



英皇證券集團有限公司
Emperor Capital Group Limited

EMPEROR CAPITAL GROUP ANNOUNCES ITS PROPOSED

1) OPEN OFFER OF BOND ISSUE &

2) BOND PLACING

WITH AN AGGREGATE FUND RAISING SIZE UP TO APPROXIMATELY HK\$600M

(Hong Kong, 14 October, 2013) **Emperor Capital Group Limited** (the “Group” or “ECG”) (Stock code: 717), a one-stop comprehensive financial services centre in Hong Kong today announces its proposed 1) open offer of bond issue and 2) bond placing.

1) Open offer of bond issue

The Group announces to make an open offer by issuing of bonds (the “Open Offer”) with an aggregate principal amount of HK\$303,033,500 to the qualifying shareholders on the basis of 1 unit of bond having a face value of HK\$700 each for every 6,000 existing ordinary shares held on the record date (i.e. 4 November, 2013).

The Open Offer is fully underwritten by Emperor Capital Group Holdings Limited, the controlling shareholder of the Group (the “Controlling Shareholder”). The Controlling Shareholder undertakes to the Group to subscribe for its entitlement of the bonds under the Open Offer. In the event that the Open Offer is over-subscribed, the Group shall reserve a first priority to the other shareholders and reallocate the bonds initially applied for by the Controlling Shareholder to the other shareholders to meet the demand of the over-subscription. This exercise is expected to be completed by 27 November 2013.

2) Bond placing

The Group entered into the placing agreement for the proposed placing of bonds (the “Bond Placing”), on a best effort basis, with an aggregate principal amount of up to HK\$303,033,500 to professional, institutional or private investors at the issue price of 100% of the principal amount in cash (the “Bond Placing”).

The placing agent is Emperor Securities Limited. The completion of the Bond Placing shall take place within three business days after respective conditions thereof have been fulfilled.

The bonds issued through the Open Offer and Bond Placing, will bear an interest rate of 5.5% per annum, payable annually in arrears, with maturity term of 3 years. Such bonds may be redeemed at the option of the Group at any time before maturity date at 100% principal amount, together with any interests accrued thereon up to the date of redemption.

The aggregate gross proceeds of the Open Offer and Bond Placing will be up to HK\$606,067,000 while the estimated net proceeds will be approximately HK\$301,700,000 and HK\$293,900,000 respectively. The aggregate net proceeds will be used as working capital for the expansion of existing businesses, especially for the money lending business and asset management business, and to finance any future opportunities to be identified by the Company.

Ms. Daisy Yeung, Managing Director of ECG, said, “In view of the increasing demand on the financial services provided by the Group, I consider that the Open Offer and the Bond Placing represent good opportunities to strengthen the financial position of the Group and to raise additional funds at a reasonable cost to support the Group’s continuing development and business growth. Meanwhile, the Open Offer will also give the existing shareholders the opportunity to subscribe for the bonds according to their respective pro-rata shareholding interests. Such fund raising through the Open Offer and Bond Placing is in the interests of the Group and the shareholders as a whole.”

Expected Timetable For Existing Shareholders in the Open Offer

Date (HK Time)	Event
25 Oct	- Last day of dealings in the shares on a cum-rights basis
28 Oct	- First day of dealings in the shares on an ex-rights basis
4:30 p.m., 29 Oct	- Latest time for lodging transfers of shares in order to be qualified for the open offer
30 Oct – 4 Nov (both dates inclusive)	- Register of members closes
4 Nov	- Record date
5 Nov	- Register of members for the share re-opens - Open Offer Documents expected to be despatched
4:00 p.m., 22 Nov	- Latest time for acceptance of and payment for the bonds and application and payment for excess bonds
4:00 p.m., 27 Nov	- Latest time for the termination of underwriting agreement
27 Nov	- Announcement of results of acceptance and excess application of the Open Offer
On or before 28 Nov	- Refund cheques in respect of wholly and partially unsuccessful applications for bonds expected to be posted - Certificates for the bonds expected to be despatched

To qualify for the Open Offer, the shareholder must:

1. be registered as a member of the Group at the close of business on 4 November, 2013; and
2. be a qualifying shareholder

In order to be registered as members of the Group at the close of business on 4 November 2013, owners of shares must lodge any transfers of shares (together with the relevant share certificates) with the Group’s branch share registrar in Hong Kong, Trior Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 29 October, 2013.

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*Emperor Capital Group Announces its Proposed 1) Open Offer of Bond Issue & 2) Bond Placing with an Aggregate Fund Raising Size up to approximately HK\$600m
14 October, 2013*

About Emperor Capital Group Limited

Established in 1993, Emperor Capital Group Limited (717.HK) is a renowned Hong Kong based financial institution providing a wide range of financial services including (i) brokerage services for securities, futures and options traded on the exchanges in Hong Kong, the United States, Japan and the United Kingdom, as well as wealth management and asset management services; (ii) provision of margin and IPO financings as well as loans and advances such as personal money lending and second mortgage loan; (iii) placing and underwriting services; and (iv) corporate finance advisory services.

For more information, please visit its website: www.emperorcapi.com

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