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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)

COMPLETION OF THE PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agents



英皇證券(香港)有限公司
Emperor Securities Limited

Reference is made to the announcements of the Company dated 26 March 2015 and 21 May 2015 and the circular of the Company dated 20 April 2015 (the “Circular”) in relation to, among others, the proposed Placing of a maximum of 1,300,000,000 Placing Shares at a price of HK\$0.50 per Placing Share. Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the Circular.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions precedent of the Placing as set out in the Underwriting and Placing Agreement have been fulfilled with all the 1,300,000,000 Placing Shares having been successfully placed by the Placing Agents. The Placing was completed on 4 June 2015.

The net proceeds from the Placing amounting to approximately HK\$630.3 million will be used for expansion of the existing business of Company, especially for the money lending business and asset management business; repayment of outstanding loans; general working capital and to finance any future business opportunities to be identified by the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties and none of the Placees becomes a substantial Shareholder of the Company immediately upon completion of the Placing.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Placing is set out as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Emperor Capital Holdings (<i>Note 1</i>)	2,660,275,360	67.38	2,660,275,360	50.69
Ms. Daisy Yeung (<i>Notes 1 & 2</i>)	18,000,000	0.46	18,000,000	0.34
Mr. Chan Shek Wah (<i>Note 2</i>)	20,457,000	0.52	20,457,000	0.39
Ms. Choi Suk Hing, Louisa (<i>Note 2</i>)	4,680,000	0.12	4,680,000	0.09
Ms. Pearl Chan (<i>Note 2</i>)	2,925,000	0.07	2,925,000	0.06
Public Shareholders	1,241,608,364	31.45	1,241,608,364	23.66
Placees	–	–	1,300,000,000	24.77
Total	<u>3,947,945,724</u>	<u>100</u>	<u>5,247,945,724</u>	<u>100</u>

Notes:

- Such Shares include the 886,758,453 Rights Shares allotted and issued by the Company to Emperor Capital Holdings on 4 June 2015, Emperor Capital Holdings is indirectly owned by AY Trust, of which Ms. Daisy Yeung is one of the eligible beneficiaries and has deemed interest in such Shares.
- Such respective Shares include the respective Rights Shares allotted and issued by the Company on 4 June 2015 to Ms. Daisy Yeung, Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan, all of whom are Directors.

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

Hong Kong, 4 June 2015

As at the date hereof, 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