



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

FORM OF PROXY

Special General Meeting (“SGM”) – 13 July 2011 (Wednesday)

Number of shares of HK\$0.01 each to which this proxy form relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) in the capital of Emperor Capital Group Limited (the “Company”), HEREBY APPOINT <sup>(Note 3)</sup>  
\_\_\_\_\_

of \_\_\_\_\_  
or failing him/her, the Chairman of the SGM as my/our proxy to vote and act for me/us at the SGM and at any adjournment thereof to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 13 July 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the SGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Please put a “✓” in the appropriate box below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>	FOR	AGAINST
1. To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.		
2. To approve the Whitewash Waiver.		
3. To re-elect Ms. Pearl Chan as Director of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011. Signed \_\_\_\_\_ <sup>(Note 6)</sup>

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the SGM will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the SGM other than those referred to in the Notice of SGM.
- The full text of above Resolutions is set out in the Notice of SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time for the holding of the SGM and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, the proxy shall be deemed to be revoked.
- 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.

\* For identification purposes only