

**IMPORTANT**

Excess Application  
Form Number

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS OF EMPEROR CAPITAL GROUP LIMITED (THE "COMPANY") DATED 14 JULY 2011 (THE "PROSPECTUS") UNLESS THE CONTEXT OTHERWISE REQUIRES.  
THIS FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR RIGHTS SHARES, IN ADDITION TO THOSE PROVISIONALLY ALLOTTED TO IT, HIM, HER OR THEM.  
Applications must be received by 4:00 p.m. on Thursday, 28 July 2011.

If you are in any doubt about this form or as to the action to be taken, you should consult appropriate independent advisers to obtain independent professional advice.

A copy of each of the Prospectus Documents, and having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrars of Companies" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance and a copy of the Prospectus will as soon as reasonably practicable after the publication of the Prospectus be filed with the Registrar of Companies in Bermuda as required under the Companies Act. The Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of any of the Prospectus Documents.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this form.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Rights Issue" in the "Letter from the Board" of the Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the existing Shares have been dealt in on an ex-entitlement basis as from Thursday, 7 July 2011 and that the Rights Shares will be traded in their nil-paid form from Monday, 18 July 2011 to Monday, 25 July 2011, both dates inclusive. Such dealings will take place during the period when the conditions to which the Rights Issue is subject remain unfulfilled. Any Shareholder or other person dealing in the existing Shares during the period up to the date on which all conditions to which the Rights Issue is subject are to be fulfilled, which is expected to be on Tuesday, 2 August 2011, and any Shareholder or other person dealing in the Rights Shares in their nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional and therefore may not proceed. Any Shareholders or other person contemplating dealing in the existing Shares or the Rights Shares in their nil-paid form during such period who is in any doubt about his/her/its position is recommended to consult his/her/its professional adviser.

The form of application for excess Rights Shares and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.



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

(Incorporated in Bermuda with limited liability)  
(Stock Code: 717)

**RIGHTS ISSUE OF 1,731,622,544 RIGHTS SHARES  
AT HK\$0.338 PER RIGHTS SHARE ON THE BASIS OF  
TWO RIGHTS SHARES FOR EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE  
FORM OF APPLICATION FOR EXCESS RIGHTS SHARES**

Share registrar in Hong Kong:  
Tricor Secretaries Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

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

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

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the  
Qualifying Shareholder(s)  
named here.

To the Directors,  
**Emperor Capital Group Limited**

Dear Sirs,

I/We, being the Qualifying Shareholder(s) named above, hereby apply for \_\_\_\_\_ excess Rights Shares, at the subscription price of HK\$0.338 per Rights Share under the Rights Issue. I/we enclose a separate remittance by cheque or cashier's order in favour of "EMPEROR CAPITAL GROUP LIMITED – EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" for HK\$ \_\_\_\_\_ being payment in full on application for the above mentioned number of excess Rights Shares, and I/we hereby request you to allot such excess Rights Shares applied for or any smaller number to me/us, and to send by ordinary post at my/our risk to my/our address shown on the register of members of the Company the certificate(s) for the number of excess Rights Shares, if any, allotted to me/us in respect of this application and/or a cheque for any application monies returnable to me/us, if any. I/We understand that allotments in respect of this application shall be made at the sole discretion of the Directors on a fair and reasonable basis.

I/We hereby undertake to accept such number of excess Rights Shares, as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and the provisional allotment letter referred to therein and subject to the memorandum of association and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (All joint applicants must sign)

Date: \_\_\_\_\_, 2011 Contact Telephone No.: \_\_\_\_\_

This form should be completed and lodged, together with payment of HK\$0.338 per Rights Share for the number of excess Rights Shares applied for (in cheques or cashier's orders), with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Thursday, 28 July 2011. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a bank in Hong Kong and made payable to "EMPEROR CAPITAL GROUP LIMITED – EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". No receipt will be issued for such remittance.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of a form of application for excess Rights Shares together with a cheque or cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to any other rights in respect thereof, the Company reserves the right to reject any form of application for excess Rights Shares in respect of which the cheque or cashier's order is dishonoured on first presentation.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Accordingly, no action has been taken to permit the Rights Issue in any territory outside Hong Kong. No person receiving a copy of the Prospectus, Provisional Allotment Letter or form of application for excess Rights Shares in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in the relevant jurisdictions such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such territory in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. If you are in any doubt as to your position, you should consult your professional advisers.

You will be notified by the Company's share registrar in Hong Kong, Tricor Secretaries Limited, of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that cheque(s) for the amount tendered on application will be posted to you in full without interest by ordinary post at your own risk on or before Friday, 5 August 2011. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that cheque(s) for the surplus application monies will be posted to you without interest by ordinary post at your own risk on or before Friday, 5 August 2011. Any such cheque(s) will be drawn in favour of the person(s) named on this form. It is expected that certificates in respect of the fully-paid Rights Shares, will be posted by ordinary post at your own risk on or before Friday, 5 August 2011. You will receive one share certificate for the entitlement to Rights Shares in fully-paid form.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their respective addresses shown on the register of members of the Company.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION.  
NO RECEIPT WILL BE ISSUED.**

Application number	No. of excess Rights Shares applied for	Amount paid on application	Balance returned
		HK\$	HK\$

\* For identification purposes only

## 重要提示

額外供股股份  
申請表格編號

除文義另有所指外，英皇證券集團有限公司（「本公司」）於二零一一年七月十四日刊發之供股章程（「供股章程」）所界定之詞語與本表格內所採用者具相同涵義。

本表格具有價值但不可轉讓，只供下列名之合資格股東在申請其所獲配發之供股股份數額以外之供股股份時使用。

申請表格必須不遲於二零一一年七月二十八日（星期四）下午四時正交回。

閣下如對本表格或應採取之行動有任何疑問，應尋求獨立專業意見。

各章程文件之印本連同供股章程附錄三「呈呈公司註冊處處長文件」一段所述文件，已依據香港公司條例第342C條之規定於香港公司註冊處處長登記，而供股章程之印本將於刊發供股章程後在合理可能情況下盡快根據公司法送交百慕達公司註冊處處長備案。香港證券及期貨事務監察委員會、香港公司註冊處處長及百慕達公司註冊處處長對任何章程文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港中央結算有限公司（「香港結算」）對本表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

敬請注意，包銷協議載有條文，包銷商可於發生若干事故時（該等事故已載於供股章程之「董事會函件」內「供股」一節中「終止包銷協議」一段）行使權力終止包銷協議。倘包銷商終止包銷協議或包銷協議不能成為無條件，則供股將不會進行。

敬請注意，現有股份已自二零一一年七月七日（星期四）起以除權基準買賣，而供股股份則將由二零一一年七月十八日（星期一）起至二零一一年七月二十五日（星期一）（包括首尾兩日）止以未繳股款形式買賣。該等買賣將於供股之條件仍未獲履行之期間內進行。任何股東或其他人士如於供股之條件須全部達成之日（預期為二零一一年八月二日（星期二））前的期間內買賣現有股份，或任何股東或其他人士買賣未繳股款供股股份，均須就此承擔供股未必能成為無條件及因此未必進行之風險。於該段期間有意買賣現有股份或未繳股款之供股股份之任何股東或其他人士倘對彼等之情況有任何疑問，敬請諮詢彼等之專業顧問之意見。

額外申請表格及據此作出之所有申請均受香港法律管轄及須按香港法律詮釋。



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

（於百慕達註冊成立之有限公司）  
（股份代號：717）

按每股供股股份0.338港元之價格  
以供股方式發行1,731,622,544股供股股份  
基準為於記錄日期每持有一股現有股份  
獲配兩股供股股份  
額外申請表格

香港股份過戶登記處：  
卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

香港主要營業地點：  
香港  
灣仔  
軒尼詩道288號  
英皇集團中心24樓

合資格股東之姓名及地址

只供名列本欄之  
合資格股東申請

致：英皇證券集團有限公司  
列位董事

敬啟者：

本人/吾等為上文列名之合資格股東，現根據供股以每股供股股份0.338港元之認購價申請\_\_\_\_\_股額外供股股份，並以支票或銀行本票形式附上\_\_\_\_\_港元，註明抬頭人為「EMPEROR CAPITAL GROUP LIMITED – EXCESS APPLICATION ACCOUNT」及以「只准入抬頭人賬戶」方式劃線獨立開出之支票或銀行本票，作為申請上述數目之額外供股股份須全數支付之股款。本人/吾等謹請董事配發本人/吾等所申請或任何較所申請數目為少之額外供股股份予本人/吾等，並將本人/吾等就此項申請可能獲配發之額外供股股份數目之股票（如有）及/或應退還予本人/吾等之任何申請股款之支票（如有），按本公司股東名冊所示之本人/吾等之地址以平郵方式郵寄予本人/吾等；郵誤風險概由本人/吾等承擔。本人/吾等明白就是項申請所作之配發由董事按公平合理之標準全權酌情決定進行。

本人/吾等承諾按照供股章程及其所載之暫定配額通知書所載條款，並在本公司之組織章程大綱及公司細則規限下接納上文所述可能配發予本人/吾等之額外供股股份數目。本人/吾等就此任何獲配發之額外供股股份，授權董事將本人/吾等之姓名列入本公司之股東名冊，作為本人/吾等獲配發之供股股份之持有人。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
申請人簽署（所有聯名申請人均須簽署）

日期：二零一一年\_\_\_\_\_月\_\_\_\_\_日 聯絡電話：\_\_\_\_\_

本表格填妥後須連同按所申請之額外供股股份數目以每股供股股份0.338港元計算之應繳股款（以支票或銀行本票形式），不遲於二零一一年七月二十八日（星期四）下午四時正交回本公司之香港股份過戶登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。所有股款須以港元繳付，支票須由香港之銀行戶口開出，而銀行本票則須由香港之銀行發出，並須註明抬頭人為「EMPEROR CAPITAL GROUP LIMITED – EXCESS APPLICATION ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。所有繳款將不獲發收據。

所有支票及銀行本票將於收訖後即時過戶，而所有繳付股款所賺取之利息（如有）將撥歸本公司所有。凡填妥及交回額外申請表格連同繳付所申請之額外供股股份股款之支票或銀行本票，即構成申請人作出之一項保證，保證支票或銀行本票於首次過戶時將會兌現。在不影響本公司之其他權利的情況下，本公司保留拒絕所附的支票或銀行本票在首次過戶時未能兌現的任何額外申請表格之權利。

章程文件概無及將不會根據香港以外任何司法權區之任何適用證券法例登記。因此，本公司並無採取任何行動以獲准在香港以外任何地區進行供股。任何人士倘於香港以外任何地區接獲供股章程、暫定配額通知書或額外申請表格，除非於有關司法權區可合法提出有關建議或邀請而毋須辦理任何登記手續或符合其他法例或監管規定，否則不得視為申請供股股份之邀請或建議。任何在香港以外司法權區之人士如欲為其本身申請認購供股股份，有責任遵守一切有關司法權區之所有法例及規則，包括取得任何政府或其他方面之同意，以及繳付該司法權區規定須就此繳付之任何稅款及稅項。倘本公司相信接納有關申請會觸犯任何香港以外司法權區之適用證券或其他法例或規則，則本公司有權拒絕接納任何認購供股股份之申請。

於香港以外地區接獲供股章程或任何相關申請表格且有意根據供股章程認購供股股份之任何人士（包括（但不限於）代理人、代理及信託人），須自行全面遵守有關地區之法例（包括就遵守該地區或司法權區規定之任何其他正式手續而取得政府或其他認可），以及支付該地區或司法權區就供股所須支付之任何稅項、徵費及其他款項。任何人士倘接納供股則表示向本公司聲明及保證，其已遵守該等當地法例及規定。倘閣下對本身之情況有任何疑問，應諮詢閣下之專業顧問。

閣下將獲本公司之香港股份過戶登記處卓佳秘書商務有限公司通知獲配發之額外供股股份數目。倘閣下不獲配發任何額外供股股份，則閣下於申請時繳付之股款將會全數不計利息退還予閣下。

倘閣下退款支票預期將於二零一一年八月五日（星期五）或之前以平郵方式郵寄予閣下，郵誤風險概由閣下自行承擔。倘閣下獲配發之額外供股股份數目少於所申請之數目，則多出之申請股款將會不計利息退還予閣下。退款支票預期將於二零一一年八月五日（星期五）或之前以平郵方式郵寄予閣下，郵誤風險概由閣下自行承擔。任何上述支票將以名列本表格之人士為受款人。繳足股款供股股份之股票預期將於二零一一年八月五日（星期五）或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將會就繳足股款供股股份之配額獲發一張股票。

所有文件（包括應付款項之支票）將按本公司股東名冊所示之地址以平郵方式寄予應得人士，郵誤風險概由收件人自行承擔。

每份申請表格必須隨附一張獨立開出之支票或銀行本票。所有繳款將不獲發收據。

公司專用欄

申請編號	申請之額外供股股份數目	申請時繳交之股款	退還餘額
		港元	港元

\* 僅供識別