

The whole of this document must be returned to be valid.
本文件必須整份交還，方為有效。

Form A
表格甲

Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

REFERENCE IS MADE TO THE PROSPECTUS (THE "PROSPECTUS") DATED 7 MAY 2015 ISSUED BY EMPEROR CAPITAL GROUP LIMITED. CAPITALISED TERMS USED HEREIN SHALL HAVE THE SAME MEANING AS THOSE DEFINED IN THE PROSPECTUS, UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述英皇證券集團有限公司所刊發日期為二零一五年五月七日之招股章程（「招股章程」）。除文義另有所指外，於本文件所用詞彙與招股章程內所界定者具有相同涵義。

IF YOU ARE IN DOUBT ABOUT ANY OF THE CONTENTS OF THE PROSPECTUS AND THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION - THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON THURSDAY, 21 MAY 2015.

EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON THURSDAY, 21 MAY 2015.

本文件具有價值及可轉讓，務請閣下立即處理。本文件及隨附之額外供股股份申請表格所載之要約之有效期於二零一五年五月二十一日（星期四）下午四時正屆滿。

閣下如對供股章程及本文件任何內容或應採取之行動有疑問，應尋求獨立專業意見。

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Branch share registrar in Hong Kong:
Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記處：
卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓



英皇證券集團有限公司*
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 717)
(股份代號：717)

Registered office:
本公司註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of
business in Hong Kong:
24th Floor
Emperor Group Centre
288 Hennessy Road
Hong Kong
總辦事處及香港主要營業地點：
香港
軒尼詩道288號
英皇集團中心
24樓

7 May 2015
二零一五年五月七日

**RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR
EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON THURSDAY, 21 MAY 2015**
按於記錄日期每持有兩股現有股份獲發一股供股股份之基準進行供股
款項最遲須於二零一五年五月二十一日（星期四）下午四時正接納時繳足

Provisional Allotment Letter
暫定配額通知書

Name(s) and address(es) of the Qualifying shareholder(s)
合資格股東姓名及地址

Total number of Shares registered in your name(s) on Wednesday, 6 May 2015
於二零一五年五月六日（星期三）登記於閣下名下之股份總數

Box A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. Thursday, 21 May 2015.
暫定配發予閣下之供股股份數目，款項最遲須於二零一五年五月二十一日（星期四）下午四時正接納時繳足。

Box B
乙欄

Total subscription monies payable
應繳認購款項總額

Box C
丙欄
HK\$
港元

Contact telephone no. 聯絡電話：_____

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES IN FULL YOU MUST LODGE THIS DOCUMENT INTACT WITH THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG, TRICOR SECRETARIES LIMITED AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON THURSDAY, 21 MAY 2015. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON A BANK ACCOUNT WITH, OR BY A CASHIER'S ORDER ISSUED BY, A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "EMPEROR CAPITAL GROUP LIMITED - RIGHTS ISSUE ACCOUNT" AND CROSS "ACCOUNT PAYEE" ONLY. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如全數接納此供股股份之暫定配額，必須將本文件整份連同以港元繳付之上述丙欄所示全數款項，於二零一五年五月二十一日（星期四）下午四時正前送達本公司之香港股份過戶登記處卓佳秘書商務有限公司（地址為香港皇后大道東183號合和中心22樓）。所有款項須以港元繳付，並須以香港之持牌銀行戶口開出之支票或香港之持牌銀行發出之銀行本票支付。所有該等支票或銀行本票須註明抬頭人為「EMPEROR CAPITAL GROUP LIMITED - RIGHTS ISSUE ACCOUNT」，並須以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆之指示載於背頁，而繳款將不會獲發收據。

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* For identification purposes only
* 僅供識別之用



英皇證券集團有限公司*

Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

7 May 2015

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus (the "Prospectus") dated 7 May 2015 issued by Emperor Capital Group Limited. Capitalised terms used herein shall have the same meaning as those defined in the Prospectus, unless the context indicates otherwise.

In accordance with the terms set out in the Prospectus accompanying this document despatched to the Qualifying Shareholders, the Directors have provisionally allotted to you the Rights Shares on the basis of one (1) Rights Share for every two (2) Shares registered in your name on the register of members of the Company as at the Record Date (i.e. Wednesday, 6 May 2015). Your holding of the Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B.

Any Rights Shares provisionally allotted but not accepted, will be available for excess applications by the Qualifying Shareholders using the accompanying form of application for excess Rights Shares.

The Rights Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid by reference to a record date after the date of allotment of the Rights Shares in their fully-paid form.

The Prospectus Documents have not been and will not be registered and/or filed under any applicable securities legislation of any jurisdictions other than Hong Kong.

Qualifying Shareholders and/or any holder of the nil-paid Rights Shares may only offer the nil-paid Rights Shares in Singapore (i) to existing Shareholders or (ii) pursuant to, and in accordance with, the conditions of an exemption under Section 274 or Section 275, or where applicable, Section 276 of the Securities and Futures Act, Chapter 289 of Singapore.

Save as described under the paragraph headed "Rights of Overseas Shareholders" in the Prospectus, no action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone receiving the Prospectus Documents outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself/themselves, as to the full observance of the laws and regulations of all relevant jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder (if any).

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination,

(A) one or more of the following events or matters shall occur, arise, exist, or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of the Underwriting Agreement; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, financial, economic currency, market or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets; or
- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group; or
- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement; or
- (v) after signing of the Underwriting Agreement, there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in securities generally or the Company's securities on the Stock Exchange due to exceptional financial circumstances or otherwise;

which event or events is or are in the absolute opinion of the Underwriter:

- (a) likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole; or
- (b) likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares taken up; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue; or

(B) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or

(C) any Specified Event comes to the knowledge of the Underwriter,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Upon giving of notice pursuant to the Underwriting Agreement, all obligations of the Underwriter and the Company under the Underwriting Agreement shall cease and determine (without prejudice to the rights of any party in respect of antecedent breach) provided that the Company shall remain liable to pay to the Underwriter such fees and expenses (other than the underwriting commission) payable by the Company pursuant to the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment and entitlements in full, you must lodge the whole of this provisional allotment letter intact with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by no later than 4:00 p.m. on Thursday, 21 May 2015. This will constitute acceptance of the provisional allotment and entitlements on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "Emperor Capital Group Limited – Rights Issue Account" and crossed "Account Payee Only". No receipt will be given for such remittances. It should be noted that unless this provisional allotment letter, duly completed, together with the appropriate remittance shown in Box C, has been received as described above by no later than 4:00 p.m. on Thursday, 21 May 2015, whether lodged by the original allottee or any person in whose favour the rights have been validly transferred, this provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a provisional allotment letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions. The Company may require such incomplete provisional allotment letter to be completed by the relevant applicants at a later stage.

Completion and return of this provisional allotment letter will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong, in connection with the provisional allotment letter and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B), and hand this provisional allotment letter to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by no later than 4:00 p.m. on Thursday, 21 May 2015. All remittances must be in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "Emperor Capital Group Limited – Rights Issue Account" and crossed "Account Payee Only". It should be noted that stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or to transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer your rights to more than one person, the original provisional allotment letter must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 13 May 2015 to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original provisional allotment letter and issue new provisional allotment letters in the denominations required, which will be available for collection at the office of the Company's branch share registrar after 9:00 a.m. on the second Business Day after your surrender of the original provisional allotment letter.

APPLICATION FOR EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares in addition to those provisionally allotted to you, you should complete and sign the accompanying form of application for excess Rights Shares and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, in accordance with the instructions set out therein, with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received no later than 4:00 p.m. on Thursday, 21 May 2015. All remittances must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Emperor Capital Group Limited – Excess Application Account" and crossed "Account Payee Only". No receipt will be given for such remittances.

It should be noted that the allotment of excess Rights Shares, if any, will be made at the discretion of the Directors on a fair and equitable basis. Please refer to the Prospectus for further details. There is no guarantee that the Company will allot and issue any excess Rights Shares that you have applied for.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of a provisional allotment letter with a cheque and/or cashier's order, whether by you or by any nominated transferee, will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company, the Company reserves the right to reject any provisional allotment letter in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights and entitlements will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES AND REFUND

It is expected that the share certificates for the fully-paid Rights Shares will be posted by the Registrar to the allottees by ordinary post at their own risk to their registered addresses on or before Friday, 29 May 2015.

You will receive one share certificate for all the fully-paid Rights Shares issued to you.

Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on or before 29 May 2015 by ordinary post to the applicants, at their own risk, to their registered address.

If the Underwriter exercises the right to terminate or rescind the Underwriting Agreement or if any of the conditions of the Rights Issue is not fulfilled or waived (as applicable), the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered address on or before Friday, 29 May 2015.

GENERAL

Lodgment of this provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional allotment letters and/or the share certificates for the Rights Shares.

This provisional allotment letter and any acceptance of the provisional allotment pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available from Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at 24th Floor, Emperor Group Centre, 288 Hennessy Road, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Tricor Secretaries Limited at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of
Emperor Capital Group Limited
Daisy Yeung
Managing Director

* For identification purposes only

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購供股股份之權利時，每宗買賣均須繳付香港從價印花稅。除出售以外，餽贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在本文件所指之任何供股股份配額轉讓登記之前，須出示已繳付香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供有意轉讓本暫定配額通知書所列其/彼等認購供股股份之全部權利之合資格股東填寫及簽署)

To: The Directors
Emperor Capital Group Limited
致：英皇證券集團有限公司*
列位董事 台照

Dear Sirs and Madams,

敬啟者：

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

本人/吾等謹將本暫定配額通知書所列本人/吾等認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期: _____ 2015

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註：須支付之香港印花稅與閣下轉讓認購供股股份之權利有關。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares has/have been transferred)
(僅供已獲轉讓認購供股股份之權利之人士填寫及簽署)

To: The Directors
Emperor Capital Group Limited
致：英皇證券集團有限公司*
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/we agree to accept the same on the terms set out in this provisional allotment letter and the Prospectus and subject to the memorandum of association and the bye-laws of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲中乙欄所列數目之供股股份登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載之條款，並在貴公司之組織章程大綱及公司細則之規限下接納此等股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請於欄內填上「X」符號

To be completed in block letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。
For Chinese applicant, please provide your name in both English and Chinese.
華籍申請人請同時填寫中、英文姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicant(s) (if any) 申請人續姓名及/或聯名申請人姓名(如有)			
Address in English 英文地址			
Occupation 職業			Tel. no. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期: _____ 2015

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註：須支付之香港印花稅與閣下轉讓認購供股股份之權利有關。

* For identification purposes only
* 僅供識別之用