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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 FACILITY

The Board announces that on 4 December 2013, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, under which the Lender has agreed to provide a loan facility of up to HK\$172,000,000 to the Borrower. The Loan Facility shall be available for drawdown within one month after the signing of the Loan Agreement, and shall be repaid within 3 months from the date of drawdown.

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company as the relevant percentage ratio(s) exceed 5% but are under 25% and it is subject to the announcement requirement as set out in the Listing Rules but is exempted from shareholders' approval requirement under the Listing Rules.

The Board announces that on 4 December 2013, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, under which the Lender has agreed to provide a loan facility of up to HK\$172,000,000 to the Borrower pursuant to the terms of the Loan Agreement.

THE LOAN AGREEMENT

Date: 4 December 2013

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

Borrower: the borrower under the Loan Agreement

** for identification purposes only*

The Borrower is an individual. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is an independent third party not connected with the Company or connected persons of the Company.

Principal terms of the Loan Agreement

- Amount of the Loan Facility: up to HK\$172,000,000
- Drawdown: available for drawdown within one month after the signing of the Loan Agreement
- Repayment: within 3 months from the date of drawdown
- Interest: 2.5% per month
- Securities for the Loan Facility: the Loan Facility is secured by the followings:
 - (a) a charge over all monies and stocks in the securities account of the Borrower with the Group in favour of the Lender; and
 - (b) a charge over the entire issued share capital of a property holding company by its shareholders in favour of the Lender or its nominee as a continuing security for the due performance of the obligations of the Borrower, and all such necessary documents as required by the Lender in relation to the share charge.

REASONS FOR ENTERING INTO THE 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) brokerage services for securities, futures and options traded on the exchanges in Hong Kong, the United States, Japan and the United Kingdom, as well as wealth management and asset management services; (ii) provision of margin and initial public offering financings as well as loans and advances such as personal money lending and second mortgage loan; (iii) placing and underwriting services; 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 will be funded by internal resources of the Group.

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. Taking into account (i) the security for the Loan Facility, which includes, among other things, the value of the collaterals in respect of the Loan Facility; and (ii) the expected revenue to be generated and the attractive return to the Group, the Directors are of the view that the provision of the Loan Facility under the Loan Agreement 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

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company as the relevant percentage ratio(s) exceed 5% but are under 25% and it is subject to the announcement requirement as set out in the Listing Rules but is exempted from shareholders' approval requirement under the Listing Rules.

DEFINITIONS

“Board”	board of Directors of the Company
“Borrower”	the borrower under the 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”	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 4 December 2013 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\$172,000,000 granted by the Lender to the Borrower pursuant to the terms of the 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
“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, 4 December 2013

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. Kwok Chi Sun, Vincent
Mr. Cheng Wing Keung, Raymond
Mr. Chu Kar Wing