



英皇證券集團有限公司*
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

FORM OF PROXY
Annual General Meeting – 28 February 2023 (Tuesday)

Number of shares of HK\$0.01 each to which this form of proxy relates <small>(Note 1)</small>	
---	--

I/We (Note 2) _____ of _____ being the registered holder(s)

in the capital of Emperor Capital Group Limited (the "Company"), HEREBY APPOINT (Note 3) _____ of _____ or failing him/her, the Chairperson of the annual general meeting ("AGM") as my/our proxy to attend, speak and vote for me/us at the AGM to be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 28 February 2023 at 11:30 a.m. and at any adjournment thereof in respect of the resolutions as set out in the notice of the AGM as indicated below.

Please put a "✓" in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS		FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>
1.	To receive and consider the audited consolidated financial statements for the year ended 30 September 2022 together with the reports of the directors and independent auditor thereon.		
2.	(A) To re-elect Ms. Daisy Yeung as director of the Company.		
	(B) To re-elect Mr. Wong Chi Fai as director of the Company.		
	(C) To re-elect Ms. Fan Man Seung, Vanessa as director of the Company.		
	(D) To elect Mr. Yu King Tin as director of the Company.		
	(E) To authorize the board of directors of the Company ("Board" or "Directors") to fix the Directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration.		
4. <small>(Note 5)</small>	(A) To grant to the Directors a general mandate to issue Shares.		
	(B) To grant a general mandate to the Directors to buy back shares.		
	(C) To extend the general mandate granted to the Directors to issue additional Shares by the number of the Shares bought back by the Company.		
SPECIAL RESOLUTIONS			
5. <small>(Note 5)</small>	To approve the adoption of the new bye-laws of the Company.		
6. <small>(Note 5)</small>	To approve the adoption of new Chinese name as secondary name of the Company.		

Dated this _____ day of _____ 2023.

Signed (Note 6): _____

Notes:

1. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairperson of the AGM will act as your proxy. A Shareholder may appoint one or more proxies (if holding more than one share) to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM.
5. Full text of resolutions 4 to 6 is set out in the notice of AGM.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
8. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for the holding of the AGM and any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* for identification purpose only