
DEFINITIONS

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Application Form(s)”	WHITE, YELLOW and BLUE application form(s) or, where the context so requires, any of them
“Assured Entitlement(s)”	the entitlement of a Qualifying EIHL Shareholder to apply for Reserved Shares under the Preferential Offer on the basis of one Reserved Share for every whole multiple of 5 EIHL Shares held by that Qualifying EIHL Shareholder at the close of business on the Record Date
“BEA”	The Bank of East Asia, Limited
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of the Company, a summary of which is set out in appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant or CCASS Custodian Participant or CCASS Investor Participant
“Charron”	Charron Holdings Limited, the controlling shareholder of the Company immediately after completion of the EIHL Distribution and the Share Offer, a company incorporated in BVI with limited liability on 18 May 1993, and wholly owned by Jumbo Wealth Limited in trust for The A&A Unit Trust, a unit trust under The Albert Yeung Discretionary Trust. The settlor of The Albert Yeung Discretionary Trust is Mr. Yeung Sau Shing, Albert, the father of

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	Ms. Daisy Yeung, who is the managing Director, and its beneficiaries include Ms. Daisy Yeung and other family members of Mr. Yeung Sau Shing, Albert
“Code of Conduct”	the code of conduct for persons licensed by or registered with the SFC
“Commodities Trading Ordinance”	the repealed Commodities Trading Ordinance (Chapter 250 of the Laws of Hong Kong)
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda on 27 June 2006 with limited liability
“Director(s)”	the director(s) of the Company
“EIHL”	Emperor International Holdings Limited, an exempted company incorporated in Bermuda on 30 August 1991 whose shares are listed on the Main Board under the stock code 163
“EIHL Distribution”	the distribution of a special interim dividend by EIHL to its shareholders satisfied wholly by a distribution in specie to such shareholders of all the shares in the Company held by EIHL as further described in the section headed “Business – EIHL Distribution” of this prospectus
“EIHL Shares”	ordinary shares of nominal value HK\$0.01 each in the share capital of EIHL
“Emperor Financial Services”	Emperor Financial Services (Hong Kong) Limited, a company established in BVI on 21 September 1993 and wholly owned by Joybridge
“Emperor Futures”	Emperor Futures Limited, a company incorporated in Hong Kong with limited liability on 12 May 1989, an indirect wholly owned subsidiary of the Company
“Emperor Gold & Silver”	Emperor Gold & Silver Company Limited, a company incorporated in Hong Kong with limited liability on 3 March 1994, an indirect wholly owned subsidiary of the Company
“Emperor Group”	EIHL and its subsidiaries

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“Emperor Securities”	Emperor Securities Limited, a company incorporated in Hong Kong with limited liability on 6 July 1990, an indirect wholly owned subsidiary of the Company
“Emperor Securities Nominees”	Emperor Securities Nominees Limited, a company incorporated in Hong Kong with limited liability on 27 August 1996, an indirect wholly owned subsidiary of the Company
“Famous Winner”	Famous Winner Holdings Limited, a company incorporated in Hong Kong with limited liability on 10 September 1999, an indirect wholly owned subsidiary of the Company
“First Report”	the report dated 29 November 2006 issued by the Reviewing Firm in relation to the review of certain internal control systems of the Company, Emperor Securities and Emperor Futures performed by the Reviewing Firm
“Futures Exchange”	Hong Kong Futures Exchange Limited
“Futures Exchange Participant”	a licensed corporation to carry on Type 2 (dealing in futures contracts) regulated activity under SFO who, in accordance with the rules of the Futures Exchange, may trade on or through the Futures Exchange and whose name is entered in a list, register or roll kept by the Futures Exchange as a person who may trade on or through the Futures Exchange, and “Futures Exchange Participantship” shall be construed accordingly
“Futures Exchange Trading Right”	a right to be eligible to trade on or through the Futures Exchange and entered as such a right in a list, register or roll kept by the Futures Exchange
“FRR”	Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries, or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company or, where the context otherwise specifies or so requires in respect of financial or accounting information, the Company and its subsidiaries
“HIBOR”	Hong Kong Interbank Offer Rate
“HKCC”	HKFE Clearing Corporation Limited

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“HKEC”	Hong Kong Exchanges and Clearing Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H-share”	shares issued by an issuer incorporated under PRC law, the par value of which is denominated in RMB, and which are listed on GEM or the Main Board and subscribed for and traded in Hong Kong dollars
“Independent Third Parties”	independent third parties who are not connected persons of the Company (as defined under the Listing Rules)
“HSI”	Hang Seng Index
“Joint Sponsors”	Somerley Limited, a licensed corporation to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and Emperor Capital Limited, a licensed corporation to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, the joint sponsors of the Share Offer
“Joybridge”	Joybridge Services Limited, a company incorporated in BVI on 2 June 1993 and wholly owned by EIHL
“Latest Practicable Date”	2 April 2007, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing Date”	the date expected to be on or about 24 April 2007, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM

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“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“MPF Ordinance”	the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)
“Non-qualifying EIHL Shareholders”	subject to legal advice, registered holders of EIHL Shares whose addresses recorded on the register of members of EIHL at the close of business on the Record Date were outside Hong Kong and to whom the directors of EIHL and the Directors, after making enquiry and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient not to distribute the Shares and/or to offer them to subscribe for the Reserved Shares, as the case may be
“Offer Price”	the price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) being offered under the Share Offer
“Offer Share(s)”	the Public Offer Share(s) and the Reserved Share(s)
“Options Trading Exchange Participant”	a person registered as such by the Stock Exchange pursuant to the options trading rules of the Stock Exchange, as from time to time in effect, and “Options Trading Exchange Participantship” shall be construed accordingly
“Preferential Offer”	the preferential offer to Qualifying EIHL Shareholders for subscription of the Reserved Shares on an assured basis (subject to re-allocation as described in the section headed “Structure of the Share Offer” of this prospectus) at the Offer Price on and subject to the terms and conditions stated herein and in the BLUE Application Form
“PRC”	the People’s Republic of China, save that, for the purpose of this prospectus and unless the context otherwise requires, references in this prospectus to the PRC do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Profit Ascent”	Profit Ascent Group Limited, a company incorporated in BVI with limited liability on 26 July 2006, a direct wholly owned subsidiary of the Company immediately after the Reorganisation

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“Public Offer”	the offer of the Public Offer Shares for subscription by the public in Hong Kong (subject to re-allocation as described in the section headed “Structure of the Share Offer” of this prospectus) at the Offer Price on the terms and subject to the conditions stated in this prospectus and in the Application Forms as further described in the section headed “Structure of the Share Offer” of this prospectus
“Public Offer Shares”	the 36,000,000 Shares being offered under the Public Offer, representing approximately 11.30% of the total number of the Offer Shares, subject to re-allocation as described in the section headed “Structure of the Share Offer” of this prospectus
“Qualifying EIHL Shareholders”	registered holders of EIHL Shares whose names appear on the register of members of EIHL at the close of business on the Record Date except the Non-qualifying EIHL Shareholders
“Record Date”	5 March 2007, being the record date for ascertaining the Assured Entitlements
“Reorganisation”	the reorganisation of the group of companies now comprising the Group, completed on 2 April 2007 and as more particularly described in the section headed “Reorganisation” in appendix V to this prospectus
“Reserved Shares”	282,635,636 Shares being offered pursuant to the Preferential Offer, representing approximately 88.70% of the total number of the Offer Shares, subject to re-allocation to the Public Offer as described in the section headed “Structure of the Share Offer” of this prospectus
“Reviewing Firm”	an independent consultant commissioned to perform review of certain internal control procedures and systems of the Company, Emperor Securities and Emperor Futures
“RMB”	Renminbi, the lawful currency of the PRC
“SARS”	Severe Acute Respiratory Syndrome
“Second Report”	the report dated 11 January 2007 issued by the Reviewing Firm in relation to the review of certain internal control systems of the Company, Emperor Securities and Emperor Futures performed by the Reviewing Firm
“Securities Ordinance”	the repealed Securities Ordinance (Chapter 333 of the Laws of Hong Kong)

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“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Offer”	the Public Offer and the Preferential Offer
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Exchange Participant”	a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under SFO who, in accordance with the rules of the Stock Exchange, may trade on or through the Stock Exchange and whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange, and “Stock Exchange Participantship” shall be construed accordingly
“Stock Exchange Trading Right”	a right to be eligible to trade on or through the Stock Exchange and entered as such a right in a list, register or roll kept by the Stock Exchange
“Track Record Period”	the period comprising the three years ended 31 March 2006 and the nine months ended 31 December 2006
“Underwriters”	the underwriters listed in the section headed “Underwriting – Underwriters” being the underwriters of the Share Offer
“Underwriting Agreement”	the underwriting agreement dated 10 April 2007 relating to the Share Offer and entered into by, among others, the Company and the Underwriters, details of which are set out in the section headed “Underwriting” of this prospectus
“US”	United States of America
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent.