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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)

PLACING OF BONDS

Placing Agent



英皇證券(香港)有限公司
Emperor Securities Limited

This announcement is made pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

On 15 March 2016 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agreed to act as placing agent, on a best effort basis, for the purposes of procuring Placees to subscribe in cash for the Bonds with an aggregate principal amount of up to HK\$1,200 million during the Placing Period.

This announcement is made pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

THE PLACING AGREEMENT

Date

15 March 2016 (after trading hours)

Parties

Issuer : the Company

Placing Agent : Emperor Securities Limited, an indirect wholly-owned subsidiary of the Company

** for identification purposes only*

Bond Placing

Pursuant to the Placing Agreement, the Placing Agent agreed to act as placing agent, on a best effort basis, for the purposes of procuring Placees to subscribe in cash for the Bonds with an aggregate principal amount of up to HK\$1,200 million during the Placing Period.

Placees

The Bonds will be placed to Placees who are professional, institutional or private investors.

Bonds

The Bonds to be placed comprise (i) the HK\$ Bonds and (ii) the US\$ Bonds, the principal terms of which are set out in the sections headed “Principal terms of the HK\$ Bonds” and “Principal terms of the US\$ Bonds” in this announcement.

The respective principal amount under each of the HK\$ Bonds and US\$ Bonds shall be determined by the Placing Agent at its sole discretion provided that the aggregate principal amount of the Bonds shall not exceed HK\$1,200 million in any event.

Placing Period

The Placing Period commences from the date of the Placing Agreement until and inclusive of the Closing Date, or such other period as may be agreed between the Company and the Placing Agent in writing.

Conditions of the Bond Placing

The Bond Placing and the obligation of the Placing Agent under the Placing Agreement is conditional upon the compliance of any requirements under the Listing Rules or otherwise of the Stock Exchange and/or the SFC which requires compliance in relation to the Bond Placing and the issue of the Bonds.

If the above condition is not satisfied by 4:00 p.m. on the Closing Date, the Placing Agreement shall be automatically terminated. In that event, all obligations of the parties to the Placing Agreement shall cease and neither party shall have any claim against the other save for antecedent breach and that the Company shall still bear the costs incurred, and the Bond Placing will not proceed.

The Placing Agent may also terminate the Placing Agreement (save in respect of Bonds already issued) should there be any breach (which is material in the reasonable opinion of the Placing Agent) of the warranties given by the Company under the Placing Agreement.

Completion of the Bond Placing

Completion of the Bond Placing may take place in tranches and in respect of each tranche shall take place within three Business Days after the giving of written notice by the Placing Agent to the Company of the amount of the Bonds subscribed by the Placees.

Principal terms of the HK\$ Bonds

- Principal amount : To be determined by the Placing Agent, which, together with the US\$ Bonds to be issued, shall not exceed HK\$1,200 million
- Interest : 5.25% per annum, payable annually in arrears
- Maturity date : On the third anniversary of the issue of the relevant HK\$ Bonds
- Denomination : In denomination of HK\$500,000 each in the minimum (or for any amount over HK\$500,000, in integral multiple of HK\$500,000 each).
- Status : The obligations of the Company arising under the HK\$ Bonds constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company except for obligations accorded preference by mandatory provisions of applicable law.
- Transferability : The HK\$ Bonds are transferable in whole or in part (and if in part in minimum amount of HK\$500,000 and integral multiple thereof) and may be transferred to any person subject to the conditions, approvals, requirements and any other provisions of or under:
- (a) the Stock Exchange or their rules and regulations; and
 - (b) all applicable rules and regulations.
- Early Redemption : The Company may at any time before the maturity date of the HK\$ Bonds, redeem the HK\$ Bonds, in whole or in part (and if in part in minimum amount of HK\$500,000 and integral multiple thereof), by giving not less than ten (10) Business Days written notice at 100% of the principal amount of such HK\$ Bonds together with payment of interests accrued thereon up to the date of redemption. Such notice once given shall be irrevocable and shall oblige the Company to make the redemption in such amount and on such date as stated in such notice.
- Subject to the conditions of the instrument constituting the HK\$ Bonds, the holder(s) of the HK\$ Bonds shall not have the right to request the Company to redeem the HK\$ Bonds prior to the maturity date of the HK\$ Bonds.
- Application for listing : No application will be made for a listing of the HK\$ Bonds on the Stock Exchange or any stock or securities exchange.

Principal terms of the US\$ Bonds

- Principal amount : To be determined by the Placing Agent, which, together with the HK\$ Bonds to be issued shall not exceed HK\$1,200 million
- Interest : 4.50% per annum, payable annually in arrears
- Maturity date : On the third anniversary of the issue of the relevant US\$ Bonds

- Denomination : In denomination of US\$100,000 each in the minimum (or for any amount over US\$100,000, in integral multiple of US\$100,000 each).
- Status : The obligations of the Company arising under the US\$ Bonds constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company except for obligations accorded preference by mandatory provisions of applicable law.
- Transferability : The US\$ Bonds are transferable in whole or in part (and if in part in minimum of US\$100,000 and integral multiple thereof) and may be transferred to any person subject to the conditions, approvals, requirements and any other provisions of or under:
- (a) the Stock Exchange or their rules and regulations; and
 - (b) all applicable rules and regulations.
- Early Redemption : The Company may at any time before the maturity date of the US\$ Bonds, redeem the US\$ Bonds, in whole or in part (and if in part in minimum amount of US\$100,000 and integral multiple thereof), by giving not less than ten (10) Business Days written notice at 100% of the principal amount of such US\$ Bonds together with payment of interests accrued thereon up to the date of redemption. Such notice once given shall be irrevocable and shall oblige the Company to make the redemption in such amount and on such date as stated in such notice.
- Subject to the conditions of the instrument constituting the US\$ Bonds, the holder(s) of the US\$ Bonds shall not have the right to request the Company to redeem the US\$ Bonds prior to the maturity date of the US\$ Bonds.
- Application for listing : No application will be made for a listing of the US\$ Bonds on the Stock Exchange or any stock or securities exchange.

USE OF PROCEEDS

The Company is an investment holding company with its subsidiaries principally engage 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.

Assuming the HK\$ Bonds and the US\$ Bonds are placed in full, the maximum aggregate gross proceeds from the Bond Placing will be HK\$1,200 million. The Company intends to apply the net proceeds from the Bond Placing after deducting the placing commission and other related costs and expenses as working capital for the expansion of existing businesses of the Group, especially for the money lending business, and to finance any future opportunities as the Company may identify, and repayment of loans and borrowings.

Completion of the Bond Placing is subject to the conditions thereof. As the Bond Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITION

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Bonds”	the HK\$ Bonds and the US\$ Bonds
“Bond Placing”	the placing of the Bonds by the Placing Agent on a best effort basis pursuant to the terms and conditions of the Placing Agreement
“Business Day(s)”	a day (excluding Saturday, Sunday and public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks are generally open for business more than five hours in Hong Kong
“Closing Date”	31 July 2016
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HK\$ Bond(s)”	the three years 5.25% bonds denominated in HK\$ to be placed pursuant to the Placing Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or private investor(s) procured by the Placing Agent to subscribe for any of the Bonds pursuant to the Placing Agreement
“Placing Agent”	Emperor Securities Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the conditional placing agreement dated 15 March 2016 and entered into between the Company as issuer and the Placing Agent as placing agent in relation to the Bond Placing
“Placing Period”	the period commencing from the date of the Placing Agreement until and inclusive of the Closing Date (or such other period as may be agreed between the Company and the Placing Agent in writing), unless terminated earlier pursuant to the terms of the Placing Agreement

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time) each in the capital of the Company
“Shareholder(s)”	the holder(s) of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“US\$ Bond(s)”	the three years 4.50% bonds denominated in US\$ to be placed pursuant to the Placing Agreement
“%”	percentage or per centum

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Managing Director

Hong Kong, 15 March 2016

As at the date of this announcement, the board of Directors 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