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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)

**(I) UPDATES ON THE UNDERWRITING AGREEMENT
IN RELATION TO THE RIGHTS ISSUE;
AND
(II) REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE
AND THE PLACING**

Reference is made to the announcements issued by Emperor Capital Group Limited (the “Company”) on 26 March 2015 and 21 May 2015 in relation to, among others, the Rights Issue and the Placing (the “**Announcements**”) and the prospectus issued by the Company on 7 May 2015 (the “**Prospectus**”). Save as otherwise provided, capitalized terms used herein shall have the same meanings as those defined the Announcements and the Prospectus.

UPDATES ON THE UNDERWRITING AGREEMENT IN RELATION TO THE RIGHTS ISSUE

As announced by the Company on 20 May 2015, trading in the shares of the Company was halted pending release of an announcement in relation to a proposed fund raising exercise of the Company (“**Fund Raising Announcement**”). In order for the Qualifying Shareholders and the market to consider the information in the Fund Raising Announcement, the Underwriter and the Company have agreed on 21 May 2015 to extend the Latest Time for Acceptance of the Rights Issue from 21 May 2015 to 29 May 2015 and the Latest Time for Termination of the Rights Issue from 4:00 p.m. on 27 May 2015 to 4:00 p.m. on 2 June 2015, by which time the Underwriter may exercise its rights of termination of the Underwriting Agreement.

REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE AND THE PLACING

The expected timetable for the Rights Issue and the Placing as set out in the Prospectus is revised and set out as below. Unless otherwise stated, all times and dates in this announcement refer to Hong Kong local times and dates.

	2015 (Hong Kong time)
Latest time for acceptance of and payment for Rights Shares and application any payment for excess Rights Shares	4:00 p.m. on Friday, 29 May
Latest time for the termination of the Underwriting Agreement	4:00 p.m. on Tuesday, 2 June
Announcement of results of acceptance and excess application of the Rights Issue	Wednesday, 3 June
Refund cheques in respect of wholly and partially unsuccessful applications for excess Rights Shares expected to be posted	on or before Thursday, 4 June
Certificates for fully-paid Rights Shares expected to be despatched	on or before Thursday, 4 June
Placing expected to be completed	Thursday, 4 June
Dealings in fully-paid Rights Shares and Placing Shares commence	9:00 a.m. on Friday, 5 June
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Shares	9:00 a.m. on Friday, 5 June
Designated broker cease to stand in the market to provide matching services for sale and purchase of odd lots of Shares	4:00 p.m. on Thursday, 25 June

Acceptances of provisional allotment of Rights Shares and applications for excess Rights Shares which were completed in accordance with the relevant instructions of the PAL and EAF and were submitted at or before 4:00 p.m. on 21 May 2015 (Thursday) shall remain valid. The announcement of results of acceptance and excess application of the Rights Issue is expected to be made on 3 June 2015.

Save for the abovementioned changes in the expected timetable of the Rights Issue and the Placing, all other terms of the Underwriting Agreement and the Underwriting and Placing Agreement remain unchanged.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Managing Director

Hong Kong, 21 May 2015

As at the date hereof, the board of directors of the Company 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

** for identification purposes only*