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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 FACILITY**

- (1) On 31 December 2018, the Lender entered into the Loan Agreement with the Borrower in relation to the provision of a loan facility of up to HK\$250,000,000 which is available for drawdown upon signing the Loan Agreement, and shall be repaid within 1 month from the date of drawdown.
- (2) The transaction is subject to the announcement requirement as set out in the Listing Rules but is exempt from Shareholders' approval requirement under the Listing Rules.

The Board announces that on 31 December 2018, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower.

#### **THE LOAN AGREEMENT**

Date : 31 December 2018

Lender : Emperor Prestige Credit Limited, an indirect wholly-owned subsidiary of the Company

Borrower : the borrower under the Loan Agreement

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 or connected persons of the Company.

*\* for identification purpose only*

## **Principal terms of the Loan Agreement**

Amount of the Loan Facility	:	up to HK\$250,000,000
Drawdown	:	available for drawdown upon signing the Loan Agreement
Repayment	:	within 1 month from the date of drawdown
Interest	:	3% per month

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 as from time to time.

## **REASONS FOR ENTERING INTO THE 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 a transaction 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 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 liquid assets, and taking into account the expected revenue to be generated and the attractive return to the Group, the Directors are of the view that the provision of the Loan Facility under the Loan Agreement is made 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**

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company as the relevant percentage ratio(s) exceed 5% but are under 25% and it is 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 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
“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 31 December 2018 entered into between the Lender and the Borrower relating to the granting of the Loan Facility
“Loan Facility”	the loan facility in the amount of up to HK\$250,000,000 granted by the Lender to the Borrower pursuant to the terms of the 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
“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

“%”

per cent

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

Hong Kong, 31 December 2018

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