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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 16 June 2016, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the 2016 Loan Agreement with Borrower (I), under which the Lender has agreed to provide a loan facility of up to HK\$170,000,000 to Borrower (I).

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the aggregated interest income from the Borrower (I) and his associates to the Lender and the maximum amount of financial assistance granted to Borrower (I) and his associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2016 Loan Agreement 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.

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Summary details of the 2016 Loan Agreement are set out below:-

THE 2016 LOAN AGREEMENT

Parties

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

Borrower: Borrower (I)

** for identification purposes only*

Principal terms of the 2016 Loan Agreement

Date:	16 June 2016
Amount of the loan facility:	up to HK\$170,000,000
Drawdown:	available for drawdown upon signing of the 2016 Loan Agreement
Repayment:	within 3 months from the date of first drawdown
Interest:	33% per annum

THE 2013 LOAN AGREEMENT AND THE 2014 LOAN AGREEMENT

On 16 April 2013, the Lender entered into the 2013 Loan Agreement with Borrower (I), under which the Lender had agreed to provide a loan facility of up to HK\$10,000,000 to Borrower (I). Details of the 2013 Loan Agreement were set out in the announcement of the Company dated 11 August 2014. The 2013 Loan facility was fully drawn down by Borrower (I) and remains outstanding as at the date of this announcement. The 2013 Loan facility was rolled over and such amount, together with the interests accrued therefrom, shall be repaid on or before 29 April 2017.

In addition, on 11 December 2014, the Lender entered into the 2014 Loan Agreement with Borrower (II), a company wholly-owned by Borrower (I), under which the Lender had agreed to provide a loan facility of up to HK\$200,000,000 to Borrower (II). Details of the 2014 Loan Agreement were set out in the announcement of the Company dated 11 December 2014. Subsequently, the repayment date of the 2014 Loan Facility was extended to 9 July 2016. As at the date of this announcement, HK\$147,423,334 out of the 2014 Loan Facility was drawdown by Borrower (II) and remains outstanding.

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower (I) is an individual as well as the sole director and sole shareholder of Borrower (II). Borrower (II) is an investment holding company incorporated in Hong Kong and its subsidiaries are principally engaged in properties investment. Borrower (I) and Borrower (II) are associated with one another under the Listing Rules. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrowers are independent third parties not connected with the Company or connected persons of the Company.

REASONS FOR ENTERING INTO THE 2016 LOAN AGREEMENT

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. The provision of the 2016 Loan Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The 2016 Loan Facility was funded by internal resources of the Group.

The terms of the 2016 Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower (I). After considering the expected revenue to be generated, the Directors are of the view that the terms of the 2016 Loan Agreement 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 ratios (as defined under the Listing Rules) in respect of the aggregated interest income from the Borrower (I) and his associates to the Lender and the maximum amount of financial assistance granted to the Borrower (I) and his associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2016 Loan Agreement 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

“2013 Loan Agreement”	the loan agreement dated 16 April 2013 entered into between the Lender and Borrower (I) relating to the granting of the 2013 Loan Facility (as supplemented by relevant supplemental agreements)
“2013 Loan Facility”	the loan facility in the amount up to HK\$10,000,000 granted by the Lender to Borrower (I) pursuant to the terms of the 2013 Loan Agreement
“2014 Loan Agreement”	the loan agreement dated 11 December 2014 entered into between the Lender and Borrower (II) relating to the granting of the 2014 Loan Facility (as supplemented by relevant supplemental agreements)
“2014 Loan Facility”	the loan facility in the amount up to HK\$200,000,000 granted by the Lender to Borrower (II) pursuant to the terms of the 2014 Loan Agreement
“2016 Loan Agreement”	the loan agreement dated 16 June 2016 entered into between the Lender and Borrower (I) relating to the granting of the 2016 Loan Facility
“2016 Loan Facility”	the loan facility in the amount up to HK\$170,000,000 granted by the Lender to Borrower (I) pursuant to the terms of the 2016 Loan Agreement
“Board”	board of Directors of the Company

“Borrower (I)”	the borrower under the 2013 Loan Agreement and the 2016 Loan Agreement and an independent third party to the Company and its connected persons
“Borrower (II)”	the borrower under the 2014 Loan Agreement and an independent third party to the Company and its connected persons
“Borrowers”	Borrower (I) and Borrower (II)
“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 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 2013 Loan Agreement, the 2014 Loan Agreement and the 2016 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 ordinary shares of HK\$0.01 each in the issued share capital of the Company
“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, 16 June 2016

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