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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

SUPPLEMENTAL LOAN AGREEMENT RELATING TO THE PROVISION OF LOAN FACILITY

Reference is made to the announcement of the Company dated 27 January 2015 in relation to the Loan Facility of up to HK\$200,000,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrower. The Board announces that on 11 November 2015, the Lender entered into the Supplemental Loan Agreement with the Borrower to (i) extend the repayment date of the Loan Facility under the Loan Agreement to 4 March 2016; and (ii) increase the interest rate on the Loan Facility to 2.6% per month with effect from 4 November 2015 until the final repayment date (i.e. 4 March 2016).

As the relevant percentage ratios (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 Borrower or its associates pursuant to the Loan Facility under the Loan Agreement and the Supplemental Loan Agreement exceed 5% but are under 25%, the Loan Facility revised under the Supplemental Loan Agreement remains a discloseable transaction 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 announcement of the Company dated 27 January 2015 in relation to the Loan Facility of up to HK\$200,000,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrower. An amount of HK\$100,000,000 under the Loan Facility had been drawdown and the remaining HK\$100,000,000 credit limit under the Loan Facility is still available for drawdown as at the date of this announcement. Interest was charged at 2.5% per month after the end of the Original Loan Period. Details of the Loan Agreement were set out in the announcement of the Company dated 27 January 2015.

** for identification purposes only*

THE SUPPLEMENTAL LOAN AGREEMENT

The Board announces that on 11 November 2015, the Lender entered into the Supplemental Loan Agreement with the Borrower to (i) extend the repayment date of the Loan Facility under the Loan Agreement to 4 March 2016; and (ii) increase the interest rate on the Loan Facility to 2.6% per month with effect from 4 November 2015 until the final repayment date (i.e. 4 March 2016).

The Borrower is an investment holding company incorporated in the British Virgin Islands. Its subsidiaries are principally engaged in the sales and distribution of health and beauty products. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower (together with its ultimate beneficial owner) and the guarantor of the Loan Facility are independent third parties not connected with the Company or connected persons of the Company.

REASONS FOR ENTERING INTO THE SUPPLEMENTAL 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 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 was/will be funded by internal resources of the Group.

The terms of the Supplemental Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. After considering (i) the security for the Loan Facility; (ii) the expected revenue generated/to be generated by the Group, the Directors are of the view that the terms of the Supplemental 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 to the Group and maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Facility under the Loan Agreement and the Supplemental Loan Agreement exceed 5% but are under 25%, the Loan Facility revised under the Supplemental Loan Agreement remains a discloseable transaction 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”	the borrower under the Loan Agreement and the Supplemental Loan Agreement, and an independent third party
“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 persons”	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”	The 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 Agreement”	the loan agreement dated 27 January 2015 entered into between the Lender and the Borrower relating to the granting of the Loan Facility
“Loan Facility”	the loan facility in the amount of up to HK\$200,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement as supplemented by the 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
“Original Loan Period”	6 months from the date of first drawdown under the Loan Facility pursuant to the Loan Agreement
“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
“Supplemental Loan Agreement”	the loan agreement dated 11 November 2015 entered into between the Lender and the Borrower to supplement the Loan Agreement
“%”	per cent

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

Hong Kong, 11 November 2015

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