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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:

- (i) on 6 November 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Fifth Loan Agreement with Borrower B, under which the Lender has agreed to provide the Fifth Loan Facility of up to HK\$30,000,000 to Borrower B. The Fifth Loan Facility shall be available for drawdown within 1 month from date of the Fifth Loan Agreement, and shall be repaid within 3 months from the date of first drawdown; and
- (ii) within 12 months preceding the date of the Fifth Loan Agreement, the Lender has entered into the Previous Loan Agreements with Borrower A, under which HK\$25,000,000 under the Fourth Loan Facility is still outstanding from Borrower A as at the date of this announcement.

Borrower A is the substantial shareholder (as defined under the Listing Rules) of Borrower B. As such, Borrower A and Borrower B are associated with one another under the Listing Rules and all of the above the transactions with them should be aggregated for disclosure in complying with Rule 14.22 of the Listing Rules.

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the aggregated interest income to the Group and maximum amount of financial assistance granted to the Borrowers or their respective associates pursuant to the Loan Facilities within the period of 12 months immediately preceding and up to the date of the Fifth 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.

Reference is made to the announcements of the Company dated 17 January 2014 and 11 March 2014 (the "Announcements"). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements.

** for identification purposes only*

The Board announces that on 6 November 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Fifth Loan Agreement with Borrower B, under which the Lender has agreed to provide the Fifth Loan Facility of up to HK\$30,000,000 to Borrower B.

As disclosed in the Announcements, within 12 months preceding the date of the Fifth Loan Agreement, the Lender has entered into the First Loan Agreement, the Second Loan Agreement and the Third Loan Agreement with Borrower A, under which the Lender has agreed to provide the First Loan Facility, Second Loan Facility and Third Loan Facility of up to HK\$20,000,000, HK\$40,000,000 and HK\$50,000,000 to Borrower A respectively.

Pursuant to Previous Loan Agreements, the Previous Loan Facilities cannot be re-borrowed upon fully drawdown and repaid. The maximum loan facilities under the First Loan Facility, the Second Loan Facility and the Third Loan Facility have been drawdown and fully repaid, the obligations of Emperor Finance and Borrower A under the First Loan Agreement, the Second Loan Agreement and the Third Loan Agreement were duly fulfilled and relevant loan agreements ceased to have effect.

On 11 June 2014, the Lender entered into the Fourth Loan Agreement with Borrower A, under which the Lender has agreed to provide the Fourth Loan Facility of up to HK\$50,000,000 to Borrower A. The maximum amount under the Fourth Loan Facility has been drawdown and HK\$25,000,000 has been repaid up to the date of this announcement, the remaining balance of HK\$25,000,000 shall be repaid on or before 11 November 2014.

The principal terms of the Fourth Loan Agreement and Fifth Loan Agreement are set out below.

THE FOURTH LOAN AGREEMENT

Parties

Lender: Emperor Finance
Borrower: Borrower A

Principal terms of the Fourth Loan Agreement

Date: 11 June 2014
Amount of the loan facility: up to HK\$50,000,000
Drawdown: available for drawdown within 1 month from date of the Fourth Loan Agreement
Repayment: within 5 months from the date of first drawdown
Interest: 2% per month

THE FIFTH LOAN AGREEMENT

Parties

Lender: Emperor Finance

Borrower: Borrower B

Principal terms of the Fifth Loan Agreement

Date: 6 November 2014

Amount of the loan facility: up to HK\$30,000,000

Drawdown: available for drawdown within 1 month from date of the Fifth Loan Agreement

Repayment: within 3 months from the date of first drawdown

Interest: 2% per month

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower A is a company listed on the Stock Exchange. Its principal activity is investment holding and its subsidiaries are principally engaged in media and entertainment related businesses. Borrower B is a company listed on the Stock Exchange. Its principal activity is investment holding and its subsidiaries are principally engaged in provision of media services. Borrower A is the substantial shareholder (as defined under the Listing Rules) of Borrower B. As such, Borrower A and Borrower B are 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 and the ultimate beneficial owner of their respective substantial shareholders (as defined under the Listing Rules) 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) 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) margin and initial public offering financings as well as loans and advances such as personal money lending and second mortgage loan; (iii) placing and underwriting services; 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 Loan Facilities is carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities were/will be funded by internal resources of the Group.

The terms of the Loan Agreements were arrived at after arm's length negotiations between the Lender and the Borrowers. After considering the expected revenue generated / to be generated, the Directors are of the view that the provision of the Loan Facilities under the 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 to the Group and maximum amount of financial assistance granted to the Borrowers or their respective associates pursuant to the Loan Facilities within the period of 12 months immediately preceding and up to the date of the Fifth 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

“Board”	board of Directors of the Company
“Borrower A”	the borrower under the Previous Loan Agreements and an independent third party
“Borrower B”	the borrower under the Fifth Loan Agreement and an independent third party
“Borrowers”	Borrower A and Borrower B
“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
“Fifth Loan Agreement”	the loan agreement dated 6 November 2014 entered into between the Lender and Borrower B relating to the granting of the Fifth Loan Facility
“Fifth Loan Facility”	the loan facility in the amount up to HK\$30,000,000 granted by the Lender to Borrower B pursuant to the terms of the Fifth Loan Agreement
“Fourth Loan Agreement”	the loan agreement dated 11 June 2014 entered into between the Lender and Borrower A relating to the granting of the Fourth Loan Facility
“Fourth Loan Facility”	the loan facility in the amount up to HK\$50,000,000 granted by the Lender to Borrower A pursuant to the terms of the Fourth Loan Agreement
“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 Fifth Loan Agreement and the Previous Loan Agreements
“Loan Facilities”	the Fifth Loan Facility and the Previous Loan Facilities
“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 Agreements”	the First Loan Agreement, the Second Loan Agreement, the Third Loan Agreement and the Fourth Loan Agreement
“Previous Loan Facilities”	the First Loan Facility, the Second Loan Facility, the Third Loan Facility and the Fourth Loan Facility
“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, 6 November 2014

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