



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 Tuesday, 15 April 2008 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

“THAT

- (a) the agreement dated 4 March 2008 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 (“Transactions”) and the execution of which be and are hereby approved, ratified and confirmed;
- (b) the annual cap for the commission and brokerage on securities, futures and options trading and interest income from margin and IPO financing from the Yeung Family for the years ending 31 March 2008, 31 March 2009 and 31 March 2010 being HK\$5 million, HK\$7.2 million, HK\$10.5 million respectively, be and is hereby approved, confirmed and ratified;
- (c) the annual cap for the maximum margin loan amount to be advanced to the Yeung Family for the years ending 31 March 2008, 31 March 2009 and 31 March 2010 being HK\$32.6 million, HK\$34.2 million and HK\$35.9 million respectively, be and is hereby approved, confirmed and ratified;

* *For identification purposes only*

- (d) the annual cap for the commission and fee payment to the Yeung Family for the years ending 31 March 2008, 31 March 2009 and 31 March 2010, being HK\$180,000, HK\$210,000 and HK\$220,000 respectively, be and is hereby approved, confirmed and ratified;
 - (e) the annual cap for the maximum initial public offer loan amount to be advanced to the Yeung Family for each of the three years ending 31 March 2010 being HK\$209.2 million, be and is hereby approved, confirmed and ratified; and
 - (f) 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 (e) above.”
2. To consider and approve the re-election of Ms. Choi Suk Hing, Louisa as director of the Company.

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

Hong Kong, 27 March 2008

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 share registrar, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 no. 1 set out above will be voted by way of poll.

As at the date hereof, the board of directors comprises Ms. Daisy Yeung (Managing Director); Mr. Chan Pak Lam, Tom, Mr. Yeung Kun Lee, Sunny and Ms. Choi Suk Hing, Louisa (executive directors); Mr. Fung Chi Kin, Mr. Kwok Chi Sun, Vincent and Mr. Cheng Wing Keung, Raymond (independent non-executive directors).