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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of Emperor Capital Group Limited (the “**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 3 July 2015 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

each as a separate resolution (as regards each of the subscriptions referred to below), the 9 subscription agreements (each a “**Subscription Agreement**” and collectively, the “**Subscription Agreements**”) (copies of which have been produced to this meeting marked “A-1” to “A-9” and initialed by the chairman of the meeting for the purpose of identification) entered into by the Company between 19 April 2015 (after the trading hours) and 26 May 2015 with each of the 9 respective subscribers named below in connection with the subscriptions of an aggregate of 443,998,000 new shares (the “**Subscription Shares**”) of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$1.50 each and all the transactions respectively contemplated thereunder and, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares and fulfillment (or, as applicable, waiver) of other conditions precedent set out in the relevant Subscription Agreement, the allotment and issue of such number of Subscription Shares pursuant to and subject to the terms and conditions of the relevant Subscription Agreement, and all other matters incidental thereto or in connection therewith be and are hereby generally approved, ratified and confirmed in all respects:

- (a) CAM Global Funds SPC in respect of the subscription of 19,002,000 Subscription Shares at the total subscription price of HK\$28,503,000;
- (b) China Minsheng Banking Corp., Ltd., Hong Kong Branch, in respect of the subscription of 28,002,000 Subscription Shares at the total subscription price of HK\$42,003,000;
- (c) Factorial Master Fund in respect of the subscription of 109,998,000 Subscription Shares at the total subscription price of HK\$164,997,000;
- (d) Insight Multi-Strategy Funds SPC – Insight Phoenix Fund III SP in respect of the subscription of 80,998,000 Subscription Shares at the total subscription price of HK\$121,497,000;
- (e) Multiclue Capital Limited in respect of the subscription of 93,000,000 Subscription Shares at the total subscription price of HK\$139,500,000;
- (f) Oasis Investments II Master Fund Ltd. in respect of the subscription of 91,998,000 Subscription Shares at the total subscription price of HK\$137,997,000;
- (g) Pine River China Master Fund Limited in respect of the subscription of 10,068,000 Subscription Shares at the total subscription price of HK\$15,102,000;
- (h) Pine River Master Fund Limited in respect of the subscription of 1,932,000 Subscription Shares at the total subscription price of HK\$2,898,000; and
- (i) Value Partners Hong Kong Limited in respect of the subscription of 9,000,000 Subscription Shares at the total subscription price of HK\$13,500,000,

and the board of directors of the Company (the “**Board**”) be and is hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Board be desirable, necessary or expedient in connection with the implementation of the respective transactions contemplated under the respective Subscription Agreements and in relation to the allotment and issue of the relevant Subscription Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

2. “**THAT**

(i) the placing agreement dated 19 May 2015 between the Company as issuer and Emperor Securities Limited as placing agent (the “**Placing Agreement**”), a copy of which marked “B” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, in relation to the placing of up to 556,002,000 new shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) at a placing price of HK\$1.50 per Placing Share and all transactions contemplated thereunder, including the placing of the Placing Shares and, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment of the conditions precedent set out in the Placing Agreement, the allotment and issue of the Placing Shares pursuant to and subject to the terms and conditions of the Placing Agreement, and all other matters incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed in all respects; and

(ii) the Board be and is hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Board be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement and in relation to the allotment and issue of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

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

Hong Kong, 17 June 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting. Where the Chairman in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.emperorcapital.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

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