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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (“SGM”) of Emperor Capital Group Limited (the “Company”) will be held at 28/F., Emperor Group Centre 288 Hennessy Road, Wanchai, Hong Kong on Monday, 10 May 2010 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, pass with or without amendment, the following resolution as ordinary resolution of the Company:

“THAT

- (a) the agreement dated 26 March 2010 entered into between the Company and Ms. Daisy Yeung in relation to the financial services to be provided by the Company to Ms. Daisy Yeung and her associates (the “Yeung Family”), a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby approved, ratified and confirmed;
- (b) the agreement dated 26 March 2010 entered into between the Company and Emperor International Holdings Limited in relation to the financial services to be provided by the Company to Emperor International Holdings Limited, its subsidiaries and associates (the “Emperor Group”), a copy of which marked “B” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby approved, ratified and confirmed;

- (c) the Yeung Proposed Annual Caps (as defined and more particularly described in the circular of the Company to its shareholders dated 23 April 2010) be and is hereby approved;
- (d) the Emperor Group Proposed Annual Caps (as defined and more particularly described in the circular of the Company to its shareholders dated 23 April 2010) be and is hereby approved;
- (e) any one of the directors of the Company be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (a) to (d) above.

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

Hong Kong, 23 April 2010

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:

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member. A form of proxy for use at the SGM is enclosed herewith.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (3) In the case of joint registered holders of any share in the capital of the Company ("Share"), any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the registrar of the members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the SGM or any adjourned meeting if you so wish. If a member attends the SGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (5) The ordinary resolution set out above will be voted by way of poll.

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

Executive Directors: Ms. Daisy Yeung (*Managing Director*)
Mr. Chan Pak Lam, Tom
Ms. Choi Suk Hing, Louisa

Independent Non-executive Directors: Mr. Fung Chi Kin
Mr. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond

* *for identification purposes only*