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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)

SUPPLEMENTAL AGREEMENT TO THE UNDERWRITING AGREEMENT IN RELATION TO THE OPEN OFFER

Underwriter to the Open Offer

Emperor Capital Group Holdings Limited

Reference is made to the announcements (the “Announcements”) of the Emperor Capital Group Limited (the “Company”) dated 11 October 2013 and 4 November 2013 respectively in relation to, among others, the Open Offer. Capitalised terms used in this announcement shall have the same meaning as those in the Announcements unless otherwise defined.

The Board announces that on 5 November 2013, the Company and the Underwriter entered into a supplemental agreement (the “Supplemental Agreement”) to amend certain terms of the Underwriting Agreement. The amendments include, inter alia, (i) the amendment of the definition of “Non-Qualifying Shareholders” and “Posting Date”, (ii) the amendment of the conditions precedent of the Underwriting Agreement in relation to the means for sending the Prospectus to the Non-Qualifying Shareholders for their information only, (iii) the amendment in relation to the transferability of the Bonds and (iv) the appointment of transfer agent of the Bonds.

Save and except the aforesaid amendments, the terms and conditions of the Underwriting Agreement remain unchanged.

The Directors are of the view that the terms of the Supplemental Agreement are on the commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

** for identification purposes only*

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their position, they should consult their own professional advisers.

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

Hong Kong, 5 November 2013

As at the date of this announcement, 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. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond
Mr. Chu Kar Wing