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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 EXTENSION OF LOAN FACILITY

Reference is made to the announcement of the Company dated 11 December 2014 and 16 June 2016 in relation to, among others, the provision of the 2014 Loan Facility of up to HK\$200,000,000 by the Lender to Borrower (II) pursuant to the 2014 Loan Agreement and the extension of the repayment date to 9 July 2016. The Board announces that on 26 July 2016, the Lender entered into the Supplemental Loan Agreement with Borrower (II) to further extend the repayment date of the 2014 Loan Facility to 9 October 2016.

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the aggregated interest income from the Borrowers and their respective associates to the Lender and the maximum amount of financial assistance granted to them pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Supplemental Loan Agreement exceed 5% but are under 25%, the 2014 Loan Facility extended 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 announcements of the Company dated 11 December 2014 and 16 June 2016 in relation to, among others, the provision of the 2014 Loan Facility of up to HK\$200,000,000 by the Lender to Borrower (II) pursuant to the 2014 Loan Agreement and the extension of the repayment date of the 2014 Loan Facility to 9 July 2016. An amount of HK\$161,632,694 under the 2014 Loan Facility had been drawdown and the remaining HK\$38,367,306 credit limit under the 2014 Loan Facility is still available for drawdown as at the date of this announcement.

** for identification purposes only*

Within 12 months preceding the date of the Supplemental Loan Agreement, on 16 June 2016, the Lender has rolled over the 2013 Loan Facility of up to HK\$10,000,000 granted to Borrower (I) under the 2013 Loan Agreement. As at the date of this announcement, the maximum amount under the 2013 Loan Facility has been drawdown and remains outstanding and shall be repaid on or before 29 April 2017. Details of the 2013 Loan Agreement were set out in the announcement of the Company dated 11 August 2014.

In addition, on 16 June 2016, the Lender entered into the 2016 Loan Agreement with Borrower (I), under which the Lender had agreed to provide another loan facility of up to HK\$170,000,000 to Borrower (I). The 2016 Loan Facility was fully drawdown by Borrower (I) and remains outstanding as at the date of this announcement. Details of the 2016 Loan Agreement were set out in the announcement of the Company dated 16 June 2016.

THE SUPPLEMENTAL LOAN AGREEMENT

The Board announces that on 26 July 2016, the Lender entered into the Supplemental Loan Agreement with Borrower (II) to (i) further extend the repayment date of the 2014 Loan Facility under the 2014 Loan Agreement to 9 October 2016; and (ii) fix the interest rate on the 2014 Loan Facility at 39% per annum with effect from 9 July 2016 until the final repayment date (i.e. 9 October 2016).

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower (I) is an individual as well as the sole director and sole shareholder of Borrower (II). Borrower (II) is an investment holding company incorporated in Hong Kong and its subsidiaries are principally engaged in properties investment. Borrower (I) and Borrower (II) are associated with one another 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 not connected with the Company or its connected persons.

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. The provision of the 2014 Loan Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The 2014 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 Borrower (II). After considering (i) the securities for the 2014 Loan Facility; and (ii) the expected revenue to be generated, 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 from the Borrowers and their respective associates to the Lender and the maximum amount of financial assistance granted to them pursuant to the Loan Agreements within the period of 12 months immediately preceding and up to the date of the Supplemental Loan Agreement exceed 5% but are under 25%, the 2014 Loan Facility extended 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

“2013 Loan Agreement”	the loan agreement dated 16 April 2013 entered into between the Lender and Borrower (I) relating to the granting of the 2013 Loan Facility (as supplemented by relevant supplemental agreements)
“2013 Loan Facility”	the loan facility in the amount of up to HK\$10,000,000 granted by the Lender to Borrower (I) pursuant to the 2013 Loan Agreement
“2014 Loan Agreement”	the loan agreement dated 11 December 2014 entered into between the Lender and Borrower (II) relating to the granting of the 2014 Loan Facility (as supplemented by relevant supplemental agreements)
“2014 Loan Facility”	the loan facility in the amount of up to HK\$200,000,000 granted by the Lender to Borrower (II) pursuant to the 2014 Loan Agreement
“2016 Loan Agreement”	the loan agreement dated 16 June 2016 entered into between the Lender and Borrower (I) relating to the granting of the 2016 Loan Facility
“2016 Loan Facility”	the loan facility in the amount up to HK\$170,000,000 granted by the Lender to Borrower (I) pursuant to the 2016 Loan Agreement
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors of the Company
“Borrower (I)”	the borrower under the 2013 Loan Agreement and the 2016 Loan Agreement and an independent third party not connected with the Company and its connected persons
“Borrower (II)”	the borrower under the 2014 Loan Agreement and an independent third party not connected with the Company and its connected persons

“Borrowers”	Borrower (I) and Borrower (II)
“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 Agreements”	the 2013 Loan Agreement, the 2014 Loan Agreement, the 2016 Loan Agreement and 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
“Shareholders”	holders of 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 26 July 2016 entered into between the Lender and Borrower (II) for, among others, extending the repayment date of the 2014 Loan Facility from 9 July 2016 to 9 October 2016
“%”	per cent

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

Hong Kong, 26 July 2016

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