

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**英皇證券集團有限公司\***  
**Emperor Capital Group Limited**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 717)**

**CHANGE OF DIRECTORS**

The Board has accepted the resignation of Mr. Cheng Wing Keung, Raymond as Independent Non-executive Director of the Company with effect from 27 March 2014; with effect from the same date, Mr. Tse Hin Lin, Arnold has been appointed as Independent Non-executive Director of the Company in order to fill the casual vacancy caused by the resignation of Mr. Cheng.

**Resignation of Mr. Cheng Wing Keung, Raymond as Independent Non-executive Director**

The board of directors (the “**Board**” or “**Directors**”) of Emperor Capital Group Limited (the “**Company**”) announces that the Board has accepted the resignation of Mr. Cheng Wing Keung, Raymond (“**Mr. Raymond Cheng**”) as Independent Non-executive Director of the Company with effect from 27 March 2014. The reason for Mr. Raymond Cheng’s resignation is that he decided to devote more time to his other commitments. Upon his resignation, Mr. Raymond Cheng automatically ceased to act as the chairman of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee under the Board.

Mr. Raymond Cheng confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

**Appointment of Mr. Tse Hin Lin, Arnold as Independent Non-executive Director**

In order to fill the casual vacancy caused by the resignation of Mr. Raymond Cheng, the Board has approved the appointment of Mr. Tse Hin Lin, Arnold (“**Mr. Arnold Tse**”) as Independent Non-executive director of the Company with effect from 27 March 2014. Mr. Arnold Tse has also been appointed as the chairman of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee with effect from the same date.

\* For identification purposes only

**Mr. Arnold Tse**, aged 60, holds a Bachelor's Degree in Social Science (Statistics and Geography) and also a Law Degree. He had practiced as a barrister in Hong Kong between 1987 and 1988. He was admitted as a solicitor in 1990 and founded his present firm, ALT Law Offices on 1 July 2008. Upon his retirement from partnership in April 2013, he has been acting as the consultant solicitor of this law firm since then. Mr. Arnold Tse practiced commercial and corporate law, including advising on cross-border acquisitions and commercial transactions. He was previously an independent non-executive director of another Hong Kong listed company, New Media Group Holdings Limited (HK Stock Code: 708), and retired in November 2013.

Save as disclosed above, Mr. Arnold Tse 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, nor does he hold any other major appointment, professional qualification or positions with the Company and other members of the Company's group.

Pursuant to the appointment letter given to Mr. Arnold Tse, his appointment as independent non-executive director of the Company shall be for an initial term of three years commencing from 27 March 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. Arnold Tse 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 was 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. Arnold Tse does not have any relationship with any director, senior management or substantial or controlling shareholder (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. Arnold Tse 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 of the Company in relation to his appointment.

Mr. Arnold Tse 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. Raymond Cheng for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Mr. Arnold Tse for joining the Board.

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

Hong Kong, 27 March 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. Chu Kar Wing  
Mr. Poon Yan Wai  
Mr. Tse Hin Lin, Arnold