

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



英皇證券集團有限公司*
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

CHANGE OF DIRECTORS

The Board has accepted the resignation of Mr. Tse Hin Lin, Arnold as Independent Non-executive Director of the Company with effect from 24 July 2015 and with effect from the same date, Ms. Wan Choi Ha has been appointed as Independent Non-executive Director of the Company in order to fill the casual vacancy caused by the resignation of Mr. Arnold Tse.

Resignation of Mr. Tse Hin Lin, Arnold as Independent Non-executive Director

The board of directors (the “**Board**” or “**Directors**”) of Emperor Capital Group Limited (the “**Company**”) announces that the Board has accepted the resignation of Mr. Tse Hin Lin, Arnold (“**Mr. Arnold Tse**”) as Independent Non-executive Director of the Company with effect from 24 July 2015 as Mr. Arnold Tse decided to devote more time to his personal plan. Upon his resignation, Mr. Arnold Tse automatically ceased to act as the chairman of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee under the Board.

Mr. Arnold Tse confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Appointment of Ms. Wan Choi Ha as Independent Non-executive Director

The Board also announces that, in order to fill the casual vacancy caused by the resignation of Mr. Arnold Tse, the Board has approved the appointment of Ms. Wan Choi Ha (“**Ms. Noven Wan**”) as Independent Non-executive director of the Company with effect from 24 July 2015. Ms. Noven Wan has also been appointed as the chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee with effect from the same date.

* For identification purposes only

Ms. Noven Wan, aged 47, has been admitted as a solicitor in Hong Kong since 1993 and is now a Partner of Wan and Leung, Solicitors. She graduated from The University of Hong Kong with a Bachelor's Degree in Laws. She is also an independent non-executive director of another Hong Kong listed company, Emperor Entertainment Hotel Limited (Stock Code: 296). Save as disclosed above, she does not hold any directorship in other public companies in the last three years.

Ms. Noven Wan confirmed that she meets all independence criteria as set out in Rule 3.13 of The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Listing Rules**"). Ms. Noven Wan declared that, as at the date hereof, she does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor does she have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Pursuant to the appointment letter given to Ms. Noven Wan, her appointment as independent non-executive director of the Company shall be for an initial term of three years commencing from her appointment date (i.e. 24 July 2015) and shall continue thereafter on a yearly basis subject to termination by either party with written notice. She will be subject to retirement at the next following general meeting and shall then be eligible for re-election at that meeting. She will also be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since her last re-election pursuant to the Bye-laws of the Company and the Listing Rules. Ms. Noven Wan will be entitled to receive a Director's fee of HK\$200,000 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 prevailing market rate as well as the duties and responsibilities to be undertaken by her as Director.

Save as disclosed above, Ms. Noven Wan confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters in relation to her appointment that need to be brought to the attention of the shareholders of the Company.

Board Appreciation

The Board would like to thank Mr. Arnold Tse for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Ms. Noven Wan for joining the Board.

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

Hong Kong, 24 July 2015

As at the date hereof and after the aforesaid change of Directors, 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
Ms. Wan Choi Ha