



英皇證券集團有限公司 *
Emperor Capital Group Limited
 (incorporated in Bermuda with limited liability)

SHARE OFFER

Number of Offer Shares	:	318,635,636 Shares
Number of Public Offer Shares	:	36,000,000 Shares (subject to re-allocation)
Number of Reserved Shares	:	282,635,636 Shares (subject to re-allocation)
Offer Price	:	HK\$0.38 per Offer Share, plus 1% brokerage, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
Nominal value	:	HK\$0.01 each
Stock code	:	717

Joint Sponsors



英皇融資有限公司
Emperor Capital Limited

Co-managers



The Bank of East Asia, Limited



創興銀行有限公司
Chong Hing Bank Limited



TAIFOOK SECURITIES COMPANY LIMITED

Application has been made to the Listing Committee of the Stock Exchange (the "Listing Committee") for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus and related Application Forms. Dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 24 April 2007. Subject to the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange, or such other date as may be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Share Offer comprises the Public Offer and the Preferential Offer. The Company intends to initially make available up to 318,635,636 Shares under the Share Offer, of which 282,635,636 Shares will be offered to Qualifying EIHL Shareholders pursuant to the Preferential Offer and the remaining 36,000,000 Shares will be offered to the public in Hong Kong pursuant to the Public Offer.

The Offer Price will be HK\$0.38 per Offer Share with the nominal value of HK\$0.01 each. Applicants under the Share Offer must pay, on application, the price of HK\$0.38 per Offer Share plus 1% brokerage, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% amounting to a total of approximately HK\$2,303.00 per board lot of 6,000 Shares.

In order to enable shareholders of EIHL to participate in the Share Offer on a preferential basis, Qualifying EIHL Shareholders are being invited to apply for an aggregate of 282,635,636 Reserved Shares on an assured basis. The Reserved Shares will represent approximately 88.70% of the Offer Shares and approximately 47.01% of the enlarged issued share capital of the Company upon completion of the Share Offer.

Qualifying EIHL Shareholders are entitled to apply on an assured basis of one (1) Reserved Share for every whole multiple of five (5) EIHL Shares held by them at the close of business on the Record Date. Any Qualifying EIHL Shareholders holding less than five (5) EIHL Shares at the close of business on the Record Date will not be entitled to apply for the Reserved Shares. The controlling shareholder of EIHL as at the Record Date, being Charron, will be entitled to subscribe for approximately 162,660,282 Shares, under the Preferential Offer. Please refer to the details as stated in the section headed "Structure of the Share Offer" in the Prospectus.

Qualifying EIHL Shareholders are permitted to apply for a number of Reserved Shares which is less than or equal to their Assured Entitlements under the Preferential Offer. A valid application in respect of a number of Reserved Shares which is less than or equal to a Qualifying EIHL Shareholder's Assured Entitlement will be accepted in full, subject to the terms and conditions as set out in the Prospectus and the BLUE Application Form. Where a Qualifying EIHL Shareholder applies for a number of Reserved Shares which is greater than his or her Assured Entitlement, his or her Assured Entitlement will be satisfied in full, subject to the terms and conditions as set out in the Prospectus and the BLUE Application Form, but the excess portion of such application will not be met. Any Assured Entitlements not taken up by Qualifying EIHL Shareholders will be allocated to the Public Offer.

A BLUE Application Form is being despatched to each Qualifying EIHL Shareholder together with a copy of the Prospectus at their addresses recorded on EIHL's register of members as at the Record Date. Qualifying EIHL Shareholders who require a replacement BLUE Application Form or Prospectus should contact Secretaries Limited at its hotline on +852 2980 1333.

Acceptance of all applications for the Shares pursuant to the Share Offer is subject to the conditions stated in the paragraph headed "Conditions of the Share Offer" in the section headed "Structure of the Share Offer" in the Prospectus. If the conditions are not fulfilled or waived prior to the times and dates specified, the Share Offer will lapse and will not proceed and all application monies received from applicants under the Share Offer will be refunded, without interest, on the terms set out in the section headed "Refund of your money" on the notes attached to the Application Forms. Applicants who apply for 1,000,000 or more Public Offer Shares or Reserved Shares and who have indicated in their Application Forms their wish to collect the share certificate(s) and, where applicable, refund cheque(s) in person may do so from the Hong Kong branch share registrar of the Company, Secretaries Limited from 9:00 a.m. to 1:00 p.m. on Monday, 23 April 2007 or at any other date notified by the Company in The Standard (in English) and Hong Kong Daily News and Sing Tao Daily (both in Chinese) as the date of despatch of share certificate(s) and refund cheque(s). Applicants being individuals who opt for personal collection must not authorise any other person to make the collection on their behalf. Applicants being corporations who opt for personal collection must attend by their authorised representatives bearing a letter of authorisation from such corporation stamped with the corporation's chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Hong Kong branch share registrar of the Company. Uncollected share certificates and/or refund cheques will be despatched by ordinary post at the applicants' own risk to the addresses specified in the relevant Application Forms promptly thereafter. Share certificates will only become valid certificates of title after 8:00 a.m. on Tuesday, 24 April 2007, provided that (i) the Share Offer has become unconditional in all respects; and (ii) the right of termination as described in the section headed "Underwriting" in the Prospectus has not been exercised.

In relation to applicants who have applied for less than 1,000,000 Public Offer Shares or Reserved Shares, or applicants who have applied for 1,000,000 or more Public Offer Shares or Reserved Shares and have not elected to collect their share certificates and, where applicable, refund cheques in person, their share certificates and/or refund cheques will be sent by ordinary post at the applicants' own risk to the addresses specified in the Application Forms on or around Monday, 23 April 2007 or at any other date notified by the Company in The Standard (in English) and Hong Kong Daily News and Sing Tao Daily (in Chinese) as the date of despatch of share certificates and refund cheques.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus, and the related Application Forms. It should be noted that multiple applications or suspected multiple applications or any application for more than 100% of the Public Offer Shares initially available under pool A and pool B, will be rejected. Only one application on a WHITE or YELLOW or BLUE Application Form may be made for the benefit of any person. Applicants for Shares under the Public Offer are required to undertake and confirm that they are not Qualifying EIHL Shareholders (except those Qualifying EIHL Shareholders who held the EIHL Shares as at the Record Date as trustee or otherwise on behalf of other person(s) as a nominee only) or the beneficial owners of the EIHL shares as at the Record Date. Qualifying EIHL Shareholders (except those Qualifying EIHL Shareholders who held the EIHL Shares as at the Record Date as trustee or otherwise on behalf of other person(s) as a nominee only) and the beneficial owners of EIHL Shares as at the Record Date will not be entitled to apply for Public Offer Shares on WHITE or YELLOW Application Forms. Accordingly, if any Qualifying EIHL Shareholder (except those Qualifying EIHL Shareholder who held the EIHL Shares as at the Record Date as trustee or otherwise on behalf of other person(s) as a nominee only) and the beneficial owner of the EIHL Shares as at the Record Date has applied for the Offer Shares on WHITE or YELLOW Application Form, such application on WHITE or YELLOW Application Form shall be revoked and become invalid. However, the application on BLUE Application Form made by such Qualifying EIHL Shareholder for Reserved Shares which is less than or equal to his/her Assured Entitlement under the Preferential Offer will still be valid. Applicants who would like to be allotted Public Offer Shares in their own names should complete and sign the WHITE Application Forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS on their behalf should complete and sign the YELLOW Application Forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 11 April 2007 until 12:00 noon on Tuesday, 17 April 2007 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or from their brokers, who may have such Application Forms and the Prospectus available. The Prospectus, together with the WHITE Application Forms, may be obtained during normal business hours for the same period from:

- Any participant of the Stock Exchange; or
- The Bank of East Asia, Limited, 10 Des Voeux Road Central, Hong Kong; or
- Chong Hing Bank Limited, G/F, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong; or
- Taifook Securities Company Limited, 25/F, New World Tower, 16-18 Queen's Road Central, Hong Kong; or
- any one of the following branches of The Bank of East Asia, Limited:

	Branch name	Address
Hong Kong Island:	Main Branch	10 Des Voeux Road, Central
	North Point Branch	326-328 King's Road
	Shaukiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road
	Wanchai Branch	Shop Nos A-C, G/F, Essey Commercial Building, 253-261 Hennessy Road, Wanchai
Kowloon:	Tsim Sha Tsui Branch	Shops A & B, Milton Mansion, No. 96 Nathan Road
	Mongkok Branch	638-640 Nathan Road
	Millennium City 5 Branch	Shop 1, G/F, Millennium City 5, 418 Kwun Tong Road, Kwun Tong
	Prince Edward Branch	G/F, Hanley House, Nos. 776-778 Nathan Road
New Territories:	Tai Wai Branch	16-18 Tai Wai Road, Cheung Fung Mansion, Shatin
	Sheung Kwai Chung Branch	44-46 Shek Yam Road
	Tai Po Plaza Branch	Units 49-52, Level 1, Tai Po Plaza
	Tuen Mun Town Plaza Branch	Shop Nos. 2-10, UG/F, Tuen Mun Town Plaza Phase II, 3 Tuen Lung Street, Tuen Mun

Completed WHITE and YELLOW Application Forms (with payment attached) should be deposited in the special collection boxes provided at any one of the branches of The Bank of East Asia, Limited listed above on any of the following dates during the following times:

Wednesday, 11 April 2007	–	9:00 a.m. to 4:30 p.m.
Thursday, 12 April 2007	–	9:00 a.m. to 4:30 p.m.
Friday, 13 April 2007	–	9:00 a.m. to 4:30 p.m.
Saturday, 14 April 2007	–	9:00 a.m. to 12:30 p.m.
Monday, 16 April 2007	–	9:00 a.m. to 4:30 p.m.
Tuesday, 17 April 2007	–	9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications under the WHITE and YELLOW Application Forms must be received by no later than 12:00 noon on 17 April 2007 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to apply for Public Offer Shares and Reserved Shares" in the Prospectus).

You should be aware that no temporary documents of title will be issued by the Company in connection with the Share Offer. No receipt will be issued for application monies.

The Public Offer Shares (taking into account of any re-allocation of Offer Shares from the Preferential Offer to the Public Offer) will be divided equally into two pools for allocation purposes: pool A and pool B. The Public Offer Shares in pool A will be allocated on an equitable basis to successful applicants who have applied for the Public Offer Shares with a total subscription and purchase amount of HK\$5 million (excluding brokerage, the SFC transaction levy and the Stock Exchange trading fee payable) or less. The Public Offer Shares in pool B will be allocated on an equitable basis to successful applicants who have applied for the Public Offer Shares with a total subscription and purchase amount of more than HK\$5 million (excluding brokerage, the Stock Exchange trading fee and the SFC transaction levy payable) and up to the total value of pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If Public Offer Shares in one (but not both pools) pool are undersubscribed, the surplus Public Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allocation of Public Offer Shares from either pool A or pool B but not from both pools and may only apply for Public Offer Shares in pool A or pool B.

It is expected that the results of applications and the basis of allocation of the Public Offer Shares and Hong Kong Identity Card numbers of successful applicants will be published on or before Monday, 23 April 2007 in The Standard (in English) and Hong Kong Daily News and Sing Tao Daily (both in Chinese).

If you have applied for the Public Offer Shares on a YELLOW Application Form and your application is wholly or partially successful, the Public Offer Shares allocated to you shall be registered in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in your YELLOW Application Form. You should check the number of Public Offer Shares allotted to you with your designated CCASS Participant, if you are applying through a designated CCASS Participant (other than a CCASS Investor Participant). If you are applying as a CCASS Investor Participant, you should check the announcement to be published by the Company on Monday, 23 April 2007 and report any discrepancies to HKSCC before 5:00 p.m. on Monday, 23 April 2007 or such other date as shall be determined by HKSCC or HKSCC Nominees. You can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Public Offer Shares to your CCASS Investor Participant stock account (if you are applying using a YELLOW Application Form). HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your CCASS Investor Participant stock account.

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

Hong Kong, 11 April 2007

As at the date of this announcement, the board of Directors comprises Ms. Yeung, Daisy (Managing Director); Mr. Chan Pak Lam, Tom and Mr. Yeung Kun Lee, Sunny (Executive Directors); Mr. Fung Chi Kin, Mr. Kwok Chi Sun, Vincent and Mr. Cheng Wing Keung, Raymond (Independent non-executive Directors).

* For identification purpose only