



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
Special General Meeting (“SGM”) – 3 July 2015 (Friday)

Number of shares of HK\$0.01 each to which this proxy form relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being the registered holder(s) in the capital of Emperor Capital Group Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____ of _____

or failing him/her, the Chairman of the SGM as my/our proxy to vote and act for me/us at the SGM and at any adjournment thereof to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 3 July 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the SGM 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 box below to indicate how you wish your vote(s) to be cast on a poll:

No.	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
(1)	To approve each as a separate resolution, the 9 Subscription Agreements and the respective transactions contemplated thereunder, including the granting of the specific mandate for the allotment and issue of up to an aggregate 443,998,000 new shares in the share capital of the Company at the subscription price of HK\$1.5 per Subscription Share ^(Note 5) ;		
	(a) the Subscription Agreement with CAM Global Funds SPC in respect of the subscription of 19,002,000 Subscription Shares;		
	(b) the Subscription Agreement with China Minsheng Banking Corp., Ltd., Hong Kong Branch, in respect of the subscription of 28,002,000 Subscription Shares;		
	(c) the Subscription Agreement with Factorial Master Fund in respect of the subscription of 109,998,000 Subscription Shares;		
	(d) the Subscription Agreement with Insight Multi-Strategy Funds SPC – Insight Phoenix Fund III SP in respect of the subscription of 80,998,000 Subscription Shares;		
	(e) the Subscription Agreement with Multiclue Capital Limited in respect of the subscription of 93,000,000 Subscription Shares;		
	(f) the Subscription Agreement with Oasis Investments II Master Fund Ltd. in respect of the subscription of 91,998,000 Subscription Shares;		
	(g) the Subscription Agreement with Pine River China Master Fund Limited in respect of the subscription of 10,068,000 Subscription Shares;		
	(h) the Subscription Agreement with Pine River Master Fund Limited in respect of the subscription of 1,932,000 Subscription Shares;		
	(i) the Subscription Agreement with Value Partners Hong Kong Limited in respect of the subscription of 9,000,000 Subscription Shares		
(2)	To approve the Placing Agreement and the transactions contemplated thereunder, including the granting of the specific mandate for the allotment and issue of up to 556,002,000 new shares in the share capital of the Company at the placing price of HK\$1.5 per Placing Share ^(Note 5)		

Dated this _____ day of _____ 2015 Signed: ^(Note 6) _____

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 CAPITAL LETTERS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the SGM 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 needs not be a member of the Company but must attend the SGM 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 APPROPRIATE 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 SGM other than that referred to in the Notice of SGM.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of the SGM of the Company dated 17 June 2015.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- 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 SGM and any adjournment thereof.
- 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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