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英皇證券集團有限公司*
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

DISCLOSEABLE TRANSACTION

SUPPLEMENTAL LOAN AGREEMENT

- (1) Following the expiry of the term of the Loan Agreement, the Lender entered into the Supplemental Loan Agreement with the Borrower on 2 April 2019 under which the Lender had agreed to increase the Loan Facility to the amount of HK\$250,000,000 and extend the repayment date to 30 September 2019.
- (2) As one or more of the applicable percentage ratio (as defined under the Listing Rules) in respect of the maximum amount of financial assistance to be granted to the Borrower or its associates under the Supplemental Loan Agreement exceed 5% but are under 25%, the entering into the Supplemental Loan Agreement constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but exempted from Shareholders' approval requirement under the Listing Rules.

The Board announces that on 2 April 2019, the Lender entered into the Supplemental Loan Agreement with the Borrower under which the Lender had agreed to increase the Loan Facility to the amount of HK\$250,000,000 and extend the repayment date to 30 September 2019 following the expiry of the term of the Loan Agreement.

THE SUPPLEMENTAL LOAN AGREEMENT

Parties

- Lender : Emperor Prestige Credit Limited, an indirect wholly-owned subsidiary of the Company
- Borrower : the borrower under the Loan Agreement

** for identification purpose only*

The Borrower is an individual. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is an independent third party not connected with the Company nor connected persons of the Company.

Principal terms of the Supplemental Loan Agreement

- Date : 2 April 2019
- Subject : to increase the Loan Facility amount from HK\$120,000,000 up to HK\$250,000,000 and to extend the repayment date of the Loan Facility to 30 September 2019
- Drawdown : the increased Loan Facility amount will be available for drawdown upon signing the Supplemental Loan Agreement
- Interest : same as under the Loan Agreement, being 15% per annum

The drawdown of the loan facility is subject to the satisfaction of credit assessment of the Borrower by the Lender. The Borrower is required to provide the Lender with securities as requested by the Lender from time to time.

REASONS FOR ENTERING INTO THE LOAN AGREEMENT AND THE SUPPLEMENTAL LOAN AGREEMENT

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial services, including (i) commercial and personal lending as well as margin and initial public offering financing; (ii) brokerage, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services.

The Lender is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the business of money lending services. The Lender provides tailored professional wealth solutions to high net worth clients to meet their business needs, including short term bridging loan services. The provision of the Loan Facility is carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facility will be funded by internal resources of the Group

The terms of the Loan Agreement and the Supplemental Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. Having considered the financial background of the Borrower and the size of the Borrower's assets, and taking into account the expected revenue generated / to be generated by the Group, the Directors are of the view that the terms of the Loan Agreement and the Supplemental Loan Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratio (as defined under the Listing Rules) in respect of the maximum amount of financial assistance to be granted to the Borrower or its associates under the Supplemental Loan Agreement exceed 5% but are under 25%, the entering into the Supplemental Loan Agreement constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but exempted from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

“Board”	board of Directors of the Company
“Borrower”	the borrower under the Loan Agreement and the Supplemental Loan Agreement, and being an independent third party
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of The People’s Republic of China
“Lender”	Emperor Prestige Credit Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement dated 28 March 2018 (as supplemented on 31 October 2018) entered into between the Lender and the Borrower for a facility amount of HK\$120 million for a term from 28 March 2018 up to 31 March 2019
“Loan Facility”	the maximum aggregate loan amount granted by the Lender to the Borrower pursuant to the Loan Agreement and the Supplemental Loan Agreement
“percentage ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“Supplemental Loan Agreement”	the supplemental loan agreement dated 2 April 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement
“Shareholders”	holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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

Hong Kong, 2 April 2019

As at the date of this announcement, the Board comprises:

Executive Directors:

Ms. Daisy Yeung
Mr. Chan Shek Wah
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors:

Mr. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha