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

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

**(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD
ON THE RECORD DATE AT HK\$0.50 PER RIGHTS SHARE;
AND
(II) ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 29 May 2015, being the latest time for the acceptance of and payment for the Rights Shares and for the application and payment for the excess Rights Shares, a total of 1,114 valid acceptances and applications had been received for a total of 30,169,340,262 Rights Shares, which comprise: (i) 570 valid acceptances of provisional allotments under the PALs in respect of a total of 1,300,715,464 Rights Shares; and (ii) 544 valid applications for excess Rights Shares under the EAFs in respect of a total of 28,868,624,798 Rights Shares. In aggregate, they represented approximately 23 times of the total number of 1,315,981,908 Rights Shares available under the Rights Issue.

The Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on Tuesday, 2 June 2015.

As the Rights Issue was over-subscribed, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

* *for identification purposes only*

EXCESS RIGHTS SHARES

Based on the number of valid acceptances referred to above, 15,266,444 Rights Shares were available for subscription under the EAFs. The Board has resolved to allocate such excess Rights Shares as set out below in this announcement.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Share certificates for all fully-paid Rights Shares will be despatched to allottees who are entitled thereto by ordinary post to their registered addresses at their own risk on Thursday, 4 June 2015. Each allottee will receive one share certificate for all the Rights Shares allotted and issued to him/her/it.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares will be despatched (without interest) to those entitled thereto by ordinary post to their registered addresses at their own risk on Thursday, 4 June 2015.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, on the Stock Exchange will commence at 9:00 a.m. on Friday, 5 June 2015.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As a result of the Rights Issue, adjustments are required to be made to the exercise price and the number of outstanding Share Options in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

Reference is made to the announcements of Emperor Capital Group Limited (the “Company”) dated 26 March 2015 and 21 May 2015, and the prospectus of the Company dated 7 May 2015 (the “Prospectus”) in respect of, among other things, the Rights Issue. Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus unless otherwise stated.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 29 May 2015, being the latest time for the acceptance of and payment for the Rights Shares and for the application and payment for the excess Rights Shares, a total of 1,114 valid acceptances and applications had been received for a total of 30,169,340,262 Rights Shares, which comprise: (i) 570 valid acceptances of provisional allotments under the PALs in respect of a total of 1,300,715,464 Rights Shares; and (ii) 544 valid applications for excess Rights Shares under the EAFs in respect of a total of 28,868,624,798 Rights Shares. In aggregate, they represented approximately 23 times of the total number of 1,315,981,908 Rights Shares available under the Rights Issue.

Pursuant to the Irrevocable Undertaking, Emperor Capital Holdings has taken up its full entitlements to the provisional allotment of 886,758,453 Rights Shares, representing approximately 67.38% of the total number of Rights Shares available under the Rights Issue.

The Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on Tuesday, 2 June 2015.

As the Rights Issue was over-subscribed, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

EXCESS RIGHTS SHARES

Based on the number of valid acceptances referred to above, 15,266,444 Rights Shares were available for subscription under the EAFs. Given that the number of excess Rights Shares is insufficient to satisfy all valid applications, the Board has resolved to allocate the 15,266,444 excess Rights Shares on a fair and equitable basis to those Qualifying Shareholders who applied for excess Rights Shares on a pro-rata basis with reference to the number of excess Rights Shares applied for by them.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

| Shareholders | Immediately before completion of the Rights Issue | | Immediately after completion of the Rights Issue | |
|---|---|------------|--|------------|
| | <i>Number of Shares</i> | <i>%</i> | <i>Number of Shares</i> | <i>%</i> |
| Emperor Capital Holdings (<i>Note 1</i>) | 1,773,516,907 | 67.38 | 2,660,275,360 | 67.38 |
| Ms. Daisy Yeung (<i>Notes 1 & 2</i>) | 12,000,000 | 0.46 | 18,000,000 | 0.46 |
| Mr. Chan Shek Wah (<i>Note 2</i>) | 13,638,000 | 0.52 | 20,457,000 | 0.52 |
| Ms. Choi Suk Hing, Louisa (<i>Note 2</i>) | 3,120,000 | 0.12 | 4,680,000 | 0.12 |
| Ms. Pearl Chan (<i>Note 2</i>) | 1,950,000 | 0.07 | 2,925,000 | 0.07 |
| Public Shareholders | 827,738,909 | 31.45 | 1,241,608,364 | 31.45 |
| Total | <u>2,631,963,816</u> | <u>100</u> | <u>3,947,945,724</u> | <u>100</u> |

Notes:

- Such Shares are beneficially held by Emperor Capital Holdings, which is indirectly owned by AY Trust, of which Ms. Daisy Yeung is one of the eligible beneficiaries and has deemed interest in such Shares.

2. Ms. Daisy Yeung, Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan are Directors and all of them have accepted their respective entitlements to the provisional allotment of the Rights Shares.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Share certificates for all fully-paid Rights Shares will be despatched to allottees who are entitled thereto by ordinary post to their registered addresses at their own risk on Thursday, 4 June 2015. Each allottee will receive one share certificate for all the Rights Shares allotted and issued to him/her/it.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares will be despatched (without interest) to those entitled thereto by ordinary post to their registered addresses at their own risk on Thursday, 4 June 2015.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, on the Stock Exchange will commence at 9:00 a.m. on Friday, 5 June 2015.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Upon completion of the Rights Issue, the exercise price and the number of outstanding Share Options will be adjusted in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules with effect from Thursday, 4 June 2015 as follows:

| Date of grant | Before the completion of the Rights Issue | | After the completion of the Rights Issue | |
|----------------------|--|--|---|---|
| | Exercise price per share (HK\$) | Number of outstanding Share Options | Adjusted exercise price per share (HK\$) | Adjusted number of outstanding Share Options |
| 13 August 2013 | 0.334 | 97,008,000 | 0.247 | 131,018,772 |

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Managing Director

Hong Kong, 3 June 2015

As at the date hereof, the Board comprises:

Executive Directors:

Ms. Daisy Yeung
Mr. Chan Shek Wah
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors:

Mr. Chu Kar Wing
Mr. Poon Yan Wai
Mr. Tse Hin Lin, Arnold