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**英皇證券集團有限公司\***  
**Emperor Capital Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 717)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of Emperor Capital Group Limited (the “**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 6 May 2015 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolution as the ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT**

- a. the underwriting and placing agreement dated 26 March 2015 between the Company as issuer, RaffAello Securities (HK) Limited and Emperor Securities Limited as placing agents (the ‘**Underwriting and Placing Agreement**’), a copy of which marked “A” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, in relation to the placing of up to 1,300,000,000 new shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) at a placing price of HK\$0.50 per Placing Share and all transactions contemplated thereunder, including the placing of the Placing Shares and, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment (or, as applicable, waiver) of the conditions precedent set out in the Underwriting and Placing Agreement, the allotment and issue of the Placing Shares, pursuant to and subject to the terms and conditions of the Underwriting and Placing Agreement, be and are hereby approved, confirmed and ratified; and

\* *for identification purposes only*

- b. the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Underwriting and Placing Agreement and in relation to the allotment and issue of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board  
**Emperor Capital Group Limited**  
**Choi Suk Hing, Louisa**  
*Company Secretary*

Hong Kong, 20 April 2015

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal office:*  
24th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior 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 in respect of the joint holding of such share.

4. For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closures are set out below:-

Latest time to lodge transfer of shares	4:30 p.m. on 4 May 2015 (Monday)
Book close dates	5 and 6 May 2015 (Tuesday & Wednesday)
Record date	6 May 2015 (Wednesday)

5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this Notice will be decided by poll at the above meeting. Where the Chairman 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.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.emperorcapi.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises:-

*Executive Directors:*

Ms. Daisy Yeung  
Mr. Chan Shek Wah  
Ms. Choi Suk Hing, Louisa  
Ms. Pearl Chan

*Independent Non-Executive Directors:*

Mr. Chu Kar Wing  
Mr. Poon Yan Wai  
Mr. Tse Hin Lin, Arnold