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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)**

**RESULTS OF THE RIGHTS ISSUE  
AND  
ADJUSTMENTS TO SHARE OPTIONS**

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 28 July 2011, being the latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares, a total of 316 valid acceptances of provisional allotment of Rights Shares had been received for a total of 1,374,053,956 Rights Shares, representing approximately 79.35% of the total number of the Rights Shares available for subscription under the Rights Issue, and a total of 183 valid applications for excess Rights Shares had been received for a total of 41,596,587 Rights Shares, representing approximately 2.40% of the total number of the Rights Shares available for subscription under the Rights Issue. In aggregate, a total of 499 valid applications for 1,415,650,543 Rights Shares had been received, representing approximately 81.75% of the total number of 1,731,622,544 Rights Shares offered under the Rights Issue.

The Rights Issue has become unconditional. Based on the above acceptance results, the Rights Issue was under-subscribed by 315,972,001 Rights Shares. In accordance with the Underwriting Agreement, Win Move has first subscribed for the untaken 315,972,001 Rights Shares.

Pursuant to the Irrevocable Undertaking, Win Move has taken up its provisional allotment under the Rights Issue in full, representing 829,456,604 Rights Shares. Win Move has not made any application for excess Rights Shares.

It is expected that the certificates for the fully-paid Rights Shares will be despatched by ordinary post to those entitled at their own risks on Friday, 5 August 2011. Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 9 August 2011.

*\* for identification purposes only*

## **ADJUSTMENTS TO THE SHARE OPTIONS**

Pursuant to the terms and conditions of the Share Option and the requirements set out in the Listing Rules, the exercise price per Share Option and the number of Shares to be allotted and issued attaching to the Outstanding Share Options should be adjusted as a result of the issue of the Rights Shares. Details of the adjustments are set out below.

Reference is made to the announcement dated 2 June 2011 and the prospectus dated 14 July 2011 (the "Prospectus") issued by Emperor Capital Group Limited (the "Company") in relation to, among others, the Rights Issue. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 28 July 2011, being the latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares, a total of 316 valid acceptances of provisional allotment of Rights Shares had been received for a total of 1,374,053,956 Rights Shares, representing approximately 79.35% of the total number of the Rights Shares available for subscription under the Rights Issue, and a total of 183 valid applications for excess Rights Shares had been received for a total of 41,596,587 Rights Shares, representing approximately 2.40% of the total number of the Rights Shares available for subscription under the Rights Issue. In aggregate, a total of 499 valid applications for 1,415,650,543 Rights Shares had been received, representing approximately 81.75% of the total number of 1,731,622,544 Rights Shares offered under the Rights Issue.

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## **EXCESS APPLICATIONS**

Regarding the 183 valid applications for a total of 41,596,587 excess Rights Shares, the Board has resolved to accept all valid applications and allot and issue such number of excess Rights Shares as have been validly applied for under each application. Accordingly, a total of 41,596,587 excess Rights Shares have been allotted to the Shareholders lodging valid applications therefor and each of them has been allotted the number of Rights Shares for which they have validly applied.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following is a summary of the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
Win Move (Note)	414,728,302	47.90	1,560,156,907	60.07
Subtotal of shareholding held by Win Move and parties acting in concert	414,728,302	47.90	1,560,156,907	60.07
Public Shareholders	451,082,970	52.10	1,037,276,909	39.93
Total	865,811,272	100.00	2,597,433,816	100.00

*Note: The Shares are beneficially held by Win Move, the entire issued share capital of which is indirectly held by STC International Limited, being the trustee of AY Trust, a trust of which Dr. Yeung is the founder. Ms. Daisy Yeung was deemed to be interested in the above shares held by Win Move by virtue of being one of the eligible beneficiaries of AY Trust.*

## DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

It is expected that the certificates for the fully-paid Rights Shares will be despatched by ordinary post to those entitled at their own risks on Friday, 5 August 2011.

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 9 August 2011.

## ADJUSTMENTS TO THE SHARE OPTIONS

Pursuant to the terms and conditions of the Share Option Scheme and the requirements set out in the Listing Rules, the exercise price per Share Option and the number of Shares to be allotted and issued upon Rights Issue attaching to the Outstanding Share Options should be adjusted as a result of the issue of the Rights Shares in fully-paid form. The summary of the adjustments is set out in the table below:

Date of grant	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	Number of Shares to be allotted and issued if fully exercised	Exercise price per Share	Adjusted number of Shares to be allotted and issued if fully exercised	Adjusted exercise price per Share
28 January 2008	3,000,000	HK\$1.20	3,644,100	HK\$0.9879

The adjustments to the Share Options became effective on 4 August 2011. Save for the above adjustments, all other terms and conditions of the Share Option Scheme remain unchanged. Guangdong Securities Limited, the independent financial adviser of the Company, has confirmed that the above adjustments of the Share Options were made in accordance with the respective terms and conditions of the Share Option Scheme and the Listing Rules or guidelines issued by the Stock Exchange.

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

Hong Kong, 4 August 2011

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

*Executive Directors:*

Ms. Daisy Yeung (*Managing Director*)  
Ms. Choi Suk Hing, Louisa  
Ms. Pearl Chan

*Independent Non-Executive Directors:*

Mr. Kwok Chi Sun, Vincent  
Mr. Cheng Wing Keung, Raymond  
Mr. Chu Kar Wing

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*