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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)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 3 JULY 2015**

The Board is pleased to announce that all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the SGM held today.

Reference is made to the circular of Emperor Capital Group Limited (the “**Company**”) dated 17 June 2015 (“**Circular**”) setting out, inter alia, the notice of special general meeting of the Company held on 3 July 2015 (“**SGM**”). Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

Poll Results

The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the SGM held today are as follows:

No.	Ordinary Resolutions	Number of votes (% to the number of shares voted at the SGM)		Total number of votes cast
		FOR	AGAINST	
(1)	To approve each as a separate resolution, the 9 Subscription Agreements and the respective transactions contemplated thereunder, including the granting of the specific mandate for the allotment and issue of up to an aggregate of 443,998,000 new shares in the share capital of the Company at the subscription price of HK\$1.5 per Subscription Share :			
	(a) the Subscription Agreement with CAM Global Funds SPC in respect of the subscription of 19,002,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares

* for identification purpose only

No.	Ordinary Resolutions	Number of votes (% to the number of shares voted at the SGM)		Total number of votes cast
		FOR	AGAINST	
	(b) the Subscription Agreement with China Minsheng Banking Corp., Ltd., Hong Kong Branch, in respect of the subscription of 28,002,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(c) the Subscription Agreement with Factorial Master Fund in respect of the subscription of 109,998,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(d) the Subscription Agreement with Insight Multi-Strategy Funds SPC – Insight Phoenix Fund III SP in respect of the subscription of 80,998,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(e) the Subscription Agreement with Multiclue Capital Limited in respect of the subscription of 93,000,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(f) the Subscription Agreement with Oasis Investments II Master Fund Ltd. in respect of the subscription of 91,998,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(g) the Subscription Agreement with Pine River China Master Fund Limited in respect of the subscription of 10,068,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(h) the Subscription Agreement with Pine River Master Fund Limited in respect of the subscription of 1,932,000 Subscription Shares;	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares
	(i) the Subscription Agreement with Value Partners Hong Kong Limited in respect of the subscription of 9,000,000 Subscription Shares	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares

No.	Ordinary Resolutions	Number of votes (% to the number of shares voted at the SGM)		Total number of votes cast
		FOR	AGAINST	
2.	To approve the Placing Agreement and the transactions contemplated thereunder, including the granting of the specific mandate for the allotment and issue of up to 556,002,000 new shares in the share capital of the Company at the placing price of HK\$1.5 per Placing Share	2,800,999,508 Shares (98.78%)	34,542,285 Shares (1.22%)	2,835,541,793 Shares

Note: The full text of the Resolutions are set out in the Notice of SGM.

The Company has appointed Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, to act as the scrutineer for the purpose of vote-taking at the SGM.

Voting Restrictions

As at the date of the SGM, the total number of Shares in issue was 5,247,945,724 Shares. The voting restrictions (if any) in respect of the Resolutions are set out as follows:-

Ordinary Resolutions Nos.1(a) to (i) – Subscription Agreements and the granting of the Subscription Specific Mandate

As stated in the Circular, pursuant to Rule 2.15 of the Listing Rules, the Subscribers were required to and have agreed to abstain from voting on these Resolutions at the SGM. Save as aforesaid, there was no other restriction on any Shareholder to cast votes on these Resolutions.

The aggregate number of Shares held by the Subscribers immediately before the SGM in which they have control or are entitled to exercise control over the voting right is not available. As Emperor Capital Holdings, the controlling shareholder of the Company (who held 2,660,275,360 Shares, representing approximately 50.69% of the entire issued shares of the Company as at the date of the SGM) has voted in favour of these Resolutions, the Board considers that the voting result is valid notwithstanding that the number of Shares held by the Subscribers immediately before the SGM is not available.

Ordinary Resolution No.2 – Placing Agreement and the granting of the Placing Specific Mandate

None of the Shareholders was required to abstain from voting on this Resolution at the SGM, and there was no restriction on any Shareholder to cast votes on this Resolution. Therefore, the total number of Shares entitling the Shareholders to vote for or against this Resolution was 5,247,945,724 Shares, representing all the issued shares of the Company as at the date of the SGM.

Conclusion

The Board is pleased to announce that as more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed by the Shareholders as ordinary resolutions.

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

Hong Kong, 3 July 2015

As at the date hereof, 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