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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Emperor Capital Group Limited (the “Company”) will 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 purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as an ordinary resolution of the Company by way of poll:

ORDINARY RESOLUTIONS

1. **“THAT** the amendment to the terms of the Share Option Scheme adopted by the Company on 20 September 2007 (the “Share Option Scheme”) referred to in the circular to the shareholders of the Company dated 26 July 2013 (the “Circular”) and contained in the amended Share Option Scheme, a copy of which is available for inspection as detailed in the Circular and produced to this meeting and for the purposes of identification initialed by the chairman of this meeting, be approved and adopted, subject to such modifications of those amendment to the terms of the Share Option Scheme as the directors of the Company may consider necessary taking into account the requirements of The Stock Exchange of Hong Kong Limited and that any one director of the Company be authorized to do all acts and things necessary to carry such amendment and modification (if any) into effect.”

* *For identification purpose only*

2. “**THAT** conditional upon Resolution No.1 above being passed, the grant of option to Ms. Daisy Yeung under the amended Share Option Scheme to subscribe for an aggregate of 54,546,000 ordinary shares of HK\$0.01 each of the Company at the exercise price of HK\$0.334 per share and on the terms and conditions as set out in the Circular be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”
3. “**THAT** conditional upon Resolution No.1 above being passed, the grant of option to Mr. Chan Shek Wah under the amended Share Option Scheme to subscribe for an aggregate of 54,546,000 ordinary shares of HK\$0.01 each of the Company at the exercise price of HK\$0.334 per share and on the terms and conditions as set out in the Circular be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”

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

Hong Kong, 26 July 2013

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:

- (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 26th Floor, Tesbury Centre, 28 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) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above 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.
- (vi) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 1:00 p.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 of Hong Kong Limited (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.

As at the date of this announcement, the board of Directors comprises:

Executive Directors:

Ms. Daisy Yeung
Mr. Chan Shek Wah
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