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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (“SGM”) of Emperor Capital Group Limited (the “Company”) will be held at 28/F., Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 13 July 2011 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

1. **“THAT:**

- (a) conditional upon the ordinary resolution numbered 2. set out in the notice convening this meeting being passed, the issue by way of rights (“Rights Issue”) of new ordinary shares of HK\$0.01 each in the share capital of the Company (the “Shares”) in a total number of 1,731,622,544 (such Shares collectively referred to as the “Rights Shares”) at the price of HK\$0.338 per Rights Share on the basis of two (2) Rights Share for every one (1) Share held on such record date as determined by the directors of the Company (“Directors”) from time to time by reference to which date the entitlement under the Rights Issue will be determined and on the terms and conditions as described in the Company’s circular dated 23 June 2011 of which this notice forms part (“Circular”) and the transactions contemplated under the Rights Issue be and are hereby approved;

* *for identification purposes only*

- (b) the underwriting agreement dated 31 May 2011 (“Underwriting Agreement”), a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification, between the Company, Win Move Group Limited (“Win Move”) and Chung Nam Securities Limited as the underwriters (collectively the “Underwriters”) and in respect of the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of all and any Rights Shares thereunder) be and are hereby approved and the execution and entering into the Underwriting Agreement by any Director be and is hereby approved, confirmed and ratified;
 - (c) the Directors be and are hereby authorised to allot and issue such Rights Shares by way of rights and otherwise on the terms and conditions of the Rights Issue as set out in the Circular, notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company (including without limitation by reason of the exclusion of Non-Qualifying Shareholders (as defined in the Circular)) and pursuant to the Underwriting Agreement, and such authorisation hereunder shall be a specific authorisation granted to the Directors to issue, allot and deal in or with Shares in the Company in accordance with the Listing Rules (as defined in the Circular) in addition to, and shall not revoke or vary, any existing authority given to the Directors by way of general mandate; and
 - (d) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue and the Underwriting Agreement or as he/she considers necessary, desirable or expedient in connection with or for the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”
2. **“THAT** the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Code on Takeovers and Mergers (“Takeovers Code”) waiving any obligation on the part of the Underwriters (as defined in the Circular) to make a general offer for all the securities of the Company other than those already owned or agreed to be acquired by Win Move and any parties acting in concert (as defined in the Takeovers Code) with any of them, that will otherwise arise as a result of the allotment and issue of the Rights Shares (as defined in the Circular) to Win Move in performance of the obligations and undertakings of the Underwriter under the Underwriting Agreement (as defined in the Circular), and the transactions contemplated therein, be and are hereby approved and any director of the Company be and is hereby authorised to do all such things and take all such action as he/she may consider to be necessary or desirable to give effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

3. “**THAT** Ms. Pearl Chan be re-elected as Director of the Company.”

By Order of the Board
Emperor Capital Group Limited
Choi Suk Hing, Louisa
Company Secretary

Hong Kong, 23 June 2011

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:

24th Floor, Emperor Group Centre,
288 Hennessy Road,
Wanchai,
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member. A form of proxy for use at the SGM is enclosed herewith.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s branch share registrar, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (3) In the case of joint registered holders of any share in the capital of the Company (“Share”), any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the registrar of the members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the SGM or any adjourned meeting if you so wish. If a member attends the SGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (5) Ordinary resolutions nos. 1 and 2 shall be voted by the Independent Shareholders (as defined in the Circular dated 23 June 2011). All the ordinary resolutions shall be voted by way of poll.

As at the date of this announcement, the Board comprises:

Executive Directors: Ms. Daisy Yeung (*Managing Director*)
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors: Mr. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond
Mr. Chu Kar Wing