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英皇資本集團有限公司
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 27 FEBRUARY 2024
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
MEMBERS OF BOARD COMMITTEES**

I. Poll Results of the Annual General Meeting

Reference is made to three circulars of Emperor Capital Group Limited (“**Company**”), all dated 31 January 2024 (“**Circulars**”) setting out, inter alia, the notice of the annual general meeting of the Company (“**Notice**”) held on 27 February 2024 (“**AGM**”). Capitalized terms used herein shall have the same meanings as defined in the Circulars unless the context otherwise requires.

All Directors attended the AGM in person or by electronic means. The Company has appointed Union Registrars Limited, the Company’s Hong Kong Branch Share Registrar, to act as the scrutineer for the purpose of vote-taking at the AGM. As at the date of the AGM, a total of 6,740,845,724 Shares were in issue and entitled the holders of which to attend and vote at the AGM. The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes (% to total number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
1.	To receive and adopt the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 30 September 2023	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares

Ordinary Resolutions		Number of votes (% to total number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
2.	(A) To re-elect Mr. Wong Tak Ming, Gary as Director	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
	(B) To elect Ms. Chan Sim Ling, Irene as Director	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
3.	To authorize the Board to fix the Directors' remuneration	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
4.	To re-appoint Deloitte Touche Tohmatsu as Independent Auditor and to authorize the Board to fix its remuneration	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
5. #	(A) To grant a general mandate to the Directors to issue new Shares	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
	(B) To grant a general mandate to the Directors to buy back Shares	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
	(C) To extend the general mandate granted to the Directors to issue additional Shares by the number of the Shares bought back by the Company	3,102,534,611 Shares (100%)	0 Share (0%)	3,102,534,611 Shares
6. #	(A) To ratify, confirm and approve the 2024 Yeung FSA and to approve the Yeung Proposed Annual Caps	205,013,173 Shares (100%)	0 Share (0%)	205,013,173 Shares
	(B) To ratify, confirm and approve the 2024 Emperor Group FSA and to approve the Emperor Group Proposed Annual Caps	205,013,173 Shares (100%)	0 Share (0%)	205,013,173 Shares
7. #	To ratify, confirm and approve the 2024 MLA and to approve the Aggregate Tenancy Annual Caps	205,013,173 Shares (100%)	0 Share (0%)	205,013,173 Shares

The full text of Resolutions 5 to 7 is set out in the Notice.

Resolutions 1 to 5

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions 1 to 5, such Resolutions were duly passed by the Shareholders at the AGM. There were no restrictions on any Shareholder to cast votes on the Resolutions 1 to 5.

Resolutions 6 and 7

The Board is also pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions 6 and 7, such Resolutions were duly passed by the Independent Shareholders at the AGM. As stated in the FSA Circular and the MLA Circular, Ms. Daisy Yeung and her associates (including Emperor Capital Group Holdings Limited), holding 2,897,521,438 Shares (now representing approximately 42.98% of the total issued Shares and entitling holders to exercise control over the voting rights of such Shares), were required to and did abstain from voting on the Resolutions 6 and 7 at the AGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions at the AGM was 3,843,324,286 Shares (representing approximately 57.02% of the total issued Shares). Save as the aforesaid, there is no other restriction on any Shareholder to cast votes on the Resolutions 6 and 7.

II. Change of Independent Non-executive Directors and Members of Board Committees

The Board also announces the following change of Independent Non-executive Directors and members of Board committees:

Retirement of Ms. Wan Choi Ha (“Ms. Wan”)

Ms. Wan, who has served the Board for almost 9 years, did not offer herself for re-election and retired by rotation as Independent Non-executive Director upon conclusion of the AGM. Following her retirement, Ms. Wan 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.

Ms. Wan confirmed that she had no disagreement with the Board and there was no matter relating to her retirement that would need to be brought to the attention of the Shareholders.

Appointment of Ms. Chan Sim Ling, Irene (“Ms. Chan”)

As resolution No. 2(B) above in relation to the election of Ms. Chan as Director was duly passed at the AGM, the appointment of Ms. Chan as Independent Non-executive Director took effect upon conclusion of the AGM filling the vacancy created by the retirement of Ms. Wan. At the same time, Ms. Chan succeeds Ms. Wan for her positions in the Nomination Committee, the Audit Committee and the Corporate Governance Committee.

The information of Ms. Chan that is required to be disclosed under Rule 13.51(2) of the Listing Rules (including her biographical details) was set out in Appendix I to the Mandate Circular and since then, there has been no change in all such information.

Ms. Chan confirmed that (i) she meets the independence criteria as set out under Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of appointment.

Board Appreciation

The Board would like to take this opportunity to express its sincere gratitude to Ms. Wan for her valuable contributions to the Group during her tenure of service and extend a warm welcome to Ms. Chan for joining the Board.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 27 February 2024

As at the date hereof and after the above change of Directors, the Board comprises:

Executive Directors:

Ms. Daisy Yeung
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Mr. Wong Tak Ming, Gary
Mr. Yu King Tin
Ms. Chan Sim Ling, Irene