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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Emperor Capital Group Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 28 January 2016 at 11:00 a.m. is set out from pages 13 to 16 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

23 December 2015

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Thursday, 28 January 2016 at 11:00 a.m.
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares of not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution, i.e. 28 January 2016
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of the AGM
“Bye-laws”	the Bye-laws of the Company as may be amended from time to time
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Emperor Capital Holdings”	Emperor Capital Group Holdings Limited, a substantial shareholder of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM i.e. 28 January 2016

DEFINITIONS

“Issue Resolution”	the proposed ordinary resolution as referred to in resolution number 5(A) of the Notice of the AGM
“Latest Practicable Date”	18 December 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange which is in force from time to time
“Notice of AGM”	the notice dated 23 December 2015 convening the AGM as set out from pages 13 to 16 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

Executive Directors:

Ms. Daisy Yeung (*Managing Director*)
Mr. Chan Shek Wah
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha

Principal office:

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

23 December 2015

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of Directors who are due to retire by rotation at the AGM; and (ii) the proposed grant of each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

* for identification purposes only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, Ms. Daisy Yeung, Ms. Pearl Chan and Mr. Poon Yan Wai (“Mr. Andy Poon”) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election thereat.

Mr. Andy Poon, being Independent Non-executive Director of the Company who is eligible for re-election at the AGM, has made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of the above Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

During the meeting held on 8 December 2015, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, confirmed that Ms. Daisy Yeung, Ms. Pearl Chan and Mr. Andy Poon have been continuing to contribute to the Group effectively and are committed to their roles as Directors and has assessed the independence of all Independent Non-executive Directors, including Mr. Andy Poon, based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Accordingly, the Nomination Committee nominated, and the Board recommended all of them to stand for re-election as Directors at the AGM. As a good corporate governance practice, Ms. Daisy Yeung, Ms. Pearl Chan and Mr. Andy Poon abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

Nomination by Shareholders

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its principal office in Hong Kong at 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from 4 January 2016 (Monday) to 11 January 2016 (Monday), both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

I. General mandates granted at last annual general meeting of the Company held on 21 January 2015 (“Previous AGM”)

At the Previous AGM, the Shareholders approved, among other things, ordinary resolutions to grant general mandates to the Directors on (i) the issue mandate pursuant to which the Directors were authorised to issue up to 526,392,763 Shares, representing 20% of the then issued Shares as at the date of the Previous AGM and the extension of the issue mandate to include any Shares bought back by the Company; and (ii) the buy-back mandate to buy back Shares up to 263,196,381 Shares, representing 10% of the then issued Shares as at the date of the Previous AGM.

On 14 July 2015, the Company issued a total of 500,000,000 Shares pursuant to the above issue mandate, utilizing approximately 94.99% of the limit under the issue mandate. As such, refreshment of the general mandates had been sought at the special general meeting of the Company held on 21 August 2015 (“SGM”).

II. Refreshment of the general mandates at SGM

At the SGM, the Shareholders approved, among other things, ordinary resolutions to grant general mandates to the Directors on (i) the issue mandate pursuant to which the Directors were authorised to issue up to 1,149,589,144 Shares, representing 20% of the issued Shares as at the date of the SGM and the extension of the issue mandate to include any Shares bought back by the Company; and (ii) the buy-back mandate to buy back Shares up to 574,794,572 Shares, representing 10% of the issued Shares as at the date of the SGM.

No shares have been issued nor bought back pursuant to the above mandates since the SGM. Such mandates will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

III. Proposed Refreshment of the general mandates at AGM

As at the Latest Practicable Date, there was 5,747,945,724 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (A) the Issue Mandate to allot, issue and deal with Shares up to an aggregate number of not exceeding 20% of the issued Shares as at the date of Issue Resolution (i.e. of not exceeding 1,149,589,144 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back Shares up to an aggregate number of not exceeding 10% of the issued Shares as at the date of passing the Buy-back Resolution (i.e. 574,794,572 Shares); and

LETTER FROM THE BOARD

- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares which may be bought back under the Buy-back Mandate.

Such resolutions are set out in Resolutions 5(A), 5(B) and 5(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice of AGM is set out from pages 13 to 16 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement to the Buy-back Mandate) to this circular.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Managing Director

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

I. PROPOSED FOR RE-ELECTION

Ms. Daisy Yeung

Executive Director

Ms. Yeung, aged 50, joined the Group in January 1996. She is the Managing Director of the Board and the Chief Executive Officer of the Group. She is the Chairperson of the Executive Committee as well as a member of the Remuneration Committee and the Nomination Committee of the Company. She is also a director of various subsidiaries of the Company and a responsible officer of Emperor Securities Limited, Emperor Futures Limited, Emperor Wealth Management Limited and Emperor Asset Management Limited under the SFO. She is responsible for the formulation of corporate strategy, overseeing operations and overall steering of the Company's management focusing in the areas of marketing and business development. She has accumulated over 19 years of management experience in the finance industry and has been active in driving the development of the local securities industry. Moreover, she is now a Vice-Chairman of The Institute of Securities Dealers Limited and a General Committee member of The Chamber of Hong Kong Listed Companies. She has obtained a Bachelor's Degree of Science in Business Administration. Ms. Yeung did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Pursuant to a service contract entered into between the Company and Ms. Yeung, the Company appointed Ms. Yeung as Executive Director of the Company commencing from 1 March 2007 for an initial term of three years and shall continue thereafter on a yearly basis until terminated by notice in writing served by either party. The term of her service is subject to retirement by rotation at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Yeung is entitled to receive a Director's fee of HK\$150,000 per annum. Her remuneration package was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the prevailing market conditions, her performance and contribution as well as the duties and responsibilities undertaken by her. The amount of emoluments paid to Ms. Yeung for the financial year ended 30 September 2015 was set out in note 11 to the consolidated financial statements in the Company 2014/2015 Annual Report.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Yeung is a daughter of Dr. Yeung Sau Shing, Albert (“Dr. Albert Yeung”) who is the founder of The Albert Yeung Discretionary Trust (“AY Trust”), which indirectly owns 2,545,309,360 Shares, representing approximately 44.28% of the total issued Shares, through Emperor Capital Holdings as at the Latest Practicable Date. Dr. Albert Yeung is deemed to be a substantial shareholder of the Company under the SFO. By virtue of being one of the eligible beneficiaries of the AY Trust, Ms. Yeung has deemed interests in the said Shares held by Emperor Capital Holdings in the Company. Moreover, Ms. Yeung has a personal interest of 18,000,000 Shares as the Latest Practicable Date. Save as disclosed herein, Ms. Yeung does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Yeung.

Ms. Pearl Chan *Executive Director*

Ms. Chan, aged 42, joined the Board in June 2011. She is an Executive Director and a member of the Executive Committee of the Company. She has been working in the corporate finance field for more than 14 years and is also a director and responsible officer of Emperor Capital Limited under the SFO. She was a practising lawyer in Hong Kong before joining the Group. Ms. Chan holds a Bachelor of Laws Degree from University of Hong Kong and a Master’s Degree in Management from Macquarie University, Australia. Ms. Chan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Chan was appointed as Executive Director of the Company commencing from 1 June 2011. The term of her service is subject to retirement by rotation at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Chan is entitled to receive a Director’s fee of HK\$150,000 per annum. Her remuneration package was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the prevailing market conditions, her performance and contribution as well as the duties and responsibilities undertaken by her. The amount of emoluments paid to Ms. Chan for the financial year ended 30 September 2015 was set out in note 11 to the consolidated financial statements in the Company 2014/2015 Annual Report.

Ms. Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company as at the Latest Practicable Date. Other than her personal interest of 2,925,000 Shares, she does not have other interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Chan.

Mr. Poon Yan Wai

Independent Non-Executive Director

Mr. Poon, aged 45, joined the Board in January 2014. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee of the Company. He is now the financial controller, company secretary and an authorised representative of a Hong Kong listed company. He is also an independent non-executive director of another Hong Kong listed company, Prosten Technology Holdings Limited (Stock Code: 8026). He has over 20 years of experience in the auditing and accounting field. He holds a Bachelor's Degree in Accountancy and a Master's Degree in Corporate Finance from the Hong Kong Polytechnic University. Mr. Poon is a fellow member of The Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Poon did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Pursuant to a letter of appointment entered into between the Company and Mr. Poon, the Company appointed Mr. Poon as Independent Non-Executive Director of the Company commencing from 22 January 2014 for an initial term of three years and shall continue thereafter on a yearly basis until being terminated by notice in writing served by either party. The term of his service is subject to retirement by rotation at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Mr. Poon is entitled to receive a Director's fee of HK\$200,000 per annum, which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the prevailing market conditions and the duties and responsibilities undertaken by him.

Mr. Poon does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Poon.

LISTING RULES

The Listing Rules permit a company with a primary listing on the Stock Exchange to buy back its own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' approval

All proposed buy-backs of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Buy-backs must be funded out of funds legally available for the purpose in accordance with a company's constitutive document and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(iii) Maximum number of Shares to be bought back

A maximum of 10% of the outstanding fully paid share capital at the date of passing the Buy-back Resolution may be bought back by the Company on the Stock Exchange.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 5,747,945,724 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 574,794,572 Shares (representing 10% of the total number of issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Hong Kong to be held; or
- (iii) the revocation, variation or renewal of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 September 2015) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICE

The highest and lowest prices at which the Shares of the Company traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2014		
December	1.047 ^A	0.450 ^A
2015		
January	0.813 ^A	0.640 ^A
February	0.747 ^A	0.647 ^A
March	0.707 ^A	0.560 ^A
April	2.030	0.580 ^A
May	2.020	1.480
June	1.740	0.820
July	0.970	0.430
August	0.850	0.500
September	0.660	0.530
October	0.730	0.600
November	0.790	0.630
December (up to and including the Latest Practicable Date)	0.740	0.610

^A = adjusted for the effect of the rights issue of the Company announced on 26 March 2015

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

EFFECT OF TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Emperor Capital Holdings held 2,545,309,360 Shares in the Company, representing approximately 44.28% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date and there is no alteration to the existing shareholding of Emperor Capital Holdings, the shareholding of Emperor Capital Holdings in the Company would be increased to approximately 49.20% of the total number of issued Shares. The Directors consider that such an increase would give rise to an obligation on the part of Emperor Capital Holdings to make a mandatory offer under Rule 26 of the Takeovers Code. However, it would not reduce the number of Shares in the hands of the public to less than the prescribed minimum percentage of 25% of the total number of issued Shares.

The Directors will exercise the power conferred by the Buy-back Mandate to buy back Shares in circumstances which they deem appropriate for the benefits of the Company and the Shareholders as a whole. The Directors do not have any present intention to exercise the Buy-back Mandate to the extent as would result in a requirement for Emperor Capital Holdings to make a mandatory offer under the Takeovers Code.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons of the Company (as defined in Listing Rules) have notified the Company that he/she/it has a present intention to sell any Shares (in issue or to be issued) to the Company or undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Capital Group Limited (the “Company”) will be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 28 January 2016 at 11:00 a.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30 September 2015 together with the Reports of the Directors and Independent Auditor (“Auditor”) thereon.
2. To declare final dividend for the year ended 30 September 2015.
3.
 - (A) To re-elect Ms. Daisy Yeung as Director.
 - (B) To re-elect Ms. Pearl Chan as Director.
 - (C) To re-elect Mr. Poon Yan Wai as Director.
 - (D) To authorize the Board of Directors of the Company (“Board”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) **“THAT**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) **“THAT**

(i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back shares of the Company, subject to and in accordance with all applicable laws and the Bye-laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares of the Company which may be bought back by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Share Buy-backs pursuant to subparagraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the authority shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

(C) “**THAT** conditional upon resolutions nos. 5(A) and 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above.”

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

Hong Kong, 23 December 2015

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:
24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and 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 together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (iv) For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closures are set out below:

Latest time to lodge transfer	4:30 p.m. on 26 January 2016 (Tuesday)
Book close date	27 and 28 January 2016 (Wednesday and Thursday)
Record date	28 January 2016 (Thursday)

During the above closure periods, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.
- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (vi) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (vii) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.emperorcapital.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

This Circular (in both English and Chinese versions) is available to any Shareholder either in printed form or on the websites of the Stock Exchange (<http://www.hkexnews.com>) and the Company (<http://www.emperorcapital.com>). In order to protect the environment, the Company highly recommends Shareholders to elect to receive electronic copy of this Circular. Upon written request, a free printed version of this Circular will be sent to Shareholders who have elected to receive electronic copy but for any reason have difficulty in receiving or gaining access to this Circular through the Company's website. Shareholders may have the right to change their choice of receipt of all future corporate communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, by post at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at is-enquiries@hk.tricorglobal.com.