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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)

COMPLETION OF SUBSCRIPTION AND ISSUANCE OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 18 May 2016 (the “**Announcement**”) in relation to the subscription of 380,000,000 Subscription Shares at a price of HK\$0.66 per Subscription Share. Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the conditions set out in the Subscription Agreement have been fulfilled and completion of the Subscription took place on 31 May 2016. Pursuant to the Subscription Agreement, an aggregate of 380,000,000 Subscription Shares have been allotted and issued to the Subscriber at the Subscription Price of HK\$0.66 per Subscription Share on the same day.

The Subscriber is a wholly-owned subsidiary of China Huarong International Holdings Limited, which in turn is an indirect subsidiary of China Huarong Asset Management Co., Ltd., a listed company on the Main Board of the Stock Exchange (stock code: 2799) and one of the largest financial asset management companies in China.

The net proceeds from the Subscription, after deducting related expenses of the Subscription, is approximately HK\$250.8 million.

** for identification purposes only*

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Subscription is set out as follows:

Shareholders	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	Number of Shares	%	Number of Shares	%
Emperor Capital Holdings (<i>Note 1</i>)	2,545,309,360	44.28	2,545,309,360	41.54
Ms. Daisy Yeung (<i>Note 2</i>)	18,000,000	0.31	18,000,000	0.29
Mr. Chan Shek Wah (<i>Note 2</i>)	20,457,000	0.36	20,457,000	0.33
Ms. Choi Suk Hing, Louisa (<i>Note 2</i>)	4,680,000	0.08	4,680,000	0.08
Ms. Pearl Chan (<i>Note 2</i>)	2,925,000	0.05	2,925,000	0.05
Public Shareholders				
- The Subscriber (<i>Note 3</i>)	229,914,000	4.00	609,914,000	9.95
- Others	2,926,660,364	50.92	2,926,660,364	47.76
Total	<u>5,747,945,724</u>	<u>100.00</u>	<u>6,127,945,724</u>	<u>100.00</u>

Notes:

1. Emperor Capital Holdings 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.
3. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber and the ultimate beneficial owners of its substantial shareholders are Independent Third Parties and the Subscriber (together with its associates) held less than 10% of the issued Shares of the Company immediately before and after completion of the Subscription. Hence, the Subscriber is regarded as public Shareholder immediately before and after completion of the Subscription.

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

Hong Kong, 31 May 2016

As at the date of this announcement, 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
Ms. Wan Choi Ha