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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**

**PROVISION OF LOAN FACILITY**

On 6 October 2021, the Lender entered into the Supplemental Loan Agreement with the Borrowers, pursuant to which the loan facility amount granted under the First Loan Agreement was increased to HK\$39,980,000.

The transactions contemplated under the First Loan Agreement (as supplemented by the Supplemental Loan Agreement) constitute discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

**BACKGROUND**

The Board announces that on 6 October 2021, the Lender entered into the Supplemental Loan Agreement to the First Loan Agreement with the Borrowers, pursuant to which the loan facility amount was increased to HK\$39,980,000.

**LOAN AGREEMENTS**

Principal terms of the Loan Agreements are as follows :-

**First Loan Agreement**

*Date* : 28 July 2021

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

*\* for identification purpose only*

<i>Borrowers</i>	:	the Borrowers
<i>Amount of loan facility</i>	:	up to HK\$35,000,000
<i>Repayment</i>	:	within 12 months from the date of drawdown
<i>Interest</i>	:	14% per annum

### **Supplemental Loan Agreement**

<i>Date</i>	:	6 October 2021
<i>Amount of loan facility</i>	:	up to HK\$39,980,000
<i>Repayment</i>	:	additional HK\$4,980,000 loan facility to be repaid within 10 months from the date of drawdown
<i>Remark</i>	:	save for the disclosed herein, all other terms under the First Loan Agreement remain unchanged

The loan facility is secured by a second mortgage over the Properties. Valuation on the Properties has been conducted by independent valuers on 28 September 2021 and 4 October 2021 and the average valuation amount of the Properties is approximately HK\$102,500,000.

The drawdown of the loan facility is subject to, inter alia, satisfactory credit assessment on the Borrowers by the Lender. The Borrowers are required to provide the Lender with other securities as requested by the Lender as from time to time.

### **INFORMATION OF THE BORROWERS**

Borrower A is a merchant who is the sole director and the sole ultimate beneficial owner of Borrower B.

Borrower A and Borrower B are connected or associated with each other 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.

### **REASONS FOR ENTERING INTO THE LOAN AGREEMENTS**

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial services, including (i) commercial and personal lending as well as margin and initial public offering financing; (ii) brokerage services, 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 loan facility is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The loan facility is funded by internal resources of the Group.

The terms of the Loan Agreements were negotiated on arm's length basis between the Lender and the Borrowers and were on normal commercial terms based on the Group's credit policy. Taking into account the results of due diligence on the financial background and repayment ability of the Borrowers and the stable interest income expected to be generated from the loan facility, the Directors consider that the terms of the Loan Agreements are fair and reasonable and the entering into of the same is 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 maximum amount of financial assistance granted to the Borrowers or their associates pursuant to the loan facility under the Loan Agreements exceed 5% but are under 25%, the transactions contemplated thereunder constitute discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

## **DEFINITIONS**

“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower A”	Ms. Chan Yuk Foebe, a borrower under the Loan Agreements, being an Independent Third Party to the Company and the sole director and the sole ultimate beneficial owner of Borrower B
“Borrower B”	Success Eagle Investment Limited, another borrower under the Loan Agreements, being an Independent Third Party to the Company and a company incorporated in Hong Kong with limited liability which owns the Properties
“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
“First Loan Agreement”	the loan agreement dated 28 July 2021 entered into between the Lender and the Borrowers relating to the granting of the loan facility
“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
“Independent Third Party(ies)”	person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“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”	First Loan Agreement and Supplemental 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
“Properties”	one residential unit with two parking spaces located in Southern District, Hong Kong
“Shareholders”	holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Loan Agreement”	the supplemental loan agreement dated 6 October 2021 entered into between the Lender and the Borrowers to supplement the First Loan Agreement
“%”	per cent

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

Hong Kong, 6 October 2021

As at the date of this announcement, the Board comprises:

*Executive Directors:*

Ms. Daisy Yeung  
Ms. Choi Suk Hing, Louisa  
Ms. Pearl Chan

*Independent Non-Executive Directors:*

Mr. Chu Kar Wing  
Mr. Poon Yan Wai  
Ms. Wan Choi Ha