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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) POLL RESULT OF THE SPECIAL GENERAL MEETING;
(2) GRANT OF THE WHITEWASH WAIVER; AND
(3) DESPATCH OF THE PROSPECTUS DOCUMENTS**

RESULTS OF THE SGM

The Board is pleased to announce that the Resolutions set out in the notice of the SGM to approve (i) the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder; (ii) the Whitewash Waiver; and (iii) re-elect Ms. Pearl Chan as Director of the Company, were duly passed by the Independent Shareholders and the Shareholders (as the case may be) by way of poll at the SGM held on 13 July 2011.

GRANT OF THE WHITEWASH WAIVER

The Executive Director of the Corporate Finance Division of the SFC (“Executive”) has granted the Whitewash Waiver, subject to (1) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll; and (2) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Win Move and its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue. The Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver have been approved by the Independent Shareholders at the SGM by way of poll. Further announcement will be made by the Company upon completion of the Rights Issue.

* *for identification purposes only*

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable as set out in the Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on 14 July 2011.

Reference is made to the circular dated 23 June 2011 (the “Circular”) issued by Emperor Capital Group Limited (the “Company”) and the notice of the SGM of the same date in relation to the Rights Issue, the Whitewash Waiver and the re-election of Director of the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULT OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the proposed ordinary resolutions approving the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the re-election of Ms. Pearl Chan as Director of the Company as set out in the notice of the SGM (the “Resolutions”) were duly passed by way of poll at the SGM held on 13 July 2011. The results of the voting are as follows:

Ordinary Resolutions (note)	Number of votes (% to the number of Shares voted at the SGM)		Total number of votes cast
	FOR	AGAINST	
1. To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder	68,415,078 Shares (95.38%)	3,312,000 Shares (4.62%)	71,727,078 Shares
2. To approve the Whitewash Waiver	68,415,078 Shares (95.38%)	3,312,000 Shares (4.62%)	71,727,078 Shares
3. To re-elect Ms. Pearl Chan as Director of the Company	483,143,380 Shares (99.32%)	3,312,000 Shares (0.68%)	486,455,380 Shares

Note: The full text of the Resolutions was set out in the notice of the SGM dated 23 June 2011.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the SGM, the total number of Shares in issue was 865,811,272 Shares. Win Move, its associates and parties acting in concert with any of them, and all parties who are involved in or interested in the Rights Issue, Underwriting Agreement and/or the Whitewash Waiver were required to abstain from voting on Resolution No. 1 and Resolution No. 2. As at the date of the SGM, Win Move, its associates and parties acting in concert with any of them, and all parties who are involved in or interested in the Rights Issue, Underwriting Agreement and/or the Whitewash Waiver in aggregate were beneficially interested in 414,728,302 Shares, representing approximately 47.90%

of the entire existing issued share capital of the Company, and the aforesaid persons had abstained from voting on Resolution No. 1 and Resolution No. 2 at the SGM. The total number of Shares entitling the holders to attend and vote for or against Resolution No. 1 and Resolution No. 2 at the SGM was 451,082,970 Shares. There were no Shares entitling the holders to attend and vote only against Resolution No. 1 and Resolution No. 2 at the SGM.

No Shareholder was required to abstain from voting on Resolution No. 3. The total number of Shares entitling the holders to attend and vote for or against Resolution No. 3 at the SGM was 865,811,272 Shares. There were no Shares entitling the holders to attend and vote only against Resolution No. 3 at the SGM.

The Company has appointed Tricor Secretaries Limited, the share registrar of the Company in Hong Kong, to act as the scrutineers for the purpose of vote-taking at the SGM.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver, subject to (1) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll, and (2) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Win Move and its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue. The Rights Issue, the underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver have been approved by the Independent Shareholders at the SGM by way of poll. Further announcement will be made by the Company upon completion of the Rights Issue.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable as set out in the Circular. The Prospectus Documents will be despatched to the Qualifying Shareholders on Thursday, 14 July 2011. There was no Non-Qualifying Shareholder on the Record Date.

The Rights Issue is conditional, inter alia, upon the Underwriting Agreement not being terminated by the Underwriters in accordance with the terms of the Underwriting Agreement. Details of the circumstances under which the Underwriters may terminate the Underwriting Agreement are set out in the Prospectus Documents. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their positions, they should consult their own professional advisers.

Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 18 July 2011 to Monday, 25 July 2011 (both days inclusive). If prior to 4:00 p.m. on Tuesday, 2 August 2011 (or such other time as the Underwriters may agree with the Company), the Underwriters terminate the Underwriting Agreement (see the paragraph headed “Termination of the Underwriting Agreement” in the Prospectus) or if any of the conditions precedent to the Rights Issue (see the paragraph headed “Conditions of the Rights Issue” in the Prospectus) cannot be fulfilled or is not waived, the Rights Issue will not proceed.

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

Hong Kong, 13 July 2011

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.