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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)**

**(I) TERMINATION OF MAY 2015 SUBSCRIPTION AGREEMENTS AND  
MAY 2015 PLACING AGREEMENT;  
(II) SHARE SUBSCRIPTION UNDER GENERAL MANDATE;  
AND  
(III) PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**英皇證券(香港)有限公司**  
**Emperor Securities Limited**

**TERMINATION OF MAY 2015 SUBSCRIPTION AGREEMENTS AND MAY 2015  
PLACING AGREEMENT**

Reference is made to the announcement of the Company dated 26 May 2015, the circular of the Company dated 17 June 2015, and the announcement of the Company dated 3 July 2015 in respect of, inter alia, the May 2015 Subscription and the May 2015 Placing.

Due to the recent local stock market conditions, on 7 July 2015 (after trading hours) (i) the Company and each of the Subscribers entered into the Subscription Agreements, pursuant to which the Company and the Subscribers agreed to terminate the May 2015 Subscription Agreements with effect from the date of the Subscription Agreements; and (ii) the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company and the Placing Agent agreed to terminate the May 2015 Placing Agreement with effect from the date of the Placing Agreement.

\* *for identification purposes only*

The Board considers that the termination of the May 2015 Subscription Agreements and the May 2015 Placing Agreement will not have any material adverse impact on the existing business and financial position of the Group.

## **THE SUBSCRIPTION**

On 7 July 2015 (after trading hours), the Company entered into the Subscription Agreements with the Subscribers pursuant to which the Subscribers, which are Independent Third Parties, have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 222,000,000 Subscription Shares at the Subscription Price of HK\$0.88 per Subscription Share.

The Subscription Shares represent (i) approximately 4.23% of the existing issued Shares of 5,247,945,724 Shares as at the date of this announcement; (ii) approximately 4.06% of the issued Shares of 5,469,945,724 Shares as enlarged by the issue of the Subscription Shares (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares), and (iii) approximately 3.86% of the issued Shares of 5,747,945,724 Shares as enlarged by the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares).

The Subscription Price represents (i) a premium of approximately 51.72% to the closing price of HK\$0.58 per Share as quoted on the Stock Exchange on 7 July 2015, being the date of this announcement and the date of the Subscription Agreements; and (ii) a premium of approximately 4.76% to the average closing price of approximately HK\$0.84 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Subscription Agreements.

The Subscription Shares to be subscribed under the Subscription Agreements will be issued under the General Mandate.

Completion of each Subscription Agreement is subject to the satisfaction of the conditions precedent in the relevant Subscription Agreement.

## **THE PLACING**

On 7 July 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has conditionally agreed to place, on a best effort basis, a maximum number of 278,000,000 Placing Shares to not less than six Placées at a price of HK\$0.88 per Placing Share.

The Placing Price is the same as the Subscription Price.

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six Placees to subscribe for a maximum number of 278,000,000 Placing Shares. Such Placing Shares represent (i) approximately 5.30% of the existing issued Shares of 5,247,945,724 Shares as at the date of this announcement; (ii) approximately 5.03% of the issued Shares of 5,525,945,724 Shares as enlarged by the Placing (assuming no issue or repurchase of Shares other than the issue of the Placing Shares); and (iii) approximately 4.84% of the issued Shares of 5,747,945,724 Shares as enlarged by the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares).

The Placing Shares to be placed under the Placing Agreement will be issued under the General Mandate.

Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement.

As at the date of this announcement, the Placing Agent has successfully procured sub-placing agent and Placees to subscribe for all the Placing Shares.

## **GENERAL**

The Subscription and the Placing are not inter-conditional with each other. The Subscription Agreements are also not inter-conditional with one another.

The estimated aggregate net proceeds of the Subscription and the Placing will be approximately HK\$432.6 million, and are intended to be used for expansion of the money lending businesses of the Group, which include commercial and personal lending as well as margin and IPO financing, and repayment of outstanding loans.

**Completion of the Subscription and the Placing is subject to the satisfaction and/or waiver (if applicable) of the conditions precedent in the Subscription Agreements and the Placing Agreement and therefore, the Subscription and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **TERMINATION OF MAY 2015 SUBSCRIPTION AGREEMENTS AND MAY 2015 PLACING AGREEMENT**

Reference is made to the announcement of the Company dated 26 May 2015, the circular of the Company dated 17 June 2015, and the announcement of the Company dated 3 July 2015 in respect of, inter alia, the May 2015 Subscription and the May 2015 Placing.

Between 19 May 2015 (after trading hours) and 26 May 2015, the Company entered into the May 2015 Subscription Agreements with the Subscribers pursuant to which the Subscribers, which are Independent Third Parties, had conditionally agreed to subscribe for and the Company had conditionally agreed to allot and issue a total of 443,998,000 Shares at the subscription price of HK\$1.50 per Share.

On 19 May 2015 (after trading hours), the Company entered into the May 2015 Placing Agreement with the Placing Agent pursuant to which the Placing Agent had conditionally agreed to place, on a best effort basis, a maximum number of 556,002,000 Shares to not less than six Placées at a price of HK\$1.5 per Share.

Due to the recent local stock market conditions, on 7 July 2015 (after trading hours), (i) the Company and each of the Subscribers entered into Subscription Agreements (details of which are stated below), pursuant to which the Company and the Subscribers agreed to terminate the May 2015 Subscription Agreements with effect from the date of the Subscription Agreements; and (ii) the Company and the Placing Agent entered into a Placing Agreement (details of which are stated below), pursuant to which the Company and the Placing Agent agreed to terminate the May 2015 Placing Agreement with effect from the date of the Placing Agreement.

The Board considers that the termination of the May 2015 Subscription Agreements and the May 2015 Placing Agreement will not have any material adverse impact on the existing business and financial position of the Group.

## **THE SUBSCRIPTION**

### **The Subscription Agreements**

Date : 7 July 2015 (after trading hours)

Issuer : The Company

Subscribers : Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber H and Subscriber I, each of which entered into a Subscription Agreement with the Company

After completion of the March 2015 Placing on 4 June 2015 and assuming the Subscribers and their respective associates did not hold any Shares other than the March 2015 Placing Shares, as at 4 June 2015, the Subscribers and their respective associates in aggregate held 539,002,000 Shares (representing approximately 10.27% of the existing issued Shares of the Company as at the date of this announcement).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Subscribers and their ultimate beneficial owners are Independent Third Parties, and none of the Subscribers (each together with its associates) individually held 10% or more of the issued Shares of the Company.

## Number of Subscription Shares

The Subscription Shares represent (i) approximately 4.23% of the existing issued Shares of 5,247,945,724 Shares as at the date of this announcement; (ii) approximately 4.06% of the issued Shares of 5,469,945,724 Shares as enlarged by the issue of the Subscription Shares (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares), and (iii) approximately 3.86% of the issued Shares of 5,747,945,724 Shares as enlarged by the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares). The aggregate nominal value of the Subscription Shares will be HK\$2,220,000.

## Allocation of the Subscription Shares

The following table summarise the number of Subscription Shares to be subscribed and the aggregate amount of the Subscription Price to be paid by each of the Subscribers:

<b>Name of Subscriber</b>	<b>Number of Subscription Shares</b>	<b>Aggregate amount of Subscription Price (HK\$)</b>
Subscriber A	9,504,000	8,363,520
Subscriber B	14,004,000	12,323,520
Subscriber C	54,996,000	48,396,480
Subscriber D	40,494,000	35,634,720
Subscriber E	46,500,000	40,920,000
Subscriber F	46,002,000	40,481,760
Subscriber G	5,034,000	4,429,920
Subscriber H	966,000	850,080
Subscriber I	4,500,000	3,960,000
Total:	<u>222,000,000</u>	<u>195,360,000</u>

Each of the Subscribers will pay a sum equivalent to its aggregate amount of the Subscription Price to the Company on the completion date of the Subscription.

It is expected that none of the Subscribers will become a substantial shareholder of the Company immediately after completion of the Subscription.

## Subscription Price

The Subscription Price for the Subscription Shares is HK\$0.88 per Subscription Share and represents:–

- (i) a premium of approximately 51.72% to the closing price of HK\$0.58 per Share as quoted on the Stock Exchange on 7 July 2015, being the date of this announcement and the date of the Subscription Agreements; and
- (ii) a premium of approximately 4.76% to the average closing price of approximately HK\$0.84 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the date of the Subscription Agreements.

The Subscription Price is the same as the Placing Price. The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers with reference to the prevailing market price of the Shares. The Directors consider that the Subscription Price of the Subscription Shares is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Subscription Shares to be subscribed under the Subscription Agreements will be issued under the General Mandate.

### **Ranking of the Subscription Shares**

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares then in issue.

### **Conditions of the Subscription Agreements**

Each of the Subscription Agreements is conditional upon the following conditions being fulfilled or waived (as appropriate):

- (i) the termination of the May 2015 Subscription and the May 2015 Placing, and all the relevant parties thereto having executed agreements to such effect;
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in the Subscription Shares;
- (iii) the compliance of any other requirements under the Listing Rules and the Takeovers Code or otherwise of the Stock Exchange and the Securities and Futures Commission of Hong Kong which requires compliance in relation to the Subscription and the issue of the Subscription Shares;
- (iv) there being no material breach of the representations and warranties of the Company under the terms of the Subscription Agreement; and
- (v) the Subscription Agreement not having been terminated in accordance with its terms.

If any of the conditions precedent set out in paragraphs (i) to (iii) (which are incapable of being waived) is not fulfilled on or before 27 July 2015 (or such later date as may be agreed between the Company and the relevant Subscriber), and the conditions precedent set out in paragraphs (iv) and (v) remain unfulfilled as at the date scheduled for completion, all rights, obligations and liabilities of the parties of the relevant Subscription Agreement shall cease and determine and none of the parties thereto shall have any claim against the other in respect of such Subscription Agreement (save for any antecedent breaches thereof).

The Subscription Agreements are not inter-conditional with one another and are not inter-conditional with the Placing.

## **Completion of the Subscription**

Completion of the Subscription Agreements shall take place within 3 Business Days after the fulfilment of the respective conditions as set out in the relevant Subscription Agreement or such other date as the Company and such Subscriber may agree.

## **Application for listing**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the Subscription Shares.

## **Termination of the May 2015 Subscription Agreements**

The Company and each of the Subscribers have agreed to terminate the respective May 2015 Subscription Agreement with effect from the date of the Subscription Agreement and no party shall be under any liability to any other in respect of the respective May 2015 Subscription Agreement. None of the parties shall have any right to claim against each other in respect of prior or existing breach of any term of the respective May 2015 Subscription Agreement.

## **THE PLACING**

### **The Placing Agreement**

Date : 7 July 2015 (after trading hours)

Issuer : The Company

Placing Agent : Emperor Securities

Emperor Securities is a wholly-owned subsidiary of the Company.

### **The Placing Shares**

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six Placees to subscribe for a maximum number of 278,000,000 Placing Shares. Such Placing Shares represent (i) approximately 5.30% of the existing issued Shares of 5,247,945,724 Shares as at date of this announcement; (ii) approximately 5.03% of the issued Shares of 5,525,945,724 Shares as enlarged by the Placing (assuming no issue or repurchase of Shares other than the issue of the Placing Shares); and (iii) approximately 4.84% of the issued Shares of 5,747,945,724 Shares as enlarged by the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares and the Placing Shares).

The Placing Shares to be placed under the Placing Agreement will be issued under the General Mandate.

## **Placee(s)**

The Placing Agent has agreed to procure not less than six Placees (who will be professional, institutional and/or individual investors), who and whose ultimate beneficial owners will be Independent Third Parties. It is expected that none of the Placee(s) will become a substantial shareholder of the Company immediately after completion of the Placing. If any of the Placees becomes a substantial shareholder of the Company as a result of the Placing, further announcement(s) will be made by the Company as and when appropriate.

As at the date of this announcement, the Placing Agent has successfully procured sub-placing agent and Placees to subscribe for all the Placing Shares.

## **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue.

## **Placing Price**

The Placing Price for the Placing Shares is HK\$0.88 per Placing Share and is the same as the Subscription Price. It represents:—

- (i) a premium of approximately 51.72% to the closing price of HK\$0.58 per Share as quoted on the Stock Exchange on 7 July 2015, being the date of this announcement and the Placing Agreement; and
- (ii) a premium of approximately 4.76% to the average closing price of approximately HK\$0.84 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and the Subscription Price, which was arrived at after arm's length negotiations between the Subscribers and the Company. Assuming all the Placing Shares are successfully placed, the net proceeds from the Placing will be approximately HK\$237.3 million and the net Placing Price per Placing Share is approximately HK\$0.85.

## **Placing commission**

The Placing Agent shall receive a placing commission of 3% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable.



## **Conditions of the Placing Agreement**

The Placing is conditional upon the following conditions being fulfilled:

- (i) the termination of the May 2015 Subscription and the May 2015 Placing, and all the relevant parties thereto having executed agreements to such effect;
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in the Placing Shares; and
- (iii) the Placing Agreement not having been terminated in accordance with its terms.

If any of the conditions precedent is not fulfilled on or before 27 July 2015 (or such other date as may be agreed by the Placing Agent and the Company in writing), all rights, obligations and liabilities of the parties under the Placing Agreement shall cease and determine and none of the parties thereto shall have any claim against each other in respect of the Placing (save for any antecedent breaches thereof). All the conditions precedent are incapable of being waived.

The Placing is not inter-conditional with the Subscription.

## **Termination of the Placing**

The Placing Agent may terminate the Placing Agreement by notice in writing given to the Company at any time prior to 9:00 a.m. on the completion date of the Placing upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Group taken as a whole or the success of the Placing or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/ or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions; or
- (b) the imposition of any moratorium, suspension or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group; or

- (d) any litigation or claim being instigated against any member of the Group, which has or may have a material effect on the business or financial position of the Group; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the completion date of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material adverse change (whether or not forming part of a series of changes) in market conditions.

In the event that the Placing Agreement is terminated pursuant to the terms therein, all obligations of the parties under the Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement and the liability of the Company to pay to the Placing Agent all reasonable costs, charges and expenses in accordance with the Placing Agreement.

### **Completion of the Placing**

Completion of the Placing will take place within 3 Business Days after the fulfilment of the conditions set out in the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

### **Application for listing**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the Placing Shares.

### **Termination of the May 2015 Placing Agreement**

The Company and the Placing Agent have agreed to terminate the May 2015 Placing Agreement with effect from the date of the Placing Agreement and no party shall be under any liability to any other in respect of the May 2015 Placing Agreement. None of the parties shall have any right to claim against each other in respect of prior or existing breach of any term of the May 2015 Placing Agreement.

### **GENERAL MANDATE**

Under the General Mandate, the Company is authorized to issue up to 526,392,763 Shares. Up to the date of this announcement, no Share has been issued under the General Mandate. The maximum of 222,000,000 Subscription Shares and 278,000,000 Placing Shares (500,000,000 Shares to be issued in aggregate) will be issued under the General Mandate. Accordingly, the issue of the Subscription Shares and Placing Shares is not subject to approval of the Shareholders.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription and/or the Placing and assuming no further issue of new Shares or repurchase of Shares up to the date of completion of the Subscription and the Placing:

	As at the date of this announcement		Only all the Subscription Shares are issued		Only all the Placing Shares are issued		All the Subscription Shares and the Placing Shares are issued	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Emperor Capital Holdings (Note 1)	2,660,275,360	50.69	2,660,275,360	48.64	2,660,275,360	48.15	2,660,275,360	46.28
Ms. Daisy Yeung (Note 2)	18,000,000	0.34	18,000,000	0.33	18,000,000	0.33	18,000,000	0.31
Mr. Chan Shek Wah (Note 2)	20,457,000	0.39	20,457,000	0.37	20,457,000	0.37	20,457,000	0.36
Ms. Choi Suk Hing, Louisa (Note 2)	4,680,000	0.09	4,680,000	0.09	4,680,000	0.08	4,680,000	0.08
Ms. Pearl Chan (Note 2)	2,925,000	0.06	2,925,000	0.05	2,925,000	0.05	2,925,000	0.05
Public Shareholders	2,002,606,364	38.16	2,002,606,364	36.61	2,002,606,364	36.24	2,002,606,364	34.84
Subscribers of the Subscription Shares (Note 3)	539,002,000	10.27	761,002,000	13.91	539,002,000	9.75	761,002,000	13.24
Placees of the Placing Shares	-	-	-	-	278,000,000	5.03	278,000,000	4.84
<b>Total</b>	<b>5,247,945,724</b>	<b>100</b>	<b>5,469,945,724</b>	<b>100</b>	<b>5,525,945,724</b>	<b>100</b>	<b>5,747,945,724</b>	<b>100</b>

### Notes:

- Such Shares are beneficially held by Emperor Capital Holdings, which is indirectly owned by AY Trust of which Ms. Daisy Yeung is one of the eligible beneficiaries and has deemed interest in such Shares
- Ms. Daisy Yeung, Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan are Directors.
- On 4 June 2015, after completion of the March 2015 Placing and assuming (i) the Subscribers did not hold any Shares other than the March 2015 Placing Shares on 4 June 2015 and (ii) there is no change in the Subscribers' shareholding in the Company since 4 June 2015, as at the date of this announcement, 539,002,000 Shares were held by the Subscribers. The Subscribers confirmed that none of them and/or any investment fund managed or advised by them are interested in more than 5% of the issued Shares as at the date of this announcement. It is expected that none of the Subscribers will become a substantial shareholder of the Company immediately after completion of the Subscription.

## FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

Set out below are the fund raising activities of the Company during the past 12 months immediately preceding date of this announcement:

Date of announcement	Description	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds (approximately)
26 March 2015	Rights issue on the basis of one rights share for every two Shares at the subscription price of HK\$0.5 per rights share which was completed in June 2015	HK\$651.2 million	Expansion of the existing businesses of the Company especially for the money lending business and asset management business; repayment of outstanding loans; general working capital and to finance any future business opportunities to be identified by the Company	HK\$325.6 million was used for expansion of the money lending business, HK\$162.8 million was used to repay outstanding loans and HK\$73.0 million was used as the general working capital. The remaining HK\$89.8 million is deposited at bank and will be used as general working capital or to finance any future business opportunities to be identified by the Company.
26 March 2015	Placing of 1,300,000,000 new Shares at the placing price of HK\$0.5 per placing share which was completed in June 2015	HK\$630.3 million	Expansion of the existing businesses of the Company especially for the money lending business and asset management business; repayment of outstanding loans; general working capital and to finance any future business opportunities to be identified by the Company	HK\$315.2 million was used for expansion of the money lending business and HK\$157.6 million was used to repay outstanding loans. The remaining HK\$157.5 million is deposited at bank and will be used as general working capital or to finance any future business opportunities to be identified by the Company.

As disclosed in the previous section of this announcement, the Company entered into the May 2015 Subscription Agreements pursuant to which the Subscribers agreed to subscribe 443,998,000 subscription shares at the subscription price of HK\$1.50 per share and the Company also entered into the May 2015 Placing Agreement with the Placing Agent in relation to the placing of a maximum number of 556,002,000 shares at the placing price of HK\$1.50 per share for expansion of the money lending business of the Group and repayment of outstanding loans. The May 2015 Subscription Agreements and the May 2015 Placing Agreement were terminated on 7 July 2014 and the May 2015 Subscription and the May 2015 Placing will not proceed.

Save as disclosed herein, the Company has not conducted any equity fund raising activity in the 12 months immediately preceding the date of this announcement.

## **REASONS FOR THE SUBSCRIPTION AND THE PLACING**

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) commercial and personal lending as well as margin and IPO financing; (ii) brokerage, wealth management and asset management; (iii) placing and underwriting services for listed vehicles; and (iv) corporate finance advisory services.

The Company has entered into the May 2015 Subscription Agreement and the May 2015 Placing Agreement to raise approximately HK\$1,500 million before expenses. In view of the change of market conditions which prejudice the market price of the Shares since the date of the May 2015 Subscription Agreement and the May 2015 Placing Agreement, the Company, the Subscribers and the Placing Agent have agreed to terminate the respective May 2015 Subscription Agreements and May 2015 Placing Agreement with full release of the obligations of all parties thereunder. In view of approximately HK\$440 million before expenses will be raised from the Subscription and the Placing, the Directors consider that the Subscription Agreement and the Placing Agreement, in replacement of the May 2015 Subscription Agreements and the May 2015 Placing Agreement, will serve to facilitate the Company to continue its expansion plan of the money lending business and strengthen the financial position of the Group. Hence, the Board considers that fund raising through the Subscription and the Placing is in the interests of the Company and the Shareholders as a whole.

## **USE OF PROCEEDS**

The gross proceeds of the Subscription and the Placing will be HK\$440 million. The net proceeds from the Subscription and the Placing, after deduction of the relevant commission and other related expenses, are estimated to be approximately HK\$432.6 million. The Company intends to use such net proceeds as to approximately HK\$320 million for expansion of the money lending business which include commercial and personal lending as well as margin and IPO financing and as to approximately HK\$112.6 million for repayment of outstanding loans.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES**

**Completion of the Subscription and the Placing is subject to the satisfaction and/or waiver (if applicable) of the conditions precedent in the Subscription Agreements and the Placing Agreement and therefore, the Subscription and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **DEFINITION**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“associate(s)” has the meaning ascribed thereto under the Listing Rules

“AY Trust”	The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert, of which Ms. Daisy Yeung (the Managing Director of the Company) is one of the eligible beneficiaries
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays and Sundays and any day on which a tropical cyclone warning signal No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the securities of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director”	Director(s) of the Company
“Emperor Capital Holdings”	Emperor Capital Group Holdings Limited, being the controlling shareholder of the Company and a company indirectly owned by the AY Trust
“Emperor Securities”	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) and an indirect wholly-owned subsidiary of the Company
“General Mandate”	the general mandate granted to the Board pursuant to the resolution passed by the Shareholders at the annual general meeting of the Company held on 21 January 2015 to allot, issue and deal with up to 20% of the then issued shares of the Company (being 2,631,963,816 Shares) as at the date of passing such resolution, which is equivalent to 526,392,763 Shares
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third parties independent of and not connected with the Company and connected person(s) of the Company
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“March 2015 Placing”	the placing of the March 2015 Placing Shares pursuant to the terms and conditions set out in the underwriting and placing agreement entered into between the Company as issuer and RaffAello Securities (HK) Limited and Emperor Securities as placing agents on 26 March 2015, which has been completed on 4 June 2015, details of which were set out in the announcements of the Company dated 26 March 2015, 21 May 2015 and 4 June 2015
“March 2015 Placing Shares”	1,300,000,000 new Shares issued by the Company under the March 2015 Placing
“May 2015 Placing”	the placing of the maximum of 556,002,000 new Shares by Emperor Securities, as placing agent on the terms and subject to the conditions set out in the May 2015 Placing Agreement
“May 2015 Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent on 19 May 2015 (after trading hours) in respect of the May 2015 Placing, which was terminated on 7 July 2015
“May 2015 Subscription”	the subscription of the 443,998,000 new Shares by the Subscribers pursuant to the terms and conditions of the May 2015 Subscription Agreements
“May 2015 Subscription Agreements”	the subscription agreements entered into between the Company and the Subscribers individually between 19 May 2015 (after trading hours) and 26 May 2015 (as the case may be) in respect of the May 2015 Subscription, which all the May 2015 Subscription Agreements were terminated on 7 July 2015

“Placee(s)”	any independent professional, institutional, and/or individual investors who are Independent Third Parties
“Placing”	the placing of the Placing Shares on a best effort basis pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Emperor Securities
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent on 7 July 2015 (after trading hours) in respect of the Placing
“Placing Price”	HK\$0.88 per Placing Share
“Placing Share(s)”	a maximum number of 278,000,000 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	CAM Global Funds SPC, which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber B”	China Minsheng Banking Corp., Ltd., Hong Kong Branch, which is an Independent Third Party and a company incorporated in the People’s Republic of China
“Subscriber C”	Factorial Master Fund, which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber D”	Insight Multi-Strategy Funds SPC – Insight Phoenix Fund III SP, which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber E”	Multiclue Capital Limited, which is an Independent Third Party and a company incorporated in the Cayman Islands



“Subscriber F”	Oasis Investments II Master Fund Ltd., which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber G”	Pine River China Master Fund Limited, which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber H”	Pine River Master Fund Limited, which is an Independent Third Party and a company incorporated in the Cayman Islands
“Subscriber I”	Value Partners Hong Kong Limited, which is an Independent Third Party and a company incorporated in Hong Kong
“Subscribers”	Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber H and Subscriber I and “Subscriber” means any one of them
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreements
“Subscription Agreement(s)”	the subscription agreements entered into between the Company and the Subscribers individually on 7 July 2015 (after trading hours) in respect of the Subscription and “Subscription Agreement” means any of them
“Subscription Price”	HK\$0.88 per Subscription Share
“Subscription Shares”	the 222,000,000 new Shares to be allotted and issued by the Company to the Subscribers or their nominees pursuant to the terms and conditions of the Subscription Agreements
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent

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

Hong Kong, 7 July 2015

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