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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 on 22 May 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the 2015 Loan Agreement with the Borrower, under which the Lender has agreed to provide the 2015 Facility of up to HK\$156,000,000 to the Borrower.

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the aggregated interest income from the Borrower or its associates to the Lender and the maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2015 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.

The Board of Emperor Capital Group Limited (“**the Company**”) announces that on 22 May 2015, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the 2015 Loan Agreement with the Borrower, under which the Lender has agreed to provide the 2015 Loan Facility of up to HK\$156,000,000 to the Borrower.

During the period of 12 months immediately preceding and up to the date of the 2015 Loan Agreement, on 10 October 2014, the Lender entered into the 2014 Loan Agreement with the Borrower, under which the Lender had agreed to provide the 2014 Loan Facility of up to HK\$200,000,000 to the Borrower, under which, an amount of HK\$110,000,000 had been drawdown and such amount, together with the interests accrued therefrom, shall be repaid on or before 10 October 2015. A remaining HK\$90,000,000 credit limit under the 2014 Loan Facility is still available for drawdown as at the date of this announcement. Details of the 2014 Loan Facility were set out in the announcement of the Company dated 10 October 2014.

** for identification purposes only*

The principal terms of the 2015 Loan Agreement are set out below:-

THE 2015 LOAN AGREEMENT

Parties

Lender: Emperor Finance

Borrower: the borrower under the 2015 Loan Agreement

The Borrower is a company listed on the Stock Exchange. Its principal activity is investment holding and its subsidiaries are principally engaged in media production and entertainment related businesses. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower and the ultimate beneficial owner of its controlling shareholders (as defined under the Listing Rules) are independent third parties not connected with the Company or connected persons of the Company.

Principal terms of the 2015 Loan Agreement

Date: 22 May 2015

Amount of the loan facility: up to HK\$156,000,000

Drawdown: available for drawdown upon signing of the 2015 Loan Agreement

Repayment: on or before 31 December 2015

Interest: 11% per annum

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) commercial and personal lending as well as margin and IPO financing; (ii) brokerage, wealth management and asset management; (iii) placing and underwriting services for listed vehicles; 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 Borrower. 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 from the Borrower or its associates to the Lender and the maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the 2015 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

“2014 Loan Agreement”	the loan agreement dated 10 October 2014 entered into between the Lender and the Borrower relating to the granting of the 2014 Loan Facility
“2014 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 2014 Loan Agreement
“2015 Loan Agreement”	the loan agreement dated 22 May 2015 entered into between the Lender and the Borrower relating to the granting of the 2015 Loan Facility
“2015 Loan Facility”	the loan facility in the amount of up to HK\$156,000,000 granted by the Lender to the Borrower pursuant to the terms of the 2015 Loan Agreement
“Board”	board of Directors of the Company
“Borrower”	the borrower under the 2014 Loan Agreement and 2015 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 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 Agreements”	the 2014 Loan Agreement and 2015 Loan Agreement
“Loan Facilities”	the 2014 Loan Facility and the 2015 Loan Facility
“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
“PRC”	the People’s Republic of China
“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, 22 May 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
Mr. Tse Hin Lin, Arnold