



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") – 13 August 2013 (Tuesday)

Number of shares of HK\$0.01 each to which this proxy form relates ^(Note 1)	
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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 Tuesday, 13 August 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the SGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

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

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the amendment to the Share Option Scheme (as defined in the circular of the Company dated 26 July 2013 (the "Circular")).		
2.	To approve the grant of the Option (as defined in the Circular) to Ms. Daisy Yeung.		
3.	To approve the grant of the Option (as defined in the Circular) to Mr. Chan Shek Wah.		

Dated this _____ day of _____ 2013 Signed: _____ ^(Note 6)

Notes:

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 those referred to in the Notice of SGM.
- 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.
- 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.
- 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the SGM and any adjournment thereof.
- 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.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of the Special General Meeting of the Company dated 26 July 2013.

* for identification purposes only