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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)**

**COMPLETION OF SUBSCRIPTION AND PLACING OF  
NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**英皇證券(香港)有限公司**  
**Emperor Securities Limited**

Reference is made to the announcement of the Company dated 7 July 2015 (the “Announcement”) in relation to, among others, the Subscription in the aggregate of 222,000,000 Subscription Shares at a price of HK\$0.88 per Subscription Share and the Placing of a maximum of 278,000,000 Placing Shares at a price of HK\$0.88 per Placing Share. Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the Announcement.

**COMPLETION OF THE SUBSCRIPTION AND THE PLACING**

The Board is pleased to announce that:

- (1) the Subscription Agreements have become unconditional and all the Subscribers completed their respective subscriptions in an aggregate of 222,000,000 Subscription Shares at the Subscription Price of HK\$0.88 each pursuant to the respective terms and conditions of the Subscription Agreements. The Subscription was completed on 14 July 2015; and

\* *for identification purposes only*

- (2) the Placing Agreement has become unconditional and an aggregate of 278,000,000 Placing Shares has successfully been placed to not less than six Placees by the Placing Agent at the Placing Price of HK\$0.88 each pursuant to the terms and conditions of the Placing Agreement. The Placing was completed on 14 July 2015.

The aggregate net proceeds from the Subscription and the Placing amounting to approximately HK\$432.6 million will be used for expansion of the money lending business of the Group, which includes commercial and personal lending as well as margin and IPO financing and repayment of outstanding loans.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Subscription and the Placing is set out as follows:

Shareholders	Immediately before completion of the Subscription and the Placing		Immediately after completion of the Subscription and the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Emperor Capital Holdings ( <i>Note 1</i> )	2,660,275,360	50.69	2,660,275,360	46.28
Ms. Daisy Yeung ( <i>Note 2</i> )	18,000,000	0.34	18,000,000	0.31
Mr. Chan Shek Wah ( <i>Note 2</i> )	20,457,000	0.39	20,457,000	0.36
Ms. Choi Suk Hing, Louisa ( <i>Note 2</i> )	4,680,000	0.09	4,680,000	0.08
Ms. Pearl Chan ( <i>Note 2</i> )	2,925,000	0.06	2,925,000	0.05
Public Shareholders (including the Subscribers and the Placees) ( <i>Note 3</i> )	2,541,608,364	48.43	3,041,608,364	52.92
Total	<u>5,247,945,724</u>	<u>100</u>	<u>5,747,945,724</u>	<u>100</u>

*Notes:*

- Such Shares are beneficially held by Emperor Capital Holdings, which is indirectly owned by AY Trust of which Ms. Daisy Yeung (the Managing Director of the Company) is one of the eligible beneficiaries and has deemed interest in such Shares.
- Ms. Daisy Yeung, Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan are executive Directors.

3. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscribers and the Placees and their respective ultimate beneficial owners are Independent Third Parties and none of the Subscribers nor the Placees (each together with its associates) individually held 10% or more of the issued Shares of the Company immediately before and after completion of the Subscription and the Placing. Hence, the Subscribers and the Placees are regarded as public Shareholders immediately before and after completion of the Subscription and the Placing.

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

Hong Kong, 14 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