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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 29 September 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement B with Borrower B, under which the Lender has agreed to provide the Loan Facility B of up to HK\$80,000,000 to Borrower B; and
- (ii) within 12 months preceding the date of the Loan Agreement B, the Lender has entered into the Loan Agreement A with Borrower A for providing the Loan Facility A of up to HK\$40,000,000 to Borrower A and the maximum amount was fully drawn down by Borrower A under the Loan Agreement A.

Borrower A is a director and a substantial shareholder (as defined under the Listing Rules) of Borrower B. Borrower A and Borrower B are associated with one another under the Listing Rules and the transactions under the Loan Agreements 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 aggregate amount of financial assistance granted to the Borrowers or their associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Loan Agreement B 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.

The Board announces that :

- (i) on 29 September 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement B with Borrower B, under which the Lender has agreed to provide the Loan Facility B of up to HK\$80,000,000 to Borrower B; and

** for identification purposes only*

- (ii) within 12 months preceding the date of the Loan Agreement B, the Lender has entered into the Loan Agreement A with Borrower A for providing the Loan Facility A of up to HK\$40,000,000 to Borrower A and the maximum amount was fully drawn down by Borrower A under the Loan Agreement A.

THE LOAN AGREEMENT A

Parties

Lender: Emperor Finance

Borrower: Borrower A

Principal terms of the Loan Agreement A

Date: 27 March 2014

Amount of the Loan Facility A: up to HK\$40,000,000 (the maximum amount was fully drawn down by Borrower A after the date of the Loan Agreement A)

Repayment: within 1 year from the date of drawdown

Interest: 12% per annum

Security: a charge over all monies and stocks in the securities account of Borrower A maintained with the Group in favour of the Lender

THE LOAN AGREEMENT B

Parties

Lender: Emperor Finance

Borrower: Borrower B

Principal terms of the Loan Agreement B

Date: 29 September 2014

Amount of the Loan Facility B: up to HK\$80,000,000

Drawdown: available from the date of the Loan Agreement B and within 11 months from the date of the Loan Agreement B

Repayment: within 1 year from the date of first drawdown

Interest: 1% per month

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. The principal activity of Borrower B is investment holding and its subsidiaries are engaged in property development.

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 its ultimate beneficial owner(s) 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. 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 (i) the security of Loan Agreement A; and (ii) the expected revenue generated / to be generated and the attractive return to the Group, 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 mentioned above, the Borrowers are associated with one another under the Listing Rules and the transactions under the Loan Agreements 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 aggregate amount of financial assistance granted to the Borrowers or their associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Loan Agreement B 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 Loan Agreement A and an independent third party
“Borrower B”	the borrower under the Loan Agreement B 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
“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 Agreement A”	the loan agreement dated 27 March 2014 entered into between the Lender and Borrower A relating to the granting of the Loan Facility A
“Loan Agreement B”	the loan agreement dated 29 September 2014 entered into between the Lender and Borrower B relating to the granting of the Loan Facility B
“Loan Agreements”	the Loan Agreement A and the Loan Agreement B
“Loan Facility A”	the loan facility in the amount of up to HK\$40,000,000 granted by the Lender to Borrower A pursuant to the terms of the Loan Agreement A
“Loan Facility B”	the loan facility in the amount of up to HK\$80,000,000 granted by the Lender to Borrower B pursuant to the terms of the Loan Agreement B

“Loan Facilities”	the Loan Facility A and the Loan Facility B
“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, 29 September 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