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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

PROVISION OF LOAN FACILITIES

On 15 November 2021, the Lender entered into Loan Agreement D in relation to provision of Loan Facility D of up to HK\$8,200,000 which is available for drawdown subject to the terms therein which shall be repaid within 12 months from the date of drawdown.

Within the period of 12 months immediately preceding and up to the date of Loan Agreement D, the Lender had entered into Loan Agreement A, Loan Agreement B and Loan Agreement C in relation to the provision of Loan Facility A, Loan Facility B and Loan Facility C respectively. This series of transactions with the respective borrowers after aggregation constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

The Board announces that, on 15 November 2021, the Lender entered into Loan Agreement D in relation to provision of Loan Facility D. Within the period of 12 months immediately preceding and up to the date of Loan Agreement D, the Lender had entered into Loan Agreement A on 3 August 2021, Loan Agreement B on 9 August 2021 and Loan Agreement C on 4 November 2021 with the respective borrowers.

A summary of the details is set out as follows:-

Loan Agreement A

<i>Date</i>	:	3 August 2021
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I and Borrower II

<i>Amount of Loan Facility A</i>	:	up to HK\$14,000,000 which had already been drawn down
<i>Repayment</i>	:	Within 12 months from the date of drawdown
<i>Interest</i>	:	(i) 20.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
<i>Security for the Loan Facility A</i>	:	Loan Facility A is secured by a first mortgage over a residential unit located in Tung Chung, Hong Kong. Valuation on such property has been conducted by independent valuers on 8 July 2021 and the average valuation amount of the property is approximately HK\$20,333,333

Loan Agreement B

<i>Date</i>	:	9 August 2021
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I and Borrower III
<i>Amount of Loan Facility B</i>	:	up to HK\$11,000,000 which had already been drawn down
<i>Repayment</i>	:	Within 12 months from the date of drawdown
<i>Interest</i>	:	(i) 20.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
<i>Security for the Loan Facility B</i>	:	Loan Facility B is secured by a first mortgage over a residential unit located in Lantau Island, Hong Kong. Valuation on such property has been conducted by an independent valuer on 21 July 2021 and the valuation amount of the property is approximately HK\$16,699,375

Loan Agreement C

<i>Date</i>	:	4 November 2021
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I

<i>Amount of Loan Facility C</i>	:	up to HK\$12,000,000 which had already been drawn down
<i>Repayment</i>	:	Within 12 months from the date of drawdown
<i>Interest</i>	:	(i) 20.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
<i>Security for the Loan Facility C</i>	:	Loan Facility C is secured by a first mortgage over a residential unit and five car parking spaces located in Tung Chung, Hong Kong. Valuation on such properties has been conducted by independent valuers on 3 October 2021 and 4 October 2021 and the average valuation amount of the properties is approximately HK\$18,866,667

Loan Agreement D

<i>Date</i>	:	15 November 2021
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I
<i>Amount of Loan Facility D</i>	:	up to HK\$8,200,000
<i>Repayment</i>	:	Within 12 months from the date of drawdown
<i>Interest</i>	:	(i) 14.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
<i>Security for the Loan Facility D</i>	:	Loan Facility D is secured by a first mortgage over a residential unit and two car parking spaces located in Tung Chung, Hong Kong. Valuation on such properties has been conducted by independent valuers on 3 October 2021 and 4 October 2021 and the average valuation amount of the properties is approximately HK\$11,980,000

The drawdown of the Loan Facilities are subject to, inter alia, the satisfaction of credit assessment on the Borrowers by the Lender. The Borrowers are required to provide the Lender with other securities as requested by the Lender as from time to time.

INFORMATION OF THE BORROWERS

Borrower I is a merchant. Borrower II and Borrower III are the relatives (as defined under the Listing Rules) of Borrower I. As such, Borrower I, Borrower II and Borrower III are connected or associated with each other under the Listing Rules. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrowers are Independent Third Parties.

REASONS FOR ENTERING INTO THE LOAN AGREEMENTS

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 provision of the Loan Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities are funded by internal resources of the Group.

The terms of the Loan Agreements were negotiated on arm's length basis between the Lender and the Borrowers and were on normal commercial terms based on the Group's credit policy. Taking into account the results of due diligence on the financial background and repayment ability of the Borrowers and the stable interest income generated / expected to be generated from the Loan Facilities, the Directors consider that the terms of the Loan Agreements are fair and reasonable and the entering into of the same is in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the aggregate amount of financial assistance granted to the Borrowers or their associates within the period of 12 months immediately preceding and up to the date of the Loan Agreements exceed 5% but are under 25%, this series of transactions contemplated under the Loan Agreements with the respective borrowers after aggregation constitutes a discloseable transactions of the Company and is therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower I”	Mr. Xue Mingluan, a borrower under Loan Agreements, being an Independent Third Party to the Company

“Borrower II”	Ms. Xue Xiaoyu, a borrower under Loan Agreement A, being an Independent Third Party to the Company
“Borrower III”	Ms. Xue Li, a borrower under Loan Agreement B, being an Independent Third Party to the Company
“Borrowers”	Borrower I, Borrower II and Borrower III
“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
“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
“Independent Third Party(ies)”	person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Lender” or “Emperor Finance”	Emperor Finance 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 A”	the loan agreement dated 3 August 2021 entered into between the Lender, Borrower I and Borrower II relating to the granting of Loan Facility A
“Loan Agreement B”	the loan agreement dated 9 August 2021 entered into between the Lender, Borrower I and Borrower III relating to the granting of Loan Facility B
“Loan Agreement C”	the loan agreement dated 4 November 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility C
“Loan Agreement D”	the loan agreement dated 15 November 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility D

“Loan Agreements”	Loan Agreement A, Loan Agreement B, Loan Agreement C and Loan Agreement D
“Loan Facility A”	the loan facility in the amount of up to HK\$14,000,000 granted by the Lender to Borrower I and Borrower II pursuant to the terms of Loan Agreement A
“Loan Facility B”	the loan facility in the amount of up to HK\$11,000,000 granted by the Lender to Borrower I and Borrower III pursuant to the terms of Loan Agreement B
“Loan Facility C”	the loan facility in the amount of up to HK\$12,000,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement C
“Loan Facility D”	the loan facility in the amount of up to HK\$8,200,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement D
“Loan Facilities”	Loan Facility A, Loan Facility B, Loan Facility C and Loan Facility D
“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
“Shareholders”	holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 15 November 2021

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

<i>Executive Directors:</i>	Ms. Daisy Yeung Ms. Choi Suk Hing, Louisa Ms. Pearl Chan
<i>Independent Non-Executive Directors:</i>	Mr. Chu Kar Wing Mr. Poon Yan Wai Ms. Wan Choi Ha