



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  
Annual General Meeting ("AGM") – 26 January 2017 (Thursday)

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 AGM as my/our proxy to vote and act for me/us at the AGM and at any adjournment thereof to be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 26 January 2017 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

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

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30 September 2016 together with the Reports of the Directors and Independent Auditor thereon.		
2.	To declare final dividend for the year ended 30 September 2016.		
3.	(A) To re-elect Mr. Chan Shek Wah as Director.		
	(B) To re-elect Ms. Choi Suk Hing, Louisa as Director.		
	(C) To re-elect Mr. Chu Kar Wing as Director.		
	(D) To authorize the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Board of Directors to fix their remuneration.		
	5. <sup>(Note 5)</sup> (A) To grant a general mandate to the Directors to allot shares of the Company.		
	(B) To grant a general mandate to the Directors to buy back shares of the Company.		
5. <sup>(Note 5)</sup>	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the number of shares bought back by the Company.		
	6. <sup>(Note 5)</sup> To adopt the New Share Option Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ 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 AGM will act as your proxy. A shareholder may appoint one or more proxies (if holding more than one share) to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the AGM 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 A 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 AGM other than those referred to in the Notice of AGM.
- The full text of Resolutions 5 and 6 is set out in the Notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- 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 Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the AGM and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

\* for identification purposes only