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英皇集團（國際）有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 163)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Emperor International Holdings Limited (“Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 29 June 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the tenancy agreement (the “First Tenancy Agreement”) dated 25 May 2011 and made between Richorse Limited (“Richorse”), an indirect wholly-owned subsidiary of the Company, as landlord and Beauty Royal Limited as tenant in relation to the tenancy of Ground Floor (Shop B including the yard), Office B and the Balcony adjacent thereto on First Floor and Office B and the Balcony adjacent thereto on Second Floor, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong (a copy of which is marked “A” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed;
- (b) the tenancy agreement (the “Second Tenancy Agreement”) dated 25 May 2011 and made between Richorse as landlord and Beauty Royal Limited as tenant in relation to the tenancy of Ground Floor, (Shop A including the yard) and Office A (No. 50 Russell Street) on First Floor, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong (a copy of which is marked “B” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed;

- (c) the tenancy agreement (the “Third Tenancy Agreement”) dated 25 May 2011 and made between Richorse as landlord and Beauty Royal as tenant in relation to the tenancy of G/F, M/F, and Flat A and Flat B on 1/F including the Flat Roof, 54 &56 Russell Street together with the right to use a LED display on external wall from 1/F-5/F facing Russell Street and an advertising signboards facing Russell Street and Tang Lung Street, Causeway Bay, Hong Kong (a copy of which is marked “C” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed;
- (d) the Aggregate Annual Cap (as defined and more particularly described in the circular of the Company to its shareholders dated 14 June 2011) be and are hereby approved; and
- (e) any one director of the Company be and is hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of the implementation of the First Tenancy Agreement, the Second Tenancy Agreement and the Third Tenancy Agreement.”

By Order of the Board
Emperor International Holdings Limited
Mok Fung Lin, Ivy
Company Secretary

Hong Kong, 14 June 2011

Registered office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal office:
28th Floor,
Emperor Group Centre,
288 Hennessy Road,
Wanchai,
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member. A form of proxy for use at the SGM is enclosed herewith.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s principal office in Hong Kong at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

- (3) In the case of joint registered holders of any share in the capital of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the registrar of the members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the SGM or any adjourned meeting if you so wish. If a member attends the SGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

As at the date hereof, the board of directors of the Company comprised:

Non-executive Director : Ms. Luk Siu Man, Semon (*Chairperson*)

Executive Directors: Mr. Wong Chi Fai (*Managing Director*)
Ms. Fan Man Seung, Vanessa (*Managing Director*)
Mr. Cheung Ping Keung
Ms. Mok Fung Lin, Ivy

Independent Non-executive Directors: Mr. Chan Man Hon, Eric
Mr. Liu Hing Hung
Mr. Law Ka Ming, Michael

* *for identification purposes only*