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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 on 30 September 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into:

- (i) the 2015 Loan Agreement (1) with Borrower A, under which the Lender has agreed to provide a loan facility of up to HK\$60,000,000 to Borrower A; and
- (ii) the 2015 Loan Agreement (2) with Borrower C, under which the Lender has agreed to provide a loan facility of up to HK\$114,000,000 to Borrower C.

As announced on 29 September 2014, the Lender entered into the 2014 Loan Agreements with Borrower A and Borrower B regarding the provision of loan facilities of up to HK\$40,000,000 and HK\$80,000,000 to Borrower A and Borrower B respectively.

Borrower A, B and C are connected or associated with each other and the interest income derived from the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2015 Loan Agreements have to be aggregated for disclosure purpose.

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the aggregated interest income from the Borrowers (who are parties connected or associated with one another) pursuant to the Loan Agreements to the Lender within the period of 12 months immediately preceding and up to the date of the 2015 Loan Agreements have exceeded 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 exempted from the Shareholders' approval requirement under the Listing Rules.

The Board of Company announces that on 30 September 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into (i) the 2015 Loan Agreement (1) with Borrower A, under which the Lender has agreed to provide a loan facility of up to HK\$60,000,000 to Borrower A; and (ii) the 2015 Loan Agreement (2) with Borrower C, under which the Lender has agreed to provide a loan facility of up to HK\$114,000,000 to Borrower C.

** for identification purposes only*

As announced on 29 September 2014, the Lender entered into the 2014 Loan Agreements with Borrower A and Borrower B regarding the provision of loan facilities of up to HK\$40,000,000 and HK\$80,000,000 to Borrower A and Borrower B respectively. As the 2014 Loan Agreements were expired and the amounts drawn down under the 2014 Loan Facilities were fully repaid, the obligations of the parties thereunder were duly fulfilled and the 2014 Loan Agreements ceased to have effect.

Borrower A, B and C are connected or associated with each other and the interest income derived from the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2015 Loan Agreements have to be aggregated for disclosure purpose.

The principal terms of the 2015 Loan Agreements are summarized as below:-

THE 2015 LOAN AGREEMENT (1)

Parties

Lender: Emperor Finance

Borrower: Borrower A

Principal terms of the 2015 Loan Agreement (1)

Date: 30 September 2015

Amount of the loan facility: up to HK\$60,000,000

Drawdown: available for drawdown upon signing the 2015 Loan Agreement (1)

Repayment: within 12 months from the date of drawdown

Interest: 18% per annum

THE 2015 LOAN AGREEMENT (2)

Parties

Lender: Emperor Finance

Borrower: Borrower C

Principal terms of the 2015 Loan Agreement (2)

Date: 30 September 2015

Amount of the loan facility: up to HK\$114,000,000

Drawdown: available for drawdown upon signing of the 2015 Loan Agreement (2)

Repayment: within 12 months from the date of drawdown

Interest: 14% per annum

Security for the loan facility: the loan facility is secured by:

- 1) a first legal charge and an assignment of rental over certain properties located in Hong Kong in favour of the Lender for the due performance of the obligations and duties of Borrower C under the 2015 Loan Agreement (2); and
- 2) a corporate guarantee duly executed by Borrower B in favour of the Lender

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower A is an individual as well as a director and a substantial shareholder (as defined under the Listing Rules) of Borrower B which is a company listed on the Stock Exchange. Borrower C is an indirect wholly-owned subsidiary of Borrower B and Borrower A is also a director of Borrower C. The principal activities of Borrower B is investment holding and its subsidiaries, including Borrower C, are mainly engaged in property development and investment.

The Borrowers are connected or associated with one another under the Listing Rules. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Borrower A, Borrower B (including the ultimate beneficial owner of its substantial shareholder (as defined under the Listing Rules)) and Borrower C are independent third parties not connected with the Company or connected persons of the Company.

REASONS FOR ENTERING INTO THE LOAN AGREEMENTS

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 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 provision of the 2015 Loan Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The 2015 Loan Facilities will be funded by internal resources of the Group.

The terms of the 2015 Loan Agreements were arrived at after arm's length negotiations between the Lender, Borrower A and Borrower C respectively. After considering (i) the security under the 2015 Loan Agreement (2); and (ii) the expected revenue to be generated from the 2015 Loan Agreements, the Directors are of the view that the provision of the 2015 Loan Facilities under the 2015 Loan Agreements 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 aggregated interest income from the Borrowers (who are parties connected or associated with one another) pursuant to the Loan Agreements to the Lender within the period of 12 months immediately preceding and up to the date of the 2015 Loan Agreements 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

“2014 Loan Agreement(s)”	the loan agreements dated 27 March 2014 and 29 September 2014 entered into between the Lender and Borrower A and Borrower B respectively relating to the granting of the 2014 Loan Facilities
“2014 Loan Facilities”	the loan facilities granted by the Lender in the amounts of up to HK\$40,000,000 to Borrower A and HK\$80,000,000 to Borrower B pursuant to the respective terms of the 2014 Loan Agreements
“2015 Loan Agreement (1)”	the loan agreement dated 30 September 2015 entered into between the Lender and Borrower A relating to the granting of the loan facility of up to HK\$60,000,000 to Borrower A
“2015 Loan Agreement (2)”	the loan agreement dated 30 September 2015 entered into between the Lender and Borrower C relating to the granting of the loan facility of up to HK\$114,000,000 to Borrower C
“2015 Loan Agreements”	the 2015 Loan Agreement (1) and 2015 Loan Agreement (2)
“2015 Loan Facilities”	the loan facilities granted by the Lender in the amounts of up to HK\$60,000,000 to Borrower A and HK\$114,000,000 to Borrower C pursuant to the respective terms of the 2015 Loan Agreements
“Board”	board of Directors of the Company
“Borrower A”	the borrower under the 2015 Loan Agreement (1) and the 2014 Loan Agreement dated 27 March 2014 relating to the loan facility in the amount of up to HK\$40,000,000 and being an independent third party
“Borrower B”	the borrower under the 2014 Loan Agreement dated 29 September 2014 relating to the loan facility in the amount of up to HK\$80,000,000 and being an independent third party
“Borrower C”	the borrower under the 2015 Loan Agreement (2) and being an independent third party
“Borrowers”	Borrower A, Borrower B and Borrower C

“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” 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 2014 Loan Agreements and 2015 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
“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, 30 September 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
Ms. Wan Choi Ha