning their forms of proxy by the time specified herein. Physical attendance at the AGM by Shareholders is not necessary for the purpose of exercising their voting rights.

(A) RE-ELECTION AND ELECTION OF DIRECTORS

Retirement and re-election of Director

In accordance with Bye-law 84(1) and 84(2) of the Bye-laws, Ms. Wan Choi Ha (“**Ms. Wan**”) and Mr. Wong Tak Ming, Gary (“**Mr. Gary Wong**”) shall retire by rotation at the AGM. Mr. Gary Wong, being eligible, shall offer himself for re-election while Ms. Wan, who served as Independent Non-executive Director for almost 9 years, being eligible but does not offer herself for re-election thereat.

LETTER FROM THE BOARD

Ms. Wan confirmed that she has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to her decision of not offering herself for re-election at the AGM.

Details of Mr. Gary Wong who offer himself for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Election of Director

Ms. Chan Sim Ling, Irene (“**Ms. Irene Chan**”) is nominated to stand for election as Independent Non-executive Director at the AGM to fill the casual vacancy to be created by the retirement of Ms. Wan. The Company has received from Ms. Irene Chan (i) a written confirmation of her willingness to be elected as Director and consent to the publication of her personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Biographical details of Ms. Irene Chan are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

The Nomination Committee of the Company (“**NC**”) had reviewed the biographical details of Mr. Gary Wong and Ms. Irene Chan and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, enough time commitment to effectively discharge duties as Board member) as set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the diversity policy of the Company, and took the view that both of them have been contributing to the Group effectively and committed to their role as Directors.

The NC had also assessed the independence of Mr. Gary Wong and Ms. Irene Chan based on their confirmation of independence with reference to the criteria as set out under Rule 3.13 of the Listing Rules and was satisfied with their independence.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Mr. Gary Wong and elect Ms. Irene Chan as Directors at the AGM. Mr. Gary Wong abstained from voting on the relevant resolution at the Board meeting regarding his own re-election.

LETTER FROM THE BOARD

(B) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General mandates granted at the last annual general meeting of the Company held on 28 February 2023 (“2023 AGM”)

At the 2023 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the aggregate number of the Shares then in issue (i.e. a maximum of 1,348,169,144 Shares) (“**Previous Issue Mandate**”);
- (ii) buy back up to 10% of the aggregate number of the Shares then in issue (i.e. a maximum of 674,084,572 Shares) (“**Previous Buy-back Mandate**”); and
- (iii) extend the Previous Issue Mandate by an additional number of the Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back by the Company pursuant to the above mandates.

(II) Proposed refreshment of the general mandates at the AGM

The previous mandates will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

As at the Latest Practicable Date, there were 6,740,845,724 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (A) the Issue Mandate to allot, issue and deal with the Shares of up to an aggregate of not exceeding 20% of the total number of the issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 1,348,169,144 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (B) the Buy-back Mandate to buy back the Shares of up to an aggregate of not exceeding 10% of the total number of the issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 674,084,572 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM); and
- (C) the Extension Mandate to increase the total number of the Shares which may be allotted and issued under the Issue Mandate by an additional number of the Shares which may be bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

Such proposed resolutions are set out in resolutions 5(A), 5(B) and 5(C) of the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the (A) re-election and election of Directors; (B) general mandates to issue new Shares and buy back Shares are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Director Proposed for Re-election and New Candidate Proposed for Election) and Appendix II (Explanatory Statement on the Buy-back Mandate) to this circular. Please also refer to the details contained in the FSA Circular and the MLA Circular for other recommendations, *inter alia*, in relation to approving the matters contained therein.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

**APPENDIX I DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION
AND NEW CANDIDATE PROPOSED FOR ELECTION**

The following are the particulars of the Director (as required by the Listing Rules) proposed to be re-elected and new candidate proposed to be elected at the AGM:

I. PROPOSED FOR RE-ELECTION

Mr. Wong Tak Ming, Gary

Independent Non-executive Director

Mr. Gary Wong, aged 48, joined the Board in February 2022. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. He now runs a professional accountancy firm in Hong Kong and has over 20 years of experience in the field of auditing and accounting. Mr. Gary Wong was an independent non-executive director of Emperor International Holdings Limited (Stock Code: 163) from August 2013 to August 2022. He is a certified public accountant (practising), a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong. Save as disclosed above, Mr. Gary Wong did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Gary Wong is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Mr. Gary Wong is entitled to receive a Director's fee of HK\$250,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Gary Wong does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Gary Wong.

**APPENDIX I DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION
AND NEW CANDIDATE PROPOSED FOR ELECTION**

II. PROPOSED FOR ELECTION

Ms. Chan Sim Ling, Irene

Independent Non-executive Director

Ms. Irene Chan, aged 61, was nominated by the Board to stand for election as an Independent Non-executive Director of the Company at the annual general meeting. Immediately following her successful appointment as Director, she will act as Chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Irene Chan is a retired solicitor and with over 20 years of experience as independent non-executive director of various listed companies. She is currently an independent non-executive director of Chinlink International Holdings Limited (Stock Code: 997), Emperor Culture Group Limited (Stock Code: 491) and Emperor Watch & Jewellery Limited (Stock Code: 887), all being listed companies in Hong Kong. Ms. Irene Chan graduated from The University of Hong Kong with Bachelor's Degree in Laws. Save as disclosed above, Ms. Irene Chan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

After her successful election of the AGM, Ms. Irene Chan's term of service is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Irene Chan is entitled to receive a Director's fee of HK\$250,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Irene Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed election of Ms. Irene Chan.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of the Shares in issue was 6,740,845,724 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 674,084,572 Shares (representing 10% of the total number of the issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 September 2023) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Emperor Capital Group Holdings Limited ("**Emperor Capital Holdings**") held 2,879,521,438 Shares, representing approximately 42.72% of the total number of the Shares in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the shareholding of Emperor Capital Holdings in the Company would increase to approximately 47.46% of the total number of the issued Shares. The Directors consider that such an increase would give rise to an obligation on the part of Emperor Capital Holdings to make a mandatory offer under Rule 26 of the Takeovers Code. However, it would not reduce the number of Shares in the hands of the public to less than the prescribed minimum percentage of 25% of the total number of issued Shares.

The Directors will exercise the power conferred by the Buy-back Mandate to buy back Shares in circumstances which they deem appropriate for the benefits of the Company and the Shareholders as a whole. The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in a requirement for Emperor Capital Holdings to make a mandatory offer under the Takeovers Code.

GENERAL

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the proposed share buy-back has any unusual features.

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, during the 6 months preceding the Latest Practicable Date.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
January	0.092	0.064
February	0.072	0.052
March	0.064	0.051
April	0.061	0.050
May	0.066	0.047
June	0.062	0.050
July	0.059	0.051
August	0.060	0.046
September	0.056	0.046
October	0.056	0.045
November	0.051	0.036
December	0.044	0.035
2024		
January (up to and including the Latest Practicable Date)	0.044	0.034

NOTICE OF ANNUAL GENERAL MEETING



英皇資本集團有限公司 Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Capital Group Limited (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 February 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 30 September 2023.
2. (A) To re-elect Mr. Wong Tak Ming, Gary as Director.

(B) To elect Ms. Chan Sim Ling, Irene as Director.
3. To authorise the board of directors of the Company (“**Board**” or “**Director(s)**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Independent Auditor and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) “**THAT:**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“**Bye-laws**”) or any applicable laws to be held; and
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.”

- (C) “**THAT** conditional upon resolutions nos. 5(A) and 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 5(B).”

NOTICE OF ANNUAL GENERAL MEETING

6. (A) **“THAT:**

- (i) the agreement dated 1 December 2023 entered into between the Company and Ms. Daisy Yeung in relation to the provision of financial services between the Company and its subsidiaries (“**Group**”) on one part and Ms. Daisy Yeung and her associates on the other part, a copy of which marked “A” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Yeung Proposed Annual Caps (as defined in the circular of the Company dated 31 January 2024 in relation to continuing connected transactions – provision of financial services (“**FSA Circular**”)) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

(B) **“THAT:**

- (i) the agreement dated 1 December 2023 entered into between the Company, Emperor International Holdings Limited, Emperor Entertainment Hotel Limited, Emperor Watch & Jewellery Limited, Emperor Culture Group Limited, New Media Lab Limited and Ulferts International Limited in relation to the provision of financial services by the Group to the listed members under the private discretionary trusts set up by Dr. Yeung Sau Shing, Albert, a copy of which marked “B” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Emperor Group Proposed Annual Caps (as defined in the FSA Circular) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT:**

- (i) the master leasing agreement dated 23 March 2023 entered into between the Company and Emperor International Holdings Limited in relation to all existing and future tenancy/licence transaction(s) between members of the Group as tenants and the relevant members of Emperor International Group as landlords, a copy of which marked “C” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Aggregate Tenancy Annual Caps (as defined in the circular of the Company dated 31 January 2024 in relation to renewal of continuing connected transactions – 2024 master leasing agreement (“**MLA Circular**”)) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 31 January 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
24th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) For details regarding resolutions nos. 2 and 5, please refer to the circular dated 31 January 2024 regarding (*inter alia*) proposals for re-election and election of directors and issue new shares and buy back shares. For details regarding resolution no. 6, please refer to the FSA Circular. For details regarding resolution no. 7, please refer to the MLA Circular. Unless indicated otherwise, capitalised terms used in the respective resolutions shall have the same meanings as those defined in the respective circulars.
- (ii) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (iii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be decided by poll at the annual general meeting (“AGM”). Where the chairperson in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (iv) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote in his stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the chairperson of the AGM as their proxies to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (v) To be valid, the 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 Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof. In such event, the returned form of proxy previously submitted shall be deemed to be revoked.
- (vi) Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy in respect of such shares as if he were solely entitled thereto, but the vote of the senior holder 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 in respect of the relevant joint holding.
- (vii) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company’s Hong Kong Branch Share Registrar at the above address before 4:30 p.m. on Wednesday, 21 February 2024.
- (viii) If typhoon signal no. 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the HKSAR Government is in force at any time after 8:30 a.m. and before the AGM time, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorCapital.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (ix) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.