



英皇證券集團有限公司  
Emperor Capital Group Limited

於百慕達註冊成立之有限公司 Incorporated in Bermuda with limited liability

## PROPOSES FUND RAISING EXERCISE

(Hong Kong, 26 March 2015) **Emperor Capital Group Limited** (the “Group” or “Emperor Capital Group”) (Stock code: 717), a one-stop comprehensive financial services institution in Hong Kong, proposes to raise not more than approximately HK\$1.31 billion aggregately by way of (I) rights issue and (II) placing of new shares under specific mandate.

### **(I) Rights Issue**

The Group proposes to raise approximately HK\$658 million before expenses by way of the rights issue of 1,315,981,908 rights shares to the qualifying shareholders at the subscription price of HK\$0.5 per rights share (the “Subscription Price”) on the basis of one rights share for every two existing ordinary shares held on the record date (i.e. 6 May 2015).

The Subscription Price represents a discount of approximately 32.4% to the closing price of HK\$0.74 per share as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) today (i.e. the last trading day). Such rights issue is fully underwritten by the controlling shareholder of the Group, which agree to subscribe for all the rights shares that are not taken up by other shareholders.

### **(II) Placing of New Shares under Specific Mandate**

The Group proposes to place a maximum number of 1,300,000,000 new shares at the placing price of HK\$0.5 per placing share (the “Placing Price”), of which 400,000,000 new shares is underwritten by RaffAello Securities (HK) Limited, one of the placing agents.

The Placing Price represents a discount of approximately 32.4% to the closing price of HK\$0.74 per share as quoted on the Stock Exchange today (i.e. the date of the underwriting and placing agreement). The maximum number of 1,300,000,000 new shares represents approximately 49.39% of the existing issued share capital of the Group as of today.

Such placing of new shares will be subject to the shareholders’ approval at the Special General Meeting (the “SGM”). No shareholder is required to abstain from voting at the SGM in respect of the resolutions relating to the placing of new shares and the specific mandate.

**Ms. Daisy Yeung, Managing Director of Emperor Capital Group**, said, “This fund raising size amounts to not more than HK\$1.31 billion, representing two-third of the market capitalization of the Group as of today. It offers a good chance for the Group to strengthen its financial position without having to incur interest expense as compared to debt financing. The rights issue will give the qualifying shareholders the opportunity to subscribe for the shares according to their respective shareholding interests of the Group. In addition, the placing of new shares will further broaden its shareholder base and enhance its shareholder portfolio. In view of increasing demand for loan and financing services, the additional capital can support us for driving continuous development and business growth.”

The estimated aggregate net proceeds of the entire fund raising exercise will be ranged between approximately HK\$1.28 billion and HK\$845 million, which are intended to be used for working capital for business expansion, especially for the money lending business and asset management business; repayment of outstanding loans and to finance any future business opportunities to be identified by the Group.

The controlling shareholder of the Group currently holds 1,773,516,907 shares, representing approximately 67.38% of the issued share capital of the Group. Assuming all holders of issued shares will take up all the rights shares and all the placing shares are issued, the controlling shareholder will hold approximately 50.69% of the enlarged issued share capital of the Group, immediately after completion of the entire fund raising exercise.

- End -

### **Expected Timetable For Shareholders**

<b>2015 (HK Time)</b>	<b>Event</b>
20 April	- Despatch of circular and notice of the SGM
29 April	- Last day of dealings in the shares on a cum-rights basis
30 April	- First day of dealings in the shares on an ex-rights basis
11:00 a.m., 4 May	- Latest time for lodging of proxies for the SGM
4:30 p.m., 4 May	- Latest time for lodging transfer of shares in order to be qualified for the rights issue and the SGM
5 May – 6 May (both dates inclusive)	- Register of members closes
6 May	- Record date for the rights issue and the SGM
11:00 a.m., 6 May	- Time and date of the SGM
7 May	- Prospectus documents expected to be despatched
11 May	- First day of dealings in nil-paid rights shares
4:30 p.m., 13 May	- Latest time for splitting nil-paid rights shares
18 May	- Last day of dealings in nil-paid rights shares
4:00 p.m., 21 May	- Latest time for acceptance of and payment for rights shares and application and payment for excess rights shares
4:00 p.m., 27 May	- Latest time for the termination of the underwriting agreement
28 May	- Announcement of results of acceptance and excess application of the rights issue
on or before 29 May	- Refund cheques in respect of wholly and partially unsuccessful applications for excess rights shares expected to be posted - Certificates for fully-paid rights issue expected to be despatched
29 May	- Placing expected to be completed
9:00 a.m., 1 Jun	- Dealings in fully-paid rights shares and placing shares commence

To qualify for the rights issue, the shareholder must:

1. be registered as a member of the Group at the close of business on 6 May; and
2. be a qualifying shareholder

In order to be registered as members of the Group at the close of business on 6 May 2015, any relevant transfer documents (together with the relevant share certificates) must be lodged with the Group's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 4 May 2015.

**About Emperor Capital Group Limited**

Established in 1993, Emperor Capital Group Limited (717.HK) is a renowned Hong Kong based financial institution providing a wide range of financial services 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) provision of margin and IPO financings as well as loans and advances such as personal money lending and mortgage loan; (iii) placing and underwriting services; and (iv) corporate finance advisory services.

For more information, please visit its website: [www.emperorcapi.com](http://www.emperorcapi.com)

**Investor/Media Enquiries**

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