
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 transferee(s).

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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)

(1) PROPOSED RE-ELECTION OF DIRECTOR AND ELECTION OF DIRECTOR

(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 25 February 2022 at 11:30 a.m. or any adjournment thereof is set out from pages 16 to 19 of this circular.

Please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar and transfer office, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM (i.e. Wednesday, 23 February 2022 before 11:30 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.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of Shareholders and to prevent the spreading of COVID-19, the following precautionary measures will be implemented at the AGM:

- (1) **Compulsory temperature screening/checks;**
- (2) **Compulsory health declaration;**
- (3) **Compulsory wearing of surgical face mask – no mask will be provided at the AGM venue;**
- (4) **No refreshment or drinks will be served and no corporate gift will be distributed; and**
- (5) **A designated seat will be assigned at the AGM venue.**

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company and to the extent as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy and to return their forms of proxy by the time specified herein, instead of attending the AGM in person.

31 January 2022

* for identification purpose only

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the situation of COVID-19, the Company would like to advise the Shareholders on the following precautionary measures for the AGM:

(A) BEFORE THE AGM

- (1) Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19. For the health and safety of Shareholders, **the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy instead of attending the AGM in person.** Physical attendance is not necessary for the purpose of exercising Shareholder's rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Wednesday, 23 February 2022 at 11:30 a.m. Completed forms of proxy must be returned to the Hong Kong Branch Share Registrar and transfer office of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The form of proxy can be downloaded from the websites of the Company (<https://www.EmperorCapital.com>) or the Stock Exchange (<https://www.hkexnews.hk>).

- (2) Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose Shares are held through their intermediary (e.g. banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited, as the case may be) should consult directly with their intermediary regarding appointment of proxy or corporate representative before any relevant deadline as prescribed by their intermediary.
- (3) Limiting attendance in person at the AGM venue:** The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the AGM venue. The Company reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and the guidance of the HKSAR Government.

Shareholders are reminded that physical attendance is not necessary for the purpose of exercising Shareholder's rights. The Company strongly encourages Shareholders to appoint the Chairperson of the AGM as their proxy by submitting their form of proxy as stated above as soon as possible before the above deadline. In case Shareholders wish to attend the AGM in person or by a proxy of their choice, they or their proxy of their choice can still attend the AGM in person if such Shareholders are successful in registering to attend.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Any Shareholder (or his/her proxy or corporate representative, as the case may be) who wish to attend the AGM physically must pre-register his/her intention by completing and returning to the Company the pre-registration form. Pre-registration form can be obtained at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong during business hours or downloaded from the website of the Company (<https://www.EmperorCapital.com>). Completed pre-registration form should be returned by hand or by post to the aforesaid address at least 48 hours before the AGM time.

The right of the admission to the AGM venue will be allocated on a first-come-first-served basis. Duplicated registrations will be disregarded. Persons who have been allocated the right of admission to the AGM will be notified by email and by phone (if reachable). No notification will be sent to those who are not successful to obtain the right of admission to the AGM venue in person.

- (4) **Questions at or prior to the AGM:** The AGM proceedings will be conducted with a view to focusing on the proposed resolutions as set out in the Notice of AGM. Shareholders are advised to contact the Company by email at ir717@emperorgroup.com if they have any question about the relevant resolutions or about the Company, or any matter for communication with the Board, as early as possible before the AGM date. The Company will endeavour to reply as soon as practicable.

(B) AT THE AGM

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms or subject to any HKSAR Government prescribed quarantine may be denied entry into the AGM venue and be requested to leave the AGM venue, at the absolute discretion of the Company and to the extent as permitted by law.
- (2) Every attendee will be required to submit a completed and signed health declaration form (“Form”) prior to being admitted to the AGM venue. Please bring along the completed Form to the AGM venue to ensure smooth registration and certification processing. The Form can be downloaded from the website of the Company (<https://www.EmperorCapital.com>).
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM (including queuing for registration). Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) Every attendee will be assigned seats in order to ensure appropriate social distancing and facilitate close contact tracing. Staff at the AGM venue will also assist in crowd control and queue management to ensure appropriate social distancing.
- (5) No refreshments, drinks or corporate gift will be served or distributed to attendees at the AGM venue.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In addition, attendees are requested to observe and practise good personal hygiene at all times at the AGM venue. To the extent as permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check the website of the Company (<https://www.EmperorCapital.com>) for future announcements and updates on the AGM arrangements.

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 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 25 February 2022 at 11:30 a.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 4(B) of the Notice of the 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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	21 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange where is in force from time to time
“Notice of AGM”	the notice dated 31 January 2022 convening the AGM as set out from pages 16 to 19 of this circular
“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 capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong dollars
“%”	per cent

LETTER FROM THE BOARD



英皇證券集團有限公司*

Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

Executive Directors:

Ms. Daisy Yeung (*Managing Director*)

Ms. Choi Suk Hing, Louisa

Ms. Pearl Chan

Independent Non-Executive Directors:

Mr. Chu Kar Wing

Mr. Poon Yan Wai

Ms. Wan Choi Ha

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 Hennessy Road

Wanchai

Hong Kong

31 January 2022

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of a Director who is due to retire by rotation at the AGM and election of a new Director; and (ii) the proposed grant of each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

* *for identification purpose only*

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 16 to 19 of this circular. Resolutions in respect of the re-election of a Director, the election of a new Director, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. 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 any resolutions to be proposed at the AGM.

Please draw particular attention to the precautionary measures set out on pages 1 to 3 of this circular.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of Shareholders on the proposed ordinary 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 Shareholders of the results of the AGM.

RE-ELECTION AND ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, Ms. Choi Suk Hing, Louisa ("Ms. Choi") and Mr. Chu Kar Wing ("Mr. Chu") shall retire by rotation at the AGM. Ms. Choi, being eligible, offer herself for re-election while Mr. Chu, who has served as an Independent Non-executive Director for over 9 years, being eligible, does not offer himself for re-election thereat.

Mr. Chu confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the AGM.

Details of Ms. Choi who offers herself 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

Mr. Wong Tak Ming, Gary ("Mr. Wong") is nominated to stand for election as an Independent Non-executive Director at the AGM to fill the casual vacancy to be created by the retirement of Mr. Chu. The Company has received from Mr. Wong (i) a written confirmation of his willingness to be elected as Director and consent to the publication of his personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

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

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

The Nomination Committee of the Company (“NC”) has reviewed the biographical details of Ms. Choi and her 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, time commitment to effectively discharge duties as Board member) 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) set out in the diversity policy of the Company, and took the view that Ms. Choi has been contributing to the Group effectively and is committed to her role as Director.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Ms. Choi as Director at the AGM. Ms. Choi abstained from voting on the relevant resolution at the Board meeting regarding her nomination.

The NC has also assessed the independence, qualification, skill and experience of Mr. Wong for his proposed election as Independent Non-executive Director at the AGM. The NC had reviewed the independence of Mr. Wong based on his confirmation of independence and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

Taking into account of the above, the Board also accepted the recommendation by the NC for recommending Mr. Wong to stand for election as Director at the AGM.

Nomination by Shareholders

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its principal place of business in Hong Kong at 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from 4 February 2022 (Friday) to 11 February 2022 (Friday), both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General Mandates granted at last annual general meeting of the Company held on 8 February 2021 (the “2021 AGM”)

At the 2021 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (A) issue up to 20% of the then aggregate number of Shares in issue (i.e. a maximum of 1,348,169,144 Shares) (the “Previous Issue Mandate”);
- (B) buy back up to 10% of the aggregate number of Shares in issue (i.e. a maximum of 674,084,572 Shares) (the “Previous Buy-back Mandate”); and

LETTER FROM THE BOARD

- (C) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

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

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

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 Shares of up to an aggregate of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (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 AGM date);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

Such proposed resolutions are set out in Resolutions 4(A), 4(B) and 4(C) in the Notice of AGM respectively.

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

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 ordinary resolutions for (a) the re-election of a Director and election of a new Director; and (b) the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and its 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.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Director Proposed for Re-election and New Candidate Proposed for Election) and Appendix II (Explanatory Statement to the Buy-back Mandate) to this circular.

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

APPENDIX I DETAILS OF RETIRING 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 or elected the AGM.

I. PROPOSED FOR RE-ELECTION

Ms. Choi Suk Hing, Louisa

Executive Director and Company Secretary

Ms. Choi, aged 57, joined the Board in March 2008. She is an Executive Director and the Company Secretary of the Company. Ms. Choi is the Chairperson of the Corporate Governance Committee and a member of the Executive Committee of the Company as well as a director of various subsidiaries of the Company. She is also a responsible officer of Emperor Capital Limited, a subsidiary of the Company under the SFO. Ms. Choi has over 23 years of experience in the finance industry covering securities, futures and corporate finance. Before that, she had worked in the company secretary profession in both listed companies as well as professional firms for over 8 years. Ms. Choi holds a Master's Degree in Applied Finance from Macquarie University, Australia. She is a fellow member of both The Chartered Governance Institute in the United Kingdom and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). Ms. Choi 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 three years.

The term of service of Ms. Choi 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. Choi 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 duties and responsibilities undertaken by her. The amount of emoluments paid to Ms. Choi for the financial year ended 30 September 2021 was set out in note 11 to the consolidated financial statements in the Company 2020/2021 Annual Report.

As at the Latest Practicable Date, Ms. Choi has a personal interest of 4,680,000 Shares of the Company (representing approximately 0.07% of the total issued Shares). She does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company and, save as disclosed above, she does not have other 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 Ms. Choi.

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

II. PROPOSED FOR ELECTION

Mr. Wong Tak Ming, Gary

Independent Non-executive Director

Mr. Wong, aged 46, is nominated by the Board to stand for election as an Independent Non-executive Director of the Company at the annual general meeting. Immediately following his successful appointment as Director, he will act as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and 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. Wong is currently an independent non-executive director of Emperor International Holdings Limited (Stock Code: 163). 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. 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 three years.

Subject to his successful election, Mr. Wong will be appointed as Independent Non-executive Director of the Company from 25 February 2022. His 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. Mr. 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. 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 election of Mr. Wong.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of 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 Shares in issue) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (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.

2. 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.

3. 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 2021) 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 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.

4. SHARE PRICE

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
December	0.136	0.120
2021		
January	0.166	0.125
February	0.209	0.139
March	0.177	0.136
April	0.144	0.130
May	0.142	0.130
June	0.151	0.127
July	0.134	0.108
August	0.134	0.110
September	0.135	0.112
October	0.127	0.110
November	0.121	0.104
December	0.108	0.068
2022		
January (up to and including the Latest Practicable Date)	0.085	0.072

5. BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

6. UNDERTAKING/INTENTION

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

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 Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

7. EFFECT OF 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 in the Company, representing approximately 42.72% of the total number of 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 be increased to approximately 47.46% of the total number of 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.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Capital Group Limited (the “Company”) will be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 25 February 2022 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 30 September 2021 together with the reports of the directors and independent auditors (“Auditor”) thereon.
2. (A) To re-elect Ms. Choi Suk Hing, Louisa as a director of the Company (“Director”).
(B) To elect Mr. Wong Tak Ming, Gary as Director.
(C) To authorize the board of directors of the Company (“Board”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (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;

* for identification purpose only

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(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 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; or
- (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; or
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders of the Company 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) **“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 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;

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(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 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; or

(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; or

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

(C) “**THAT** conditional upon resolutions no. 4(A) and 4(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. 4(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. 4(A) above, provided that such extended number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 4(B).”

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

Hong Kong, 31 January 2022

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 Hennessy Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Considering the outbreak of COVID-19, certain measures will be implemented at the annual general meeting (“AGM”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees being required to (a) undergo compulsory body temperature check; (b) submit compulsorily health declaration form; and (c) wear surgical face masks prior to admission to the AGM venue (no mask will be provided at the AGM venue) and throughout the AGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate. Shareholders should check the website of the Company (<https://www.EmperorCapital.com>) for future announcements and updates on the AGM arrangements.

2. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the AGM. Where the chairperson/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.
3. A member of the Company entitled to attend and vote at the AGM convened by this 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.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on the behalf, and must be deposited at the Company’s Hong Kong Branch Share Registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (“Branch Share Registrar”) together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
5. 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 AGM, 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.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM.
7. 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 Branch Share Registrar, Tricor Secretaries Limited at the above address before 4:30 p.m. on 21 February 2022 (Monday).
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

This Circular (in both English and Chinese versions) is available to any Shareholder either in printed form or on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorCapital.com>). In order to protect the environment, the Company highly recommends Shareholders to elect to receive electronic copy of this Circular. Shareholders may have the right to change their choice of receipt of all future Corporate Communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, by post at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at is-enquiries@hk.tricorglobal.com.