

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 however 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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “Meeting”) of Emperor Capital Group Limited (the “Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 22 September 2009 at 10:30 a.m. to consider, and if thought fit pass, the following resolutions which will be proposed with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) the subscription agreement dated 5 August 2009 and the supplemental subscription agreement dated 19 August 2009 (collectively “the Agreements”), a copy of each has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, entered into between the Company and Win Move Group Limited pursuant to which, subject to the fulfilment of the conditions set out therein, the Company agreed to issue and Win Move Group Limited agreed to subscribe in cash 144,300,000 new shares of HK\$0.01 each in the capital of the Company at the price of HK\$0.42 per share be approved; and

* *for identification purposes only*

- (b) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be necessary or desirable in connection with the Agreements and the performance thereof, without limitation:
- (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements;
 - (ii) the amendment of the terms of the Agreements; and
 - (iii) the taking of other actions necessary to implement the Agreements, including the issue of the 144,300,000 new shares of the Company.”
- (2) “**THAT** subject to the passing of Ordinary Resolution No. 1, the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of Win Move Group Limited and parties acting in concert with it to make a general offer for all the securities of the Company not already owned or agreed to be subscribed by them as a result of the subscription under the Agreements and the transactions contemplated therein be hereby approved and that the directors of the Company be and are authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board
Emperor Capital Group Limited
Choi Suk Hing, Louisa
Company Secretary

Hong Kong, 4 September 2009

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

Principal Office:
24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
2. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the Meeting is enclosed herewith.
7. The resolutions will be voted by way of poll.

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

Executive Directors:

Ms. Daisy Yeung (Managing Director)
Mr. Chan Pak Lam, Tom
Ms. Choi Suk Hing, Louisa

Independent Non-Executive Directors:

Mr. Fung Chi Kin
Mr. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond