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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 22 JANUARY 2014  
AND  
CHANGE OF DIRECTORS**

The Board is pleased to announce that all the proposed ordinary 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. Kwok Chi Sun, Vincent retired by rotation as an independent non-executive director of the Company while Mr. Poon Yan Wai was elected as director of the Company by the Shareholders and acts as an independent non-executive director of the Company with effect from 22 January 2014 upon conclusion of the AGM.

**Poll Results of the Annual General Meeting**

Reference is made to the circular of Emperor Capital Group Limited (the “**Company**”) dated 19 December 2013 (“**Circular**”) setting out, inter alia, the notice of annual general meeting (“**AGM**”) of the Company held on 22 January 2014. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the AGM held today are as follows:

Ordinary Resolutions		Number of Votes (% to the number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
1.	To receive and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30 September 2013 together with the Reports of the Directors and Independent Auditor thereon.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares

*\* for identification purpose only*

Ordinary Resolutions		Number of Votes (% to the number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
2.	To declare final dividend for the year ended 30 September 2013.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
3.	(A) To re-elect Ms. Choi Suk Hing, Louisa as Director.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
	(B) To re-elect Ms. Pearl Chan as Director.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
	(C) To elect Mr. Poon Yan Wai as Director.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
	(D) To authorise the Board of Directors to fix the Directors' remuneration.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Board of Directors to fix their remuneration.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
5.*	(A) To grant a general mandate to the Directors to allot shares in the capital of the Company.	1,942,912,913 Shares (99.8638%)	2,649,870 Shares (0.1362%)	1,945,562,783 Shares
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.	1,945,562,703 Shares (99.9999%)	80 Shares (0.0001%)	1,945,562,783 Shares
	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the amount of shares repurchased.	1,942,870,913 Shares (99.8616%)	2,691,870 Shares (0.1384%)	1,945,562,783 Shares

\* The full text of Resolution 5 is set out in the Notice of AGM

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed by the Shareholders as ordinary resolutions. The Company has appointed Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, to act as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the issued share capital of the Company was 2,597,433,816 Shares which was the total number of Shares entitling the holders to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the Resolutions.

## Change of Directors

### *Retirement of Mr. Vincent Kwok as Independent Non-executive Director*

The Board also announces that as Mr. Kwok Chi Sun, Vincent ("Mr. Vincent Kwok") did not offer himself for re-election at the AGM, he retired by rotation as Independent Non-executive Director of the Company with effect from 22 January 2014 upon conclusion of the AGM. Following his retirement at the AGM, Mr. Vincent Kwok 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. Vincent Kwok 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.

### ***Election of Mr. Andy Poon as Independent Non-executive Director***

As approved by the Shareholders at the AGM, Mr. Poon Yan Wai (“**Mr. Andy Poon**”) was elected as director and acts as an Independent Non-executive Director of the Company to fill the casual vacancy created by the retirement of Mr. Vincent Kwok with effect from 22 January 2014 upon conclusion of the AGM. At the same time, Mr. Andy Poon has been appointed as the chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee.

**Mr. Andy Poon**, aged 43, holds a Bachelor’s Degree in Accountancy and a Master’s Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants. He is now the Financial Controller, Company Secretary and Authorised Representative of a company listed on the Stock Exchange. He has over 20 years of experience in auditing and accounting field.

Mr. Andy Poon did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. Save as disclosed above, Mr. Andy Poon does not hold any other major appointment or professional qualification nor any other positions with the Company and other members of the Company’s group.

Pursuant to the appointment letter given to Mr. Andy Poon, his appointment as independent non-executive director of the Company shall be for an initial term of three years commencing from 22 January 2014 and shall continue thereafter from year to year until being terminated by notice in writing served by either party. The term of his service will be subject to retirement by rotation and re-election provisions in accordance with the Bye-laws of the Company. Mr. Andy Poon will be entitled to receive a Director’s fee of HK\$180,000 per annum (to be increased to HK\$200,000 per annum with effect from 1 April 2014), which is recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting with reference to the market rate as well as the duties and responsibilities to be undertaken by him as an independent non-executive director of the Company.

As at the date hereof, Mr. Andy Poon does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor does he have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Andy Poon confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to his appointment.

Mr. Andy Poon also 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 thank Mr. Vincent Kwok for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Mr. Andy Poon for joining the Board.

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

Hong Kong, 22 January 2014

As at the date hereof and after the aforesaid change of Directors, 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. Cheng Wing Keung, Raymond  
Mr. Chu Kar Wing  
Mr. Poon Yan Wai