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If you have sold or transferred all your shares in Emperor Capital Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**AMENDMENT TO THE SHARE OPTION SCHEME
AND
GRANT OF SHARE OPTIONS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 13 August 2013 at 3:00 p.m. is set out on pages 12 to 14 of this circular. Whether or not you intend to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purposes only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 12 July 2013 in relation to the granting of share options
“associates”	has the same meaning as ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	the day(s) on which the Stock Exchange is/are open for the business of dealing in securities
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders other than the connected persons of the Company
“Latest Practicable Date”	22 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chan”	Mr. Chan Shek Wah, an executive Director of the Company
“Ms. Chan”	Ms. Pearl Chan, an executive Director of the Company
“Ms. Choi”	Ms. Choi Suk Hing, Louisa, an executive Director of the Company

DEFINITIONS

“Ms. Daisy Yeung”	Ms. Daisy Yeung, the Managing Director of the Company
“Offer Date”	12 July 2013, the date on which the Options were offered to the Proposed Grantees
“Option(s)”	the Share Option(s) offered to be granted to the Proposed Grantees under the Share Option Scheme to subscribe for 129,354,000 Shares in aggregate
“Option Share(s)”	the Share(s) which the Proposed Grantees are entitled to subscribe for upon the exercise of the Options, subject to the terms of the grant of the Options
“Proposed Grantees”	collectively Ms. Daisy Yeung, Mr. Chan, Ms. Choi and Ms. Chan
“SGM”	the special general meeting of the Company to be held on 13 August 2013 to consider and, if thought fit, approve the proposed amendment to the terms of the Share Option Scheme and the grant of Options to Ms. Daisy Yeung and Mr. Chan
“Share Option(s)”	share option(s) granted and to be granted under the Share Option Scheme
“Share Option Scheme” or “Scheme”	the existing share option scheme of the Company adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 20 September 2007
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

Executive Directors:

Ms. Daisy Yeung (*Managing Director*)
Mr. Chan Shek Wah
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond
Mr. Chu Kar Wing

Principal office:

24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

26 July 2013

To the Shareholders

Dear Sir/Madam,

**AMENDMENT TO THE SHARE OPTION SCHEME
AND
GRANT OF SHARE OPTIONS**

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information regarding the proposed amendment to the Share Option Scheme and the grant of the Options and to give you notice of the SGM, at which resolutions will be put forward to the Shareholders to consider and, if thought fit, approve the aforesaid amendment and the grant of Options to Ms. Daisy Yeung and Mr. Chan.

PROPOSED AMENDMENT TO THE TERMS OF THE SHARE OPTION SCHEME

Background

The Share Option Scheme was adopted by the Company which became effective on 27 September 2007 pursuant to a resolution passed by the Shareholders on 20 September 2007. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

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LETTER FROM THE BOARD

Proposed amendments

Under the existing terms of the Share Option Scheme, the grantee of Share Options is not required to achieve any performance targets before the Share Options granted under the Share Option Scheme can be exercised.

To allow the Board to have more flexibility in the administration of the Share Option Scheme so that the benefits to the grantees under the Share Option Scheme are closely aligned with the performance of the Company and the purpose of the Share Option Scheme can be better achieved by providing additional incentives to key personnel to achieve performance goals, the Board proposes to amend the Share Option Scheme by superseding the relevant term by the following:

“The Board may determine in its absolute discretion whether the right to exercise an option is subject to or conditional upon the achievement of specified performance target(s) relating to the Company or to the grantee and/or the satisfaction of such other conditions as the Board may in its absolute discretion determine to be appropriate.”

Pursuant to note (2) to Rule 17.03 of the Listing Rules, any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Share Options granted must be approved by the Shareholders, unless where the alterations take effect automatically under the existing terms of the Scheme. As the proposed amendment will not take effect automatically under the existing terms of the Scheme, and it is considered to be material in nature, the proposed amendment to the terms of the Share Option Scheme will be subject to approval by the Shareholders at the SGM and shall become effective on the date the Shareholders passing the resolution at the SGM.

As at the Latest Practicable Date, there are no outstanding Share Options granted under the Share Option Scheme.

PROPOSED GRANT OF OPTIONS

Under the Share Option Scheme, the Directors are authorized to grant Share Options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of Share Options granted under the Share Option Scheme. After the renewal of the mandate limit of the Share Option Scheme on 30 January 2013, the Company may grant Share Options entitling subscription of up to 259,743,381 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting held on 30 January 2013 (“Scheme Mandate”). Up to the Latest Practicable Date, no Share Options have been granted under the Share Option Scheme after the renewal of the Scheme Mandate.

LETTER FROM THE BOARD

The Proposed Grant

On 12 July 2013, the Board (consists of all independent non-executive Directors of the Company and all the Proposed Grantees) resolved to offer the grant of the Options to the Proposed Grantees to subscribe for an aggregate of 129,354,000 Shares, subject to (i) the proposed amendment to the relevant terms of the Share Option Scheme becoming effective; and (ii) the acceptance of the offer by the Proposed Grantees. The grant of options to Ms. Daisy Yeung and Mr. Chan is also subject to the approval by the Independent Shareholders and Shareholders at the SGM respectively.

Each Proposed Grantee has abstained from voting at the aforesaid board meeting of the Company on the relevant resolution in relation to the offer of the Options granted to him/her.

The total of 129,354,000 Shares to be subscribed under the Options represent approximately 4.98% of the existing issued share capital of the Company as at the Offer Date and approximately 4.74% of the enlarged issued share capital of the Company, assuming the Options are fully exercised.

The principal terms of the Options offered to the Proposed Grantees are set out below:

Offer Date:	12 July 2013
Exercise price per Option Share:	HK\$0.334 per Share, being the highest of (i) HK\$0.33, the official closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Offer Date; (ii) HK\$0.334, the average of the official closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the 5 Business Days immediately preceding the Offer Date; and (iii) HK\$0.10, being the nominal value of a Share.
Number of Option Shares comprised in the Options to be granted:	129,354,000 Share Options entitling the Proposed Grantees thereof to subscribe for an aggregate of 129,354,000 Shares.
Amount payable on acceptance of the Options:	HK\$1.00 from each of the Proposed Grantees
Closing price of the Shares on the Offer Date:	HK\$0.33

LETTER FROM THE BOARD

Exercise period:

Subject to the fulfillment of the Performance Targets (as defined below), the Options granted shall be exercisable in three batches:

- (i) the first 25% of the Options granted to each of the Proposed Grantees shall become exercisable from the date immediately after the publication of the audited financial results of the Group for the year ending 30 September 2013 (or such other date as the Board may determine) to the date falling on the 5th anniversary of the Offer Date, i.e. 12 July 2018;
- (ii) another 33% of the Options granted to each of the Proposed Grantees shall become exercisable from the date immediately after the publication of the audited financial results of the Group for the year ending 30 September 2014 (or such other date as the Board may determine) to the date falling on the 5th anniversary of the Offer Date, i.e. 12 July 2018; and
- (iii) the remaining 42% of the Options granted to each of the Proposed Grantees shall become exercisable from the date immediately after the publication of the audited financial results of the Group for the year ending 30 September 2015 (or such other date as the Board may determine) to the date falling on the 5th anniversary of the Offer Date, i.e. 12 July 2018.

The Options granted and exercisable in each batch shall be rounded to the multiple of trading board lot of the Shares.

Performance Targets:

The exercise of the Options is subject to the meeting of performance targets ("Performance Targets") of the Company as determined by the Board from time to time, taken into consideration certain factors such as the financial condition of the Company within a specific financial period, the then market conditions and contributions of the Proposed Grantees to the Group. The Company will notify the Proposed Grantees of the Performance Targets for each batch separately in writing.

LETTER FROM THE BOARD

Any Options not becoming vested as a result of non-fulfillment of any Performance Targets shall automatically lapse.

Lock-up period:

50% of the Option Shares that are issued pursuant to the exercise of the Options by the Proposed Grantees shall be subject to a lock-up period of 6 calendar months from the relevant exercise date of the Options and the remaining 50% shall be subject to a lock-up period of 12 calendar months from the relevant exercise date of the Options. During the lock-up period, no Option Share is allowed to be traded, transferred, pledged or charged.

Rights attaching to the Option Shares to be issued on exercise of the Options:

The Option Shares to be allotted upon exercise of the Options shall rank pari passu with the Shares then in issue in all respects, including voting rights, entitlement to dividends, transfer and other rights (including those arising on liquidation of the Company) paid or made on or after the relevant exercise date of the Options. The Options themselves, however, do not carry any right to voting, dividend, transfer or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Option Shares being issued.

Reasons for granting the Options

The Proposed Grantees are some of the key management of the Group. Given the Proposed Grantees' respective expertise and management skills, their continued contribution to the Group will be of critical importance to the development and growth of the Group. The Directors considered that in order to enhance the Company's capability to motivate and retain the key management, and to further align the interests of the Proposed Grantees with the interests of the Company and the Shareholders, it is important that the Company provides the Proposed Grantees with further incentives by offering them an opportunity to obtain an ownership interest in the Company. The grant of the Options serves to provide incentives or rewards to the Proposed Grantees for their contribution to the Group and to retain the Proposed Grantees that are considered to be valuable to the Group. Therefore, the proposed grant of the Options to the Proposed Grantees is considered to be in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Proposed Grantees

Set out below are the names of the Proposed Grantees and the number of Option Shares to be issued to each of the Proposed Grantees upon full exercise of the Options conditionally granted to them:-

Proposed Grantees	Position held with the Company	Number of Option Shares to be issued upon exercise of the Options in full	Approximate percentage to existing number of Shares in issue
Ms. Daisy Yeung	Managing Director	54,546,000	2.10%
Mr. Chan	Executive Director	54,546,000	2.10%
Ms. Choi	Executive Director	12,468,000	0.48%
Ms. Chan	Executive Director	7,794,000	0.30%
		129,354,000	4.98%

Listing Rules Implications

According to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, each grant of Share Options to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors.

All independent non-executive Directors attended the Board meeting held on 12 July 2013 and all of them voted in favour of the resolutions approving each offer of the Options to be granted to the Proposed Grantees, subject to the conditions as mentioned above.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, where a grant of Share Options to a substantial shareholder of the Company or an independent non-executive Director and/or their respective associates would result in the Shares issued and to be issued upon exercise of all the Share Options granted and to be granted (including options exercised, cancelled and outstanding Share Options) under the Share Option Scheme to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares on the date of grant, in excess of HK\$5 million, such grant of Share Options must be approved by the Independent Shareholders at a general meeting at which all connected persons of the Company shall abstain from voting in favour, although they may vote against the resolution to approve the grant of Share Options at such general meeting provided that their intention to do so has been stated in the relevant circular.

LETTER FROM THE BOARD

In addition, pursuant to Rule 17.03(4) of the Listing Rules and the terms of the Share Option Scheme, the maximum number of Shares issued and to be issued upon exercise of the Share Options granted to each grantee under the Share Option Scheme (including both exercised and outstanding Share Options) in any 12-month period shall not, when aggregated with any Shares subject to options granted under such period under any other share option schemes of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting, exceed 1% of the Shares in issue for the time being. When any further grant of Shares Options to a grantee would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding Share Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such grantee and his/her associates abstaining from voting on the relevant resolution.

(i) Grant of Option to Ms. Daisy Yeung

As at the Latest Practicable Date, there were 2,597,433,816 Shares in issue, in which 1,723,836,907 Shares, representing approximately 66.37% of the issued share capital of the Company were held by Emperor Capital Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Holdings Limited. Albert Yeung Holdings Limited was held by STC International Limited, acting as the trustee of The Albert Yeung Discretionary Trust, a discretionary trust under which Ms. Daisy Yeung is one of the eligible beneficiaries and is deemed to be a substantial shareholder of the Company.

As the total number of Option Shares to be issued upon exercise of the Option offered to be granted to Ms. Daisy Yeung represents in aggregate over 0.1% of the Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$0.33 on the Offer Date, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Option to Ms. Daisy Yeung must be approved by the Independent Shareholders at the SGM at which all connected persons of the Company shall abstain from voting in favour.

In addition, as the total number of Option Shares to be issued upon exercise of the Option granted to Ms. Daisy Yeung exceeds 1% of the Shares in issue, Ms. Daisy Yeung and her associates shall also abstain from voting on the relevant resolution in respect of the grant of Option to her.

As at the Latest Practicable Date, 1,723,836,907 Shares, representing approximately 66.37% of the issued share capital of the Company were held by the connected persons of the Company and at the same time representing the deemed interest of Ms. Daisy Yeung and her associates in the Company before taking into account the Option offered to her.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour has given the Company notice of his/her/its intention to vote against the relevant resolution at the SGM.

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(ii) Grant of Option to Mr. Chan

Moreover, as the total number of Option Shares to be issued upon exercise of the Option offered to be granted to Mr. Chan exceeds 1% of the Shares in issue, pursuant to Rule 17.03(4) of the Listing Rules, the grant of Option to Mr. Chan must be approved by Shareholders at the SGM with Mr. Chan and his associates abstaining from voting on the relevant resolution in respect of the grant of Option to him. As at the Latest Practicable Date, Mr. Chan and his associates did not hold any Shares in the issued share capital of the Company.

(iii) General

Save for Ms. Daisy Yeung and Mr. Chan, none of the Proposed Grantees will, as a result of the grant of Share Options, be entitled to be issued with such number of Shares as represents over 1% of the Shares in issue upon exercise of all Share Options granted to him/her in the 12-month period up to and including the Offer Date.

Save for the Options offered to the Proposed Grantees, no Share Options were granted to each of Proposed Grantees or any of their respective associates in the 12-month period up to and including the Offer Date.

To the best of the knowledge, information and belief of the Directors, as at the Latest Practicable Date, there was no discrepancy between beneficial shareholding interest in the Company of each of the Shareholders as disclosed in this circular and the number of Shares in respect of which each of them will control or will be entitled to exercise control over the voting rights at the SGM.

None of the Directors is the trustee of the Share Option Scheme nor has direct or indirect interest in the trustee of the Share Option Scheme.

The Option Shares to be issued upon full exercise of the Options will be made under the Scheme Mandate.

SPECIAL GENERAL MEETING

Set out in this circular is a notice convening the SGM which will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 13 August 2013 at 3:00 p.m., at which ordinary resolutions will be proposed to approve the amendment to the relevant terms of the Share Option Scheme and the grant of the Options to Ms. Daisy Yeung and Mr. Chan.

The form of proxy for use at the SGM is accompanied with this circular. Whether or not you intend to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, in any event, not less than 48 hours

LETTER FROM THE BOARD

before the time for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

Having considered the proposed amendment to the Share Option Scheme, all Directors consider such amendment is fair and reasonable so far as the Shareholders are concerned. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favor of the ordinary resolution approving the amendment to the Share Option Scheme as set out in the notice of the SGM.

Having considered the terms of the proposed grant of the Options, all the independent non-executive Directors consider such grant is fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Directors (including the independent non-executive Directors) recommend the Independent Shareholders and Shareholders to vote in favour of the ordinary resolutions approving the grant of the Options to Ms. Daisy Yeung and Mr. Chan respectively as set out in the notice of the SGM.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of both the Share Option Scheme and amended Share Option Scheme reflecting the proposed amendment are available for inspection at the principal office of the Company in Hong Kong during normal business hours of any business day from the date of this circular up to and including the date of the SGM.

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

NOTICE OF THE SPECIAL GENERAL MEETING



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Emperor Capital Group Limited (the “Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 13 August 2013 at 3:00 p.m. for purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as an ordinary resolution of the Company by way of poll:

ORDINARY RESOLUTIONS

1. “**THAT** the amendment to the terms of the Share Option Scheme adopted by the Company on 20 September 2007 (the “Share Option Scheme”) referred to in the circular to the shareholders of the Company dated 26 July 2013 (the “Circular”) and contained in the amended Share Option Scheme, a copy of which is available for inspection as detailed in the Circular and produced to this meeting and for the purposes of identification initialed by the chairman of this meeting, be approved and adopted, subject to such modifications of those amendment to the terms of the Share Option Scheme as the directors of the Company may consider necessary taking into account the requirements of The Stock Exchange of Hong Kong Limited and that any one director of the Company be authorized to do all acts and things necessary to carry such amendment and modification (if any) into effect.”
2. “**THAT** conditional upon Resolution No.1 above being passed, the grant of option to Ms. Daisy Yeung under the amended Share Option Scheme to subscribe for an aggregate of 54,546,000 ordinary shares of HK\$0.01 each of the Company at the exercise price of HK\$0.334 per share and on the terms and conditions as set out in the Circular be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”

* *for identification purposes only*

NOTICE OF THE SPECIAL GENERAL MEETING

3. “**THAT** conditional upon Resolution No.1 above being passed, the grant of option to Mr. Chan Shek Wah under the amended Share Option Scheme to subscribe for an aggregate of 54,546,000 ordinary shares of HK\$0.01 each of the Company at the exercise price of HK\$0.334 per share and on the terms and conditions as set out in the Circular be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the option.”

By order of the Board
Emperor Capital Group Limited
Choi Suk Hing, Louisa
Company Secretary

Hong Kong, 26 July 2013

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

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

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior 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 in respect of the joint holding of such share.
- (iv) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting. Where the Chairman 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.

NOTICE OF THE SPECIAL GENERAL MEETING

- (vi) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 1:00 p.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (<http://www.emperorcapi.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

This Circular (in both English and Chinese versions) is available to any shareholder either in printed form or on the Company’s website at <http://www.emperorcapi.com>. In order to protect the environment, the Company highly recommends shareholders to elect to receive electronic copy of this Circular. Upon written request, a free printed version of this Circular will be sent to shareholders who have elected to receive electronic copies but for any reason have difficulty in receiving or gaining access to this Circular through the Company’s website. Shareholders may have the right to change their choice of receipt of all future Corporate Communications at any time by reasonable notice in writing to the Company or the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, by post at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong or by email at is-enquiries@hk.tricorglobal.com.