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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 28 FEBRUARY 2023
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders by way of poll at the AGM held today.

The Board also announces that at the AGM, Mr. Poon Yan Wai retired by rotation as Independent Non-executive Director while Mr. Yu King Tin was elected as Director and acts as Independent Non-executive Director upon conclusion of the AGM.

I. Poll Results of the Annual General Meeting

Reference is made to the circular of Emperor Capital Group Limited (“**Company**”) dated 20 January 2023 (“**Circular**”) setting out, inter alia, the notice of the annual general meeting of the Company (“**Notice**”) held on 28 February 2023 (“**AGM**”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

All Directors, namely Ms. Daisy Yeung, Mr. Wong Chi Fai, Ms. Fan Man Seung, Vanessa, Mr. Poon Yan Wai, Ms. Wan Choi Ha and Mr. Wong Tak Ming, Gary, attended the AGM. The poll results of the ordinary resolutions and special resolutions (collectively referred as to “**Resolutions**”) proposed at the AGM are as follows:

* for identification purpose only

Ordinary Resolutions		Number of votes (% to total number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 30 September 2022 together with the reports of the directors and independent auditors thereon.	2,922,099,987 Shares (99.99%)	24,001 Shares (0.01%)	2,922,123,988 Shares
2.	(A) To re-elect Ms. Daisy Yeung as Director.	2,918,127,988 Shares (99.86%)	3,996,000 Shares (0.14%)	2,922,123,988 Shares
	(B) To re-elect Mr. Wong Chi Fai as Director.	2,918,127,988 Shares (99.86%)	3,996,000 Shares (0.14%)	2,922,123,988 Shares
	(C) To re-elect Ms. Fan Man Seung, Vanessa as Director.	2,922,099,988 Shares (99.99%)	24,000 Shares (0.01%)	2,922,123,988 Shares
	(D) To elect Mr. Yu King Tin as Director.	2,922,099,988 Shares (99.99%)	24,000 Shares (0.01%)	2,922,123,988 Shares
	(E) To authorize the Board to fix the Directors' remuneration.	2,922,123,988 Shares (100%)	0 Share (0%)	2,922,123,988 Shares
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix their remuneration.	2,922,123,987 Shares (99.99%)	1 Share (0.01%)	2,922,123,988 Shares
4. [#]	(A) To grant to the Directors a general mandate to issue Shares.	2,922,099,987 Shares (99.99%)	24,001 Shares (0.01%)	2,922,123,988 Shares
	(B) To grant a general mandate to the Directors to buy back Shares.	2,922,099,987 Shares (99.99%)	24,001 Shares (0.01%)	2,922,123,988 Shares
	(C) To extend the general mandate granted to the Directors to issue additional Shares by the number of the Shares bought back by the Company.	2,922,099,987 Shares (99.99%)	1 Share (0.01%)	2,922,099,988 Shares
Special Resolutions		Number of votes (% to total number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
5. [#]	To approve the adoption of new bye-laws of the Company.	2,922,099,988 Shares (99.99%)	24,000 Shares (0.01%)	2,922,123,988 Shares
6. [#]	To approve the adoption of the new Chinese Name as secondary name of the Company.	2,922,123,988 Shares (100%)	0 Share (0%)	2,922,123,988 Shares

[#] Full text of the Resolutions 4 to 6 is set out in the Notice.

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Ordinary Resolutions and more than 75% of the votes were cast in favour of each of the Special Resolutions, all the Resolutions were duly passed by the Shareholders. The Company has appointed Tricor Secretaries Limited, the Company's Hong Kong Branch Share Registrar, to act as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, a total of 6,740,845,724 Shares were in issue and entitled the holders of which to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the Resolutions and no parties had indicated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

II. Change of Independent Non-executive Directors and Members of Board Committees

The Board also announces the following change of Independent Non-executive Directors and members of Board committees:

Retirement of Mr. Poon Yan Wai (“Mr. Poon”)

Mr. Poon, who has served the Board for over 9 years, did not offer himself for re-election and retired by rotation as Independent Non-executive Director upon conclusion of the AGM. Following his retirement, Mr. Poon automatically ceased to act as the chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee under the Board.

Mr. Poon confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that would need to be brought to the attention of the Shareholders.

Appointment of Mr. Yu King Tin (“Mr. Yu”)

As resolution No. 2(D) above in relation to the election of Mr. Yu as Director was duly passed at the AGM, the appointment of Mr. Yu as Independent Non-executive Director took effect upon conclusion of the AGM filling the vacancy created by the retirement of Mr. Poon. At the same time, Mr. Yu succeeds Mr. Poon for his positions in the Audit Committee, the Remuneration Committee and the Corporate Governance Committee.

The information of Mr. Yu that is required to be disclosed under Rule 13.51(2) of the Listing Rules (including his biographical details) was set out in Appendix I to the Circular and since then, there has been no change in all such information.

Mr. Yu confirmed that he meets all independence criteria as set out under Rule 3.13 of the Listing Rules.

Board Appreciation

The Board would like to take this opportunity to express its sincere gratitude to Mr. Poon for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Mr. Yu for joining the Board.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 28 February 2023

As at the date hereof and after the above change of Directors, the Board comprises:-

Executive Directors:

Ms. Daisy Yeung
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-Executive Directors:

Ms. Wan Choi Ha
Mr. Wong Tak Ming, Gary
Mr. Yu King Tin