



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

FORM OF PROXY
Special General Meeting ("SGM") – 21 August 2015 (Friday)

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| Number of shares of HK\$0.01 each to which this proxy form relates <small>(Note 1)</small> | |
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I/We (Note 2) _____
of _____
being the registered holder(s) in the capital of Emperor Capital Group Limited (the "Company"), HEREBY APPOINT (Note 3)
_____ of _____
or failing him/her, the Chairman of the SGM as my/our proxy to vote and act for me/us at the SGM and at any adjournment thereof to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 21 August 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the SGM ("Notice of the SGM") and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Please put a "✓" in the appropriate box below to indicate how you wish your vote(s) to be cast on a poll:

| ORDINARY RESOLUTION | | FOR <small>(Note 4)</small> | AGAINST <small>(Note 4)</small> |
|---------------------|--|-----------------------------|---------------------------------|
| 1. | To grant a general mandate to the Directors to allot, issue and deal with new Shares of not exceeding 20% of the total number of issued shares of the Company <small>(Note 5)</small> | | |
| 2. | To grant a general mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of issued shares of the Company <small>(Note 5)</small> | | |
| 3. | Conditional upon the passing of resolutions nos. 1 and 2, to extend the general mandate granted to the Directors under resolution no. 1 to allot, issue and deal with new Shares by the amount of the Shares repurchased by the Company under resolution no. 2 <small>(Note 5)</small> | | |
| 4. | To approve the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue <small>(Note 5)</small> | | |
| 5. | To re-elect Ms. Wan Choi Ha as a director of the Company | | |

Dated this _____ day of _____ 2015 Signed: _____ (Note 6)

Notes:

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the SGM will act as your proxy. A shareholder may appoint one or more proxies (if holding more than one share) to attend the meeting and vote for him. The proxy needs not be a member of the Company but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the SGM other than that referred to in the Notice of SGM.
5. The description of the resolution is by way of summary only. The full text appears in the Notice of the SGM of the Company dated 5 August 2015.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
8. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, 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 not less than 48 hours before the time for the holding of the SGM and any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, the proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

* for identification purposes only