



英皇證券集團有限公司*

Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

PROXY FORM

Form of proxy for use of the shareholders of Emperor Capital Group Limited ("the Company") at the annual general meeting ("Annual General Meeting") to be held on Thursday, 28th August, 2008

I/We¹ _____
of _____
being the registered holder(s) of _____
shares² of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING
or³ _____
of _____
as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Falcon Room, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28th August, 2008 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Annual General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below⁴.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and Independent Auditor for the year ended 31st March, 2008.		
2.	(i) To re-elect Ms. Daisy Yeung as Director.		
	(ii) To re-elect Mr. Cheng Wing Keung, Raymond as Director.		
	(iii) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board of Directors to fix their remuneration.		
4.	(A) To grant to the Directors a general mandate to allot shares in the capital of the Company.		
	(B) To grant a general mandate to Directors to repurchase shares of the Company.		
	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the amount of shares repurchased.		

Dated this _____ day of _____ 2008. Signed: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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 in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting" here and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- 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 BOX MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- 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.
- 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 branch share registrar of the Company in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

* for identification purposes only