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**英皇資本集團有限公司**  
**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 (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 27 February 2024 at 10:30 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 30 September 2023.
2. (A) To re-elect Mr. Wong Tak Ming, Gary as Director.  
  
(B) To elect Ms. Chan Sim Ling, Irene as Director.
3. To authorise the board of directors of the Company (“**Board**” or “**Director(s)**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Independent Auditor and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares 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;
- (ii) the aggregate number of shares of the Company 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 (as defined in sub-paragraph (iii) of this resolution) 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 of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

(i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from 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 passed 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 of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 5(B).”

6. (A) **“THAT:**

- (i) the agreement dated 1 December 2023 entered into between the Company and Ms. Daisy Yeung in relation to the provision of financial services between the Company and its subsidiaries (“**Group**”) on one part and Ms. Daisy Yeung and her associates on the other part, a copy of which marked “A” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Yeung Proposed Annual Caps (as defined in the circular of the Company dated 31 January 2024 in relation to continuing connected transactions – provision of financial services (“**FSA Circular**”)) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

(B) **“THAT:**

- (i) the agreement dated 1 December 2023 entered into between the Company, Emperor International Holdings Limited, Emperor Entertainment Hotel Limited, Emperor Watch & Jewellery Limited, Emperor Culture Group Limited, New Media Lab Limited and Ulferts International Limited in relation to the provision of financial services by the Group to the listed members under the private discretionary trusts set up by Dr. Yeung Sau Shing, Albert, a copy of which marked “B” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Emperor Group Proposed Annual Caps (as defined in the FSA Circular) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

7. **“THAT:**

- (i) the master leasing agreement dated 23 March 2023 entered into between the Company and Emperor International Holdings Limited in relation to all existing and future tenancy/licence transaction(s) between members of the Group as tenants and the relevant members of Emperor International Group as landlords, a copy of which marked “C” was tabled before the meeting and initialed by the chairperson of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby ratified, confirmed and approved;
- (ii) the Aggregate Tenancy Annual Caps (as defined in the circular of the Company dated 31 January 2024 in relation to renewal of continuing connected transactions – 2024 master leasing agreement (“**MLA Circular**”)) be and are hereby approved; and
- (iii) any Director be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (i) and (ii) above and the transactions contemplated thereunder.”

By order of the Board  
**Emperor Capital Group Limited**  
**Daisy Yeung**  
*Chairperson*

Hong Kong, 31 January 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
24th Floor  
Emperor Group Centre  
288 Hennessey Road  
Wanchai  
Hong Kong

*Notes:*

- (i) For details regarding resolutions nos. 2 and 5, please refer to the circular dated 31 January 2024 regarding (*inter alia*) proposals for re-election and election of directors and issue new shares and buy back shares. For details regarding resolution no. 6, please refer to the FSA Circular. For details regarding resolution no. 7, please refer to the MLA Circular. Unless indicated otherwise, capitalised terms used in the respective resolutions shall have the same meanings as those defined in the respective circulars.
- (ii) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (iii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be decided by poll at the annual general meeting (“**AGM**”). Where the chairperson 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.

- (iv) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote in his stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the chairperson of the AGM as their proxies to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (v) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Hong Kong Branch Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof. In such event, the returned form of proxy previously submitted shall be deemed to be revoked.
- (vi) Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy in respect of such shares as if he were solely entitled thereto, but the vote of the senior holder 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 of members in respect of the relevant joint holding.
- (vii) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar at the above address before 4:30 p.m. on Wednesday, 21 February 2024.
- (viii) If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the HKSAR Government is in force at any time after 8:30 a.m. and before the AGM time, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorCapital.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (ix) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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

*Executive Directors:*

Ms. Daisy Yeung  
Mr. Wong Chi Fai  
Ms. Fan Man Seung, Vanessa

*Independent Non-executive Directors:*

Ms. Wan Choi Ha  
Mr. Wong Tak Ming, Gary  
Mr. Yu King Tin