



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**  
**Annual General Meeting (“AGM”) - 8 February 2012 (Wednesday)**

|                                                                                        |  |
|----------------------------------------------------------------------------------------|--|
| Number of shares of HK\$0.01 each to which this proxy form relates <sup>(Note 1)</sup> |  |
|----------------------------------------------------------------------------------------|--|

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) in the capital of **Emperor Capital Group Limited** (the “Company”), HEREBY APPOINT <sup>(Note 3)</sup>  
\_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the Chairman of the AGM as my/our proxy to vote and act for me/us at the AGM and at any adjournment thereof to be held at Novotel Century Hong Kong, Plaza 3, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 8 February 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM 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 boxes below to indicate how you wish your vote(s) to be cast on a poll:

| ORDINARY RESOLUTIONS      |                                                                                                                                                                                                     | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1.                        | To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30 September 2011 together with the Reports of the Directors and Independent Auditor thereon. |                         |                             |
| 2.                        | To declare final dividend for the year ended 30 September 2011.                                                                                                                                     |                         |                             |
| 3.                        | (A) To re-elect Ms. Choi Suk Hing, Louisa as Director.                                                                                                                                              |                         |                             |
|                           | (B) To re-elect Mr. Kwok Chi Sun, Vincent as Director.                                                                                                                                              |                         |                             |
|                           | (C) To re-elect Mr. Chan Shek Wah as Director.                                                                                                                                                      |                         |                             |
|                           | (D) To authorise the Board of Directors to fix the Directors’ remuneration.                                                                                                                         |                         |                             |
| 4.                        | To consider and approve the re-appointment of Deloitte Touche Tohmatsu as auditor and to authorise the Board of Directors to fix their remuneration.                                                |                         |                             |
| 5.<br><sup>(Note 5)</sup> | (A) To grant to the Directors a general mandate to allot shares in the capital of the Company.                                                                                                      |                         |                             |
|                           | (B) To grant a general mandate to the Directors to repurchase shares of the Company.                                                                                                                |                         |                             |
|                           | (C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the amount of shares repurchased.                                                           |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ Signed: \_\_\_\_\_ <sup>(Note 6)</sup>

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 CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the AGM 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 need not be a member of the Company but must attend the AGM 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 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 AGM other than those referred to in the Notice of AGM.
- The full text of Resolution 5 is set out in the Notice of AGM.
- 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.
- 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.
- 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the AGM and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the proxy shall be deemed to be revoked.

\* for identification purposes only