
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Emperor Capital Group Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



英皇資本集團有限公司
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

(1) PROPOSED GRANT OF SHARE OPTIONS
UNDER SHARE OPTION SCHEME
AND
(2) NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the SGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 10 July 2025 at 11:00 a.m. is set out from pages SGM-1 to SGM-2 of this circular.

Please complete and return the accompanying form of proxy to the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the SGM (by Tuesday, 8 July 2025 before 11:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event the form of proxy previously submitted shall be deemed to be revoked.

No gifts or refreshments will be provided at the SGM.

CONTENTS

	<i>Page</i>
DEFINITIONS.....	1
LETTER FROM THE BOARD.....	3
NOTICE OF SPECIAL GENERAL MEETING	SGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day(s)”	a day (other than a Saturday or Sunday or public holiday or days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which banks in Hong Kong are generally open for business
“Bye-laws”	the bye-laws of the Company
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Date of Grant”	30 May 2025, being the date on which the Proposed Grant under the Share Option Scheme was conditionally approved by the Board
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	director(s) (whether executive or non-executive and whether independent or not), any employee(s) (whether full-time or part time), any consultant(s) or adviser(s), any supplier(s) or customer(s) and any shareholder(s) of the Group or any its invested entity, and any other participant(s), who, in the absolute opinion of the Board, have contributed or will contribute to the Group and any its invested entity
“Grantee”	Ms. Fan Man Seung, Vanessa, an executive Director
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	20 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of SGM”	the notice of SGM as set out from pages SGM-1 to SGM-2 of this circular
“Option(s)”	share option(s) of the Company granted or to be granted pursuant to the Share Option Scheme
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Grant”	the grant of Options to subscribe for an aggregate of 337,042,286 Shares under the Share Option Scheme to the Grantee which is subject to the approval of the Shareholders at the SGM
“Remuneration Committee”	the remuneration committee of the Company
“SGM”	the special general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 10 July 2025 at 11:00 a.m. or any adjournment thereof
“Share Option Scheme”	the share option scheme adopted by the Company on 27 January 2017
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



英皇資本集團有限公司
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

Executive Directors:

Ms. Daisy Yeung (*Chairperson*)
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Mr. Wong Tak Ming, Gary
Mr. Yu King Tin
Ms. Chan Sim Ling, Irene

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

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

24 June 2025

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED GRANT OF SHARE OPTIONS
UNDER SHARE OPTION SCHEME
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 May 2025 in relation to, among others, the conditional grant of Options to the Grantee, which is subject to the approval of the Shareholders at the SGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) information in respect of the Proposed Grant; (ii) the recommendations of the Board, including all the independent non-executive Directors, in relation to the Proposed Grant; and (iii) the notice of the SGM.

PROPOSED GRANT

On 30 May 2025, the Board (including all the independent non-executive Directors) resolved to grant the Options to the Grantee to subscribe for a total of 337,042,286 Shares which as at the Latest Practicable Date represents (i) approximately 5.0% of the total issued Shares; and (ii) approximately 4.76% of the total issued Shares as enlarged by the Shares issued upon full exercise of the Options.

Principal terms of the Proposed Grant are set out below:

Date of Grant:	30 May 2025
Number of Options granted:	337,042,286 Options, each Option will entitle the Grantee to subscribe for one Share
Exercise price of each Option granted:	HK\$0.086 per Share, which is the highest of: <ul style="list-style-type: none">(i) the closing price of HK\$0.086 per Share as quoted on the Stock Exchange on the Date of Grant; and(ii) the average closing price of HK\$0.0736 per Share as quoted on the Stock Exchange for the five business days immediately preceding the Date of Grant
Consideration for the grant:	HK\$1.00 payable upon acceptance of the Options
Validity period of Options:	Ten years from the Date of Grant, being 30 May 2025 to 29 May 2035 (both days inclusive)
Vesting period of the Options:	The Options are vested on the Date of Grant, subject to the approval of the Shareholders for the Proposed Grant

LETTER FROM THE BOARD

The Share Option Scheme does not provide for any minimum vesting period for the Options. The Board and the Remuneration Committee are of the view that no vesting period is appropriate considering that the grant of the Options serves as rewards for the Grantee's past contribution to the Group and as incentives for the Grantee to continuously contribute to the business operation, development and long-term growth of the Group, which align with the purpose of the Share Option Scheme

Restriction on the exercise of the Options:

If as a result of the exercise of the Options (a) the public float as required under the Listing Rules cannot be maintained; or (b) the Grantee and/or the parties acting in concert (as defined in the Takeovers Code) with her will be obliged to make a general offer for all the Shares and other securities of the Company not already owned by them under Rule 26 of the Takeovers Code, then the Options may only be exercised by the Grantee to the extent allowable under the Listing Rules or the Takeovers Code (as the case may be), the result of which will not violate the public float requirement or trigger any obligation to make a general offer

Performance targets:

Vesting of Options shall not be subject to any performance targets

The Share Option Scheme aims to provide incentives to Eligible Participants to promote the development and success of the Group's business. The Options to be granted will give the Grantee an opportunity to own Shares, fostering motivation to enhance work efficiency and contribution. The number of Options to be granted is determined based on the Grantee's work performance and potential, with no additional performance targets required before the Options vested to the Grantee. In view of the above, the Remuneration Committee considers that the Proposed Grant without performance targets is (i) in line with the purpose of the Share Option Scheme; and (ii) fair and reasonable to the Company and the Shareholders as a whole for the following reasons:

LETTER FROM THE BOARD

- (a) The economic benefits of the Options depend upon the increase in share price of the Share to be driven by improving performance of the Group, therefore the Proposed Grant can effectively incentivise the Grantee to devote herself to increase profitability of the Group, thereby raising share price and share value for the Company and the Shareholders which will then benefit the Shareholders as a whole; and
- (b) The Proposed Grant forms part of the remuneration package for the Grantee, which is commensurate with her position and experience within the Group. This approach to compensation will encourage the Grantee to focus on the Company's long-term performance and better align her interests with that of Shareholders while promoting retention.

Notwithstanding the absence of the performance target, the grant of the Options could retain the Grantee and incentivise her to strive for the future development of the Company, which is in line with the purpose of the Share Option Scheme.

As such, the Proposed Grant is to align the Grantee's long-term interests with the Company and the Shareholders, foster her commitment to enhancing the Company's competitive position and financial performance, and strengthen her dedication to sustainable value creation, thereby fulfilling the fundamental objectives of the Share Option Scheme.

No financial assistance:

No financial assistance shall be provided by the Group to the Grantee to facilitate the subscription for the Shares under the Share Option Scheme

LETTER FROM THE BOARD

Clawback mechanism:

If an Eligible Participant ceases to be eligible to participate in the Share Option Scheme due to the occurrence of any of the following circumstances, the Board may decide that Options that have not yet been exercised (regardless of whether they have been vested or have been granted but not yet vested) shall lapse unless the Board otherwise determines that such Options shall be exercisable:

(a) the expiry of the Option; (b) the expiry of any of the periods specified in the rules of the Share Option Scheme following a Grantee ceasing to be an Eligible Participant by reason of death or the occurrence of other circumstances specified in the rules of the Share Option Scheme; (c) the date on which the Grantee ceases to be an Eligible Participant by reason of the termination of employment or directorship on any one or more of the grounds that she has been guilty of persistent or serious misconduct, or appears either to be unable to pay or have no reasonable prospect to pay debts, or has become bankrupt or insolvent within the meaning of the Bankruptcy Ordinance (Chapter 6 of the Laws of Hong Kong) or has made any arrangement or composition with her creditors generally, or has been convicted of any criminal offence involving her integrity or honesty; (d) the date on which the Directors shall exercise the Company's right to cancel the Options by reason of a breach by the Grantee of the transfer restriction in respect of that or any other Options; (e) the date of the commencement of the winding-up (if so happen) of the Company; and (f) if the Directors at their absolute discretion determine that the Grantee (other than an Eligible Participant) or her associate has committed any breach of any contract entered into between the Grantee or her associate on the one part and the Company or its subsidiary(ies) or any invested entity on the other part or that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with her creditors generally, the Directors shall determine that the outstanding Options granted to the Grantee shall lapse. In such event, her Options will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined

LETTER FROM THE BOARD

No Option has been granted by the Company to the Grantee within the 12-month period prior to the Date of Grant.

The Shares to be allotted upon exercise of the Options shall rank *pari passu* with the Shares then in issue in all respects and shall have the same voting rights, rights in respect of any dividend or other distributions paid or made on or after the date of issue, rights of transfer and other rights, including those arising on liquidation of the Company as attached to the Shares in issue on the date of such allotment and will be subject to all the provisions of the Bye-laws for the time being in force.

The Options themselves do not carry any right to vote in general meeting of the Company, nor any dividend, transfer or any other rights, including those arising on liquidation of the Company, prior to them being exercised and the underlying Shares being issued.

None of the Directors is the trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee of the Share Option Scheme.

REASONS FOR THE PROPOSED GRANT

The purpose of the Share Option Scheme is to reward Eligible Participants who have contributed or will contribute to the Group and to encourage Eligible Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

The Proposed Grant is to (i) serve as an appreciation of the dedication and the significant efforts and contribution of the Grantee in the business development and performance of the Group in the past few years; and (ii) provide incentives for her persistent devotion to and leadership of the Group going forward by further aligning the interests of the Group with her.

To recognize the significant contributions of the Grantee, who has served as an executive Director since her appointment, and to incentivize her continued dedication to the advancement of the Group's business operations, the Board has conditionally granted an aggregate of 337,042,286 Options to the Grantee.

The Grantee has played a pivotal role in overseeing the overall management and strategic development of the Group, which is principally engaged in the provision of financial services. These services encompass (i) wealth solutions, covering global investment, wealth management, and asset management services; (ii) financing covering provision of margin financing and money lending services; and (iii) corporate finance advisory services. Under the Grantee's leadership, the Group has not only expanded and enhanced its operations across these core areas but has also successfully navigated a challenging business environment. Most notably, the Group achieved a financial turnaround in the financial year 2024 after several years of losses, which reflects the Grantee's effective management, prudent financial oversight, and ability to motivate and lead the team. She has also contributed significantly to promote a strong culture of corporate governance and compliance, thereby enhancing stakeholder confidence and supporting sustainable business growth.

LETTER FROM THE BOARD

In determining the number of Options for the Proposed Grant, the Board (excluding the Grantee) carefully considered several key factors, including the Grantee's extensive experience in the Group's business, length of service, and unwavering commitment to driving the Group's growth. The Grantee's contributions have been instrumental in strengthening the Group's overall business performance, promoting sustainable development, and upholding high standards of corporate governance. The Proposed Grant reflects the Board's confidence in the Grantee's ability to continue leading the Group toward further success and long-term value creation.

The number of Options to be granted to the Grantee represents about 5% of the existing issued Shares. In deciding on this number, the Board (excluding the Grantee) looked at several points including the Grantee's key role and impact on the Group's recent financial recovery and ongoing growth, and the need to retain and motivate her in a competitive market. The Board believes that this number of Options is suitable as it both rewards the Grantee for her contributions and ensures her interests are closely linked with those of Shareholders, since the value of the Options depends on the Company's future performance.

Although the Grantee was formally appointed as an executive Director in December 2022, the Board also considered her long-term involvement with the Group before this role. She has held important management and responsible officer positions in the Group's subsidiaries for many years, where she played a major part in business development and daily operations. Her experience and leadership, especially in helping the Group return to profit in the financial year 2024, show a strong level of service that goes beyond her time as a Director. The Board therefore took into account both her formal appointment and her overall contributions to the Group when deciding the number of Options to be granted.

The Options do not have a minimum vesting period or specific performance requirements, the value of Options is directly linked to the Company's share price. Accordingly, the Grantee will benefit only if the Company continues to perform well and Shareholder value increases, which aligns her interests with those of the Company and its Shareholders. The Board considers this approach appropriate, given her proven track record and the positive results achieved under her leadership. The Board will continue to review and monitor its incentive arrangements to ensure ongoing alignment with the interests of Shareholders as a whole and the Company's strategic objectives.

BASIS OF DETERMINING THE TERMS AND CONDITIONS OF THE PROPOSED GRANT

The primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Company, by reference to respective duties, responsibilities, experience and qualification, and make recommendations to the Board.

In determining the Proposed Grant, the Remuneration Committee considered several factors: a) the time commitment and responsibilities of the Grantee as executive Director, and her leadership and contribution to the Group; b) the Grantee's service duration and responsibilities; and c) the Grantee's position in developing the Group's financial services.

LETTER FROM THE BOARD

After reviewing these factors, the Remuneration Committee determined that the Proposed Grant may further align her interests with the Company and its Shareholders, potentially supporting the Company's performance and growth objectives, consistent with the purpose of the Share Option Scheme. The Remuneration Committee subsequently recommended the Proposed Grant for Board's approval.

The Board considers that the Option value is tied to the Company's share price, which reflects business performance. The Proposed Grant serves as an incentive for the Grantee to contribute to Group profitability and share value, potentially benefiting Shareholders.

LISTING RULES IMPLICATION

Pursuant to the Listing Rules and the terms of the Share Option Scheme, any grant of Options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, under the Share Option Scheme must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

The Board passed the resolution on 30 May 2025 to approve the Proposed Grant. The Grantee, being an executive Director, abstained from voting on the relevant resolution at the Board meeting for considering and approving the Proposed Grant. None of the other Directors has a material interest in the Board resolution approving the Proposed Grant. In addition, the Proposed Grant has been approved by the independent non-executive Directors in compliance with Rule 17.04(1) of the Listing Rules.

As the number of Shares to be issued upon exercise of the Options granted to the Grantee exceeds 1% of all Shares in issue as at the Date of Grant, the Proposed Grant is subject to approval by the Shareholders at the SGM as required under the relevant provisions in Chapter 17 of the Listing Rules. Save for Options, no other Options have been granted by the Company to the Grantee since the Company's adoption of its Share Option Scheme on 27 January 2017. As at the Latest Practicable Date, the Grantee did not have any interest and was not deemed to have any interests in the Shares or underlying shares of the Company.

As at the Latest Practicable Date, the Grantee and her associates did not have any Shares. To the best knowledge, belief and information of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, none of the Shareholders who were required to abstain from voting in favour of the resolution approving the Proposed Grant have given the Company notice of their intention to vote against the resolution at the SGM.

LETTER FROM THE BOARD

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON EXERCISE OF THE OPTIONS

The shareholding structure of the Company (a) as at the Latest Practicable Date; and (b) immediately upon exercise of all Options granted under the Proposed Grant are as follows:

	As at the Latest Practicable Date		Immediately upon exercise of all Options granted under the Proposed Grant	
	Number of Shares	%	Number of Shares	%
Emperor Capital Group				
Holdings Limited (<i>Note 1</i>)	2,879,521,438	42.72	2,879,521,438	40.68
Ms. Daisy Yeung	18,000,000	0.26	18,000,000	0.26
The Grantee	–	–	337,042,286	4.76
Public Shareholders	3,843,324,286	57.02	3,843,324,286	54.30
Total	<u>6,740,845,724</u>	<u>100.00</u>	<u>7,077,888,010</u>	<u>100.00</u>

Note 1: Emperor Capital Group Holdings Limited is a wholly-owned subsidiary of Albert Yeung Capital Holdings Limited which was in turn held by First Advisory Trust reg. in trust for a private discretionary trust of which Ms. Daisy Yeung is one of the eligible beneficiaries.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

As of the Latest Practicable Date and following the grant of the Options, 337,042,286 Shares are available for future grant under the scheme mandate limit of the Share Option Scheme.

SPECIAL GENERAL MEETING

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save for the Grantee and her associates, no Shareholder is required to abstain from voting on any resolution to be proposed at the SGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed resolution at the SGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the poll results of the SGM.

LETTER FROM THE BOARD

In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong before 4:30 p.m. on Friday, 4 July 2025.

No refreshments will be served and no corporate gifts will be distributed at the SGM.

The Company would like to encourage the Shareholders to exercise their rights to vote at the SGM by appointing the Chairperson of the SGM as their proxy to represent them by returning their forms of proxy by the time specified herein. Physical attendance at the SGM by the Shareholders is not necessary for the purpose of exercising their voting rights.

RECOMMENDATION

The Board (excluding the Grantee who is required to abstain from voting but including the independent non-executive Directors regarding the resolution of the grant of Options) believes that the Proposed Grant is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (excluding the Grantee who is required to abstain from voting) recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

NOTICE OF SPECIAL GENERAL MEETING



英皇資本集團有限公司
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 (“**SGM**”) of Emperor Capital Group Limited (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 10 July 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the grant of 337,042,286 share options (“**Options**”) to Ms. FAN Man Seung, Vanessa (“**Ms. FAN**”), an executive director of the Company, entitling her to subscribe for an aggregate of 337,042,286 ordinary shares in the share capital of the Company (“**Share(s)**”) at an exercise price of HK\$0.086 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 24 June 2025 (“**Circular**”)) under and pursuant to the share option scheme of the Company adopted on 27 January 2017 (“**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Options to Ms. FAN and the issue of the Shares upon the exercise of the Options by Ms. FAN, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

By order of the Board
Emperor Capital Group Limited
Lau Tung Po
Company Secretary

Hong Kong, 24 June 2025

NOTICE OF SPECIAL GENERAL MEETING

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

*Head office and principal place of
business in Hong Kong:*
24th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

- (i) **No refreshments will be served and no corporate gifts will be distributed at the SGM.**
- (ii) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the SGM. Where the Chairperson 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.
- (iii) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote in his stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the Chairperson of the SGM as their proxy to exercise their rights to vote at the SGM. Physical attendance at the SGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (iv) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited ("**Branch Share Registrar**") at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the SGM or any adjournment thereof. In such event, the form of proxy previously submitted shall be deemed to be revoked.
- (v) Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy in respect of such shares as if he were solely entitled thereto, but the vote of the senior holder 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 of members in respect of the relevant joint holding.
- (vi) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address before 4:30 p.m. on Friday, 4 July 2025.
- (vii) If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force at any time between 9:00 a.m. and 11:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorCapital.com>) to notify shareholders of the date, time and place of the adjourned meeting.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.