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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

RELATING TO THE PROVISION OF LOAN FACILITIES

The Board announces that:

- (i) on 10 October 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Fifth Loan Agreement with the Borrower, under which the Lender has agreed to provide the Fifth Loan Facility of up to HK\$200,000,000 to the Borrower. The Fifth Loan Facility shall be available for drawdown upon signing the Fifth Loan Agreement, and shall be repaid within 12 months from the date of first drawdown; and
- (ii) within 12 months preceding the date of the Fifth Loan Agreement, the Lender entered into the Previous Loan Agreements with the Borrower, under which the Lender provided the Previous Loan Facilities of up to a maximum amount of HK\$121,000,000 to the Borrower.

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Fifth Loan Agreement exceed 5% but are under 25%, this series of transactions constitutes discloseable transactions of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from Shareholders' approval requirement under the Listing Rules.

Reference is made to the announcement of Emperor Capital Group Limited ("the Company") dated 24 March 2014, 28 April 2014 and 22 May 2014 (the "Announcements"). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements.

The Board announces that on 10 October 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Fifth Loan Agreement with the Borrower, under which the Lender has agreed to provide the Fifth Loan Facility of up to HK\$200,000,000 to the Borrower.

** for identification purposes only*

As disclosed in the Announcements, within 12 months preceding the date of the Fifth Loan Agreement, the Lender entered into the Previous Loan Agreements with the Borrower, under which the Lender had provided the Previous Loan Facilities of up to a maximum amount of HK\$121,000,000 to the Borrower. Such facilities had been fully drawn down and repaid as at the date of this announcement. Pursuant to Previous Loan Agreements, the Previous Loan Facilities cannot be reborrowed upon fully drawdown and repaid, the obligations of Emperor Finance and the Borrower under the Previous Loan Agreements were duly fulfilled and the Previous Loan Agreements were terminated.

The principal terms of the Fifth Loan Agreement are set out below:-

THE FIFTH LOAN AGREEMENT

Parties

Lender: Emperor Finance
Borrower: the borrower under the Fifth Loan Agreement

The Borrower is a company listed on the Stock Exchange. Its principal activity is investment holding and its subsidiaries are principally engaged in media production and distribution businesses. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower and the ultimate beneficial owner of its controlling shareholders (as defined under the Listing Rules) are independent third parties not connected with the Company or connected persons of the Company.

Principal terms of the Fifth Loan Agreement

Date: 10 October 2014
Amount of the loan facility: up to HK\$200,000,000
Drawdown: available for drawdown within 11 months from the date of signing the Fifth Loan Agreement
Repayment: within 12 months from the date of first drawdown
Interest: 9.5% per annum
Security for the Loan Facility: As a continuing security for the due performance of the obligations of the Borrower under the Fifth Loan Agreement, the Fifth Loan Facility is secured by two share charges in favour of the Lender or its nominee provided by two subsidiaries of the Borrower which ultimately holds material assets in the PRC.

REASONS FOR ENTERING INTO THE FIFTH LOAN AGREEMENT

The principal business activity of the Company is investment holding and its subsidiaries are principally engaged in the provision of financial services in Hong Kong, 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) margin and initial public offering 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.

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 Fifth Loan Facility is carried out as part of the ordinary and usual course of business activities of the Group. The Fifth Loan Facility will be funded by internal resources of the Group.

The terms of the Fifth Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. After considering (i) the securities for the Fifth Loan Facility; and (ii) the expected revenue to be generated and the attractive return to the Group, the Directors are of the view that the provision of the Fifth Loan Facility under the Fifth Loan Agreement is on normal commercial terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Fifth Loan Agreement exceed 5% but are under 25%, this series of transactions constitutes discloseable transactions of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

“Board”	board of Directors of the Company
“Borrower”	the borrower under the Fifth Loan Agreement and 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
“Fifth Loan Agreement”	the loan agreement dated 10 October 2014 entered into between the Lender and the Borrower relating to the granting of the Fifth Loan Facility

“Fifth Loan Facility”	the loan facility in the amount of up to HK\$200,000,000 granted by the Lender to the Borrower pursuant to the terms of the Fifth Loan Agreement
“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” 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 Agreements”	the Fifth Loan Agreement and the Previous Loan Agreements
“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
“PRC”	the People’s Republic of China
“Previous Loan Agreements”	the First Loan Agreement, the Renewed First Loan Agreement, the Second Loan Agreement, the Third Loan Agreement and the Fourth Loan Agreement
“Previous Loan Facilities”	the First Loan Facility, the Second Loan Facility, the Third Loan Facility and the Fourth Loan Facility of up to a maximum amount of HK\$121,000,000
“Share(s)”	ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of Shares
“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, 10 October 2014

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
Mr. Tse Hin Lin, Arnold