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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Emperor Capital Group Limited (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 10 July 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** the grant of 337,042,286 share options (“**Options**”) to Ms. FAN Man Seung, Vanessa (“**Ms. FAN**”), an executive director of the Company, entitling her to subscribe for an aggregate of 337,042,286 ordinary shares in the share capital of the Company (“**Share(s)**”) at an exercise price of HK\$0.086 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 24 June 2025 (“**Circular**”)) under and pursuant to the share option scheme of the Company adopted on 27 January 2017 (“**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Ms. FAN and the issue of the Shares upon the exercise of the Options by Ms. FAN, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

By order of the Board  
**Emperor Capital Group Limited**  
**Lau Tung Po**  
*Company Secretary*

Hong Kong, 24 June 2025

*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 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

- (i) **No refreshments will be served and no corporate gifts will be distributed at the SGM.**
- (ii) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the SGM. 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.
- (iii) 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 SGM as their proxy to exercise their rights to vote at the SGM. Physical attendance at the SGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (iv) 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 ("**Branch Share Registrar**") 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 SGM 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 SGM or any adjournment thereof. In such event, the form of proxy previously submitted shall be deemed to be revoked.
- (v) Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, 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 holder(s) 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.
- (vi) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address before 4:30 p.m. on Friday, 4 July 2025.
- (vii) If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force at any time between 9:00 a.m. and 11:00 a.m. on the date of the SGM, the SGM 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 adjourned meeting.
- (viii) 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  
Ms. Fan Man Seung, Vanessa

*Independent Non-executive Directors:*

Mr. Wong Tak Ming, Gary  
Mr. Yu King Tin  
Ms. Chan Sim Ling, Irene