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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 TRANSACTIONS

PROVISION OF LOAN FACILITIES

- 1) On 11 September 2019, the Lender entered into the Loan Agreement B with the Borrowers B in relation to the provision of the Loan Facility B of up to HK\$64,000,000; and
- 2) Within 12 months preceding the date of the Loan Agreement B, the Lender had entered into the Loan Agreement A with the Borrowers A in relation to the provision of the Loan Facility A of up to HK\$25,000,000.

The Borrowers are connected or associated with each other under the Listing Rules and the transactions under the Loan Agreements should be aggregated for disclosure in compliance with Rule 14.22 of the Listing Rules.

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 exempts from shareholders' approval requirement under the Listing Rules.

The Board announces that:

- 1) On 11 September 2019, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement B with the Borrowers B under which the Lender has agreed to provide them with the Loan Facility B of up to HK\$64,000,000; and
- 2) Within 12 months preceding and up to the date of the Loan Agreement B, the Lender had entered into the Loan Agreement A with the Borrowers A for providing them with the Loan Facility A of up to HK\$25,000,000.

**for identification purpose only*

THE LOAN AGREEMENT A

Date : 22 May 2019

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

Borrowers A : the Borrower I, Borrower II and Borrower III

Amount of the Loan Facility A : up to HK\$25,000,000 (the maximum amount was fully drawn down by the Borrowers A after the date of the Loan Agreement A)

Repayment : within 12 months from the date of drawdown

Interest : (i) 12.8% per annum for the 1st month upon the date of drawdown
(ii) 10.8% per annum for the 2nd month to 12th month upon the date of drawdown

Security for the Loan Facility A : the Loan Facility A is secured by an all monies first legal charges over properties located in Hong Kong in favour of the Lender as a continuing security for the due performance of the obligations and duties of the Borrowers A under the Loan Agreement A

THE LOAN AGREEMENT B

Date : 11 September 2019

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

Borrowers B : the Borrower I, Borrower II and Borrower IV

Amount of the Loan Facility B : up to HK\$64,000,000

Drawdown : available for drawdown commencing from the date of the Loan Agreement B

Repayment : within 12 months from the date of drawdown

Interest : 10.8% per annum

Security for the Loan Facility B : the Loan Facility B is secured by an all monies first legal charges over properties located in Hong Kong in favour of the Lender as a continuing security for the due performance of the obligations and duties of the Borrowers B under the Loan Agreement B

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower I is an individual who is a director, controlling shareholder (as defined under the Listing Rules) and ultimate beneficial owner of Borrower III, and also the sole director and sole shareholder of Borrower IV. Borrower III and IV are companies incorporated in Hong Kong. Borrower II is an individual as well as a director and shareholder of Borrower III. Borrower III and Borrower IV are principally engaged in toy manufacturing business. Borrower II is a daughter of Borrower I.

The Borrowers 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 and their ultimate beneficial owners are independent third parties not connected with the Company or connected persons of the Company.

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, 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 Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group and upon normal commercial terms. The Loan Facilities was/will be funded by internal resources of the Group.

Having considered the financial background of the Borrowers and the securities of Loan Facilities and taking into account the expected revenue to be generated to the Group, the Directors believe that the terms of the Loan Agreements 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 aggregate amount of financial assistance granted to the Borrowers 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 exempts from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

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| “Board” | board of Directors of the Company |
| “Borrower I” | a borrower under the Loan Agreement A and Loan Agreement B and an independent third party to the Company |
| “Borrower II” | a borrower under the Loan Agreement A and Loan Agreement B and an independent third party to the Company |

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| “Borrower III” | a borrower under the Loan Agreement A and an independent third party to the Company, being a toy manufacturing company incorporated in Hong Kong with limited liability |
| “Borrower IV” | a borrower under the Loan Agreement B and an independent third party to the Company, being a toy manufacturing company incorporated in Hong Kong with limited liability |
| “Borrowers” | Borrower I, Borrower II, Borrower III and Borrower IV |
| “Borrowers A” | Borrower I, Borrower II and Borrower III |
| “Borrowers B” | Borrower I, Borrower II and Borrower IV |
| “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” | 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 22 May 2019 entered into between the Lender and the Borrowers A relating to the granting of the Loan Facility A |
| “Loan Agreement B” | the loan agreement dated 11 September 2019 entered into between the Lender and the Borrowers 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\$25,000,000 granted by the Lender to the Borrowers A pursuant to the terms of the Loan Agreement A |

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| “Loan Facility B” | the loan facility in the amount of up to HK\$64,000,000 granted by the Lender to the Borrowers 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 |
| “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 |
| “%” | per cent |

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

Hong Kong, 11 September 2019

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

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| <i>Executive Directors:</i> | Ms. Daisy Yeung Ms. Choi Suk Hing, Louisa Ms. Pearl Chan |
| <i>Independent Non-Executive Directors:</i> | Mr. Chu Kar Wing Mr. Poon Yan Wai Ms. Wan Choi Ha |