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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 18 February 2020, the Lender entered into the Supplemental Loan Agreement with the Borrower, pursuant to which, the loan facility amount granted under the First Loan Agreement is increased to HK\$150,000,000 and shall be repaid within 12 months from the date of the Supplemental Loan Agreement.

The transactions contemplated thereunder constitute discloseable transactions of the Company and are therefore subject to the announcement requirement but exempt from shareholders' approval requirement under the Listing Rules.

BACKGROUND

The Board announces that on 18 February 2020, the Lender entered into the Supplemental Loan Agreement to the First Loan Agreement with the Borrower, pursuant to which, the maximum loan facility amount is increased to HK\$150,000,000 and shall be repaid within 12 months from the date of the Supplemental Loan Agreement.

PRINCIPAL TERMS OF LOAN AGREEMENTS

First Loan Agreement

Date : 25 October 2019

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

Borrower : the Borrower

**for identification purpose only*

Amount of the Previous Loan Facility : up to HK\$30,000,000 (the maximum amount was fully drawn down by the Borrower after the date of the First Loan Agreement)

Repayment : within 12 months from the date of First Loan Agreement

Interest : 10% per annum, payable quarterly in arrears from the date of drawdown

Supplemental Loan Agreement

Date : 18 February 2020

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

Borrower : the Borrower

Amount of the Loan Facility : up to HK\$150,000,000

Repayment : within 12 months from the date of the Supplemental Loan Agreement

Interest : 10% per annum, payable every six months in arrears from the date of the Supplemental Loan Agreement

The drawdown of the Loan Facility is subject to, inter alia, 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.

INFORMATION OF THE BORROWER

The Borrower is a merchant who runs estate agency business. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is an independent third party not connected with the Company or connected persons of the Company.

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 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 and upon normal commercial terms. The Loan Facility is funded by internal resources of the Group.

The terms of the Loan Agreements were negotiated on an arm's length basis between the Lender and the Borrower and were on normal commercial terms based on the Company's credit policy. Taking into account the results of the due diligence on the financial background and the repayment ability of the Borrower, the expected stable interest income to be generated from the Loan Facility and the satisfactory payment records of the Borrower in the past, 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 Borrower within the period of 12 months immediately preceding and up to the date of the Supplemental Loan Agreement exceed 5% but are under 25%, the transactions contemplated thereunder constitute discloseable transactions of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

“Board”	board of Directors of the Company
“Borrower”	Ng Wang Chun, Joseph, the borrower under each of the Loan Agreements, being an independent third party to the Company
“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
“First Loan Agreement”	the loan agreement dated 25 October 2019 entered into between the Lender and the Borrower relating to the granting of Previous Loan Facility
“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 Agreements”	the First Loan Agreement and the Supplemental Loan Agreement
“Loan Facility”	loan facility as increased to the amount of up to HK\$150,000,000 which is granted by the Lender to the Borrower pursuant to the terms of 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
“Previous Loan Facility”	the loan facility of up to HK\$30,000,000 granted by the Lender to the Borrower pursuant to the terms of the First Loan Agreement
“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
“Supplemental Loan Agreement”	the supplemental loan agreement dated 18 February 2020 entered into between the Lender and the Borrower relating to the granting of Loan Facility
“%”	per cent

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

Hong Kong, 18 February 2020

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

Executive Directors:

Ms. Daisy Yeung
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors:

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