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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)

DESPATCH OF CIRCULAR RELATING TO
(I) PROPOSED RIGHTS ISSUE
ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY ONE EXISTING
SHARE HELD
ON THE RECORD DATE;
(II) APPLICATION FOR WHITEWASH WAIVER;
(III) RE-ELECTION OF DIRECTOR
AND
(IV) NOTICE OF SPECIAL GENERAL MEETING

DESPATCH OF CIRCULAR

The Circular containing, among other things, (i) information on the proposed Rights Issue, the Underwriting Agreement and the Whitewash Waiver (ii) the letter of recommendation from the independent board committee to the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iii) the letter of advice from the independent financial adviser to the independent board committee and the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iv) re-election of Director; (v) the notice of the SGM; and (vi) other information as required under the Listing Rules and the Takeovers Code, had been despatched to the Shareholders on 23 June 2011.

* *for identification purposes only*

Shareholders are advised to read the Circular, including the letter of recommendation from the independent board committee and the letter of advice from the independent financial adviser, carefully before making their voting decisions in relation to the resolutions approving the proposed Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder and the Whitewash Waiver.

The expected timetable of the Rights Issue is set out below and in the Circular.

If the Underwriter terminates the Underwriting Agreement (see the paragraph headed “Termination of the underwriting agreement” in the Circular) or the conditions precedent to the Rights Issue (see the paragraph headed “Conditions of the rights issue” in the Circular) are not fulfilled or (where applicable) waived by the Underwriter, the Rights Issue will not proceed. **Accordingly, the Rights Issue may or may not proceed. The attention of investors and Shareholders is drawn to the paragraph headed “Warning of the risks of dealings in shares and rights shares” below.**

References are made to the announcement dated 2 June 2011 and 9 June 2011 (“Announcements”) issued by the Company in relation to, among other things, the proposed Rights Issue and the application for Whitewash Waiver. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

DESPATCH OF THE CIRCULAR

The Circular containing, among other things, (i) information on the proposed Rights Issue, the Underwriting Agreement and the Whitewash Waiver (ii) the letter of recommendation from the independent board committee to the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iii) the letter of advice from the independent financial adviser to the independent board committee and the Independent Shareholders in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iv) re-election of Director; (v) the notice of the SGM; and (vi) other information as required under the Listing Rules and the Takeovers Code, had been despatched to the Shareholders on 23 June 2011.

Shareholders are advised to read the Circular, including the letter of recommendation from the Independent Board Committee and the letter of advice from the Independent Financial Adviser, carefully before making their voting decisions in relation to the resolutions approving the proposed Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder and the Whitewash Waiver.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue, assuming that the Rights Issue and the Underwriting Agreement and the transactions contemplated thereunder and the Whitewash Waiver are approved by the Independent Shareholders at SGM

**2011
(Hong Kong time)**

Last day of dealings in the Shares on a cum-rights basis.	Wednesday, 6 July
First day of dealings in the Shares on an ex-rights basis.	Thursday, 7 July
Latest time for lodging transfer of Shares in order to be qualified for the Rights Issue	4:30 p.m. on Friday, 8 July
Register of members closes (both dates inclusive)	Monday, 11 July to Wednesday, 13 July
Latest time for lodging proxies	10:30 a.m. on Monday, 11 July
SGM	10:30 a.m. on Wednesday, 13 July
Announcement of poll results of SGM	Wednesday, 13 July
Record Date	Wednesday, 13 July
Register of members for the share re-opens	Thursday, 14 July
Prospectus Documents expected to be despatched.	Thursday, 14 July
First day of dealings in nil-paid Rights Shares	Monday, 18 July
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Wednesday, 20 July
Last day of dealings in nil-paid Rights Shares	Monday, 25 July
Latest time for acceptance of and payment for Rights Shares and application and payment for excess Rights Shares	4:00 p.m. on Thursday, 28 July
Latest time for the termination of the Underwriting Agreement	4:00 p.m. on Tuesday, 2 August
Announcement of results of acceptance and excess application of the Rights Issue	Thursday, 4 August

Refund cheques in respect of wholly and partially unsuccessful applications for excess Rights Shares expected to be posted on or before. Friday, 5 August

Certificates for the Rights Shares expected to be despatched on or before Friday, 5 August

Dealings in fully-paid Rights Shares commence 9:00 a.m. on Tuesday, 9 August

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

If there is a tropical cyclone warning signal number 8 or above; or a “black” rainstorm warning (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.. If the Latest Time for Acceptance is extended, the “Expected timetable” in this announcement may be affected. Announcement(s) will be made by the Company in such event.

Warning of the risks of dealing in shares and rights shares

The Shares will be dealt in on an ex-rights basis from 7 July 2011. Dealings in the Rights Shares in the nil-paid form will take place from 18 July 2011. If the conditions of the Underwriting Agreement are not fulfilled or the Underwriting Agreement is terminated by the Underwriters, the Rights Issue will not proceed.

Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from 18 July 2011 to 25 July 2011 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in the Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriters' right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from 18 July 2011 to 25 July 2011 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

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

Hong Kong, 28 June 2011

As at the date of this announcement, the Board comprises:

Executive Directors: Ms. Daisy Yeung (*Managing Director*)
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors: Mr. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond
Mr. Chu Kar Wing

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.