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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)**

**(I) SHARE SUBSCRIPTION UNDER SPECIFIC MANDATE;  
(II) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;  
AND  
(III) RESUMPTION OF TRADING**

**Placing Agent of the Placing**



**英皇證券(香港)有限公司**  
**Emperor Securities Limited**

**THE SUBSCRIPTION**

Between 19 May 2015 (after trading hours) and 26 May 2015, the Company entered into the Subscription Agreements with the Subscribers pursuant to which the Subscribers, which are Independent Third Parties, have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 443,998,000 Subscription Shares at the Subscription Price of HK\$1.5 per Subscription Share.

The Subscription Price represents (i) a discount of approximately 12.79% to the closing price of HK\$1.72 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 4.46% to the average closing price of HK\$1.57 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day.

\* *for identification purposes only*

The Subscription Shares represent (i) approximately 16.87% of the existing issued Shares of 2,631,963,816 Shares as at the date of this announcement; and (ii) approximately 14.43% of the issued Shares of 3,075,961,816 Shares as enlarged by the issue of the Subscription Shares (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares), and (iii) approximately 7.11% of the issued Shares of 6,247,945,724 Shares as enlarged by the Rights Issue, the Previous Placing, the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Rights Shares, Previous Placing Shares, the Subscription Shares and the Placing Shares).

The Subscription Shares to be subscribed under the Subscription Agreements will be issued pursuant to the Subscription Specific Mandate to allot, issue and deal with the Subscription Shares to be approved and granted to the Directors by the Shareholders at the SGM.

Completion of each Subscription Agreement is subject to satisfaction of the conditions precedent in the relevant Subscription Agreement.

## **THE PLACING**

On 19 May 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has conditionally agreed to place, on a best effort basis, a maximum number of 556,002,000 Placing Shares to not less than six Placees at a price of HK\$1.5 per Placing Share.

The Placing Price represents (i) a discount of approximately 12.79% to the closing price of HK\$1.72 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 4.46% to the average closing price of approximately HK\$1.57 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day.

The maximum number of 556,002,000 Placing Shares represents (i) approximately 21.12% of the existing issued Shares of 2,631,963,816 Shares as at the date of this announcement; (ii) approximately 17.44% of the issued Shares of 3,187,965,816 Shares as enlarged by the Placing (assuming no issue or repurchase of Shares other than the issue of the Placing Shares); and (iii) approximately 8.90% of the issued Shares of 6,247,945,724 Shares as enlarged by the Rights Issue, the Previous Placing, the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Rights Shares, Previous Placing Shares, the Subscription Shares and the Placing Shares).

The Placing Shares to be placed under the Placing Agreement will be issued pursuant to the Placing Specific Mandate to allot, issue and deal with the Placing Shares to be approved and granted to the Directors by the Shareholders at the SGM.

Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement.

The Subscription and the Placing are not inter-conditional with each other. The Subscription Agreements are also not inter-conditional with one another.

The estimated aggregate net proceeds of the Subscription and the Placing will be approximately HK\$1,474.4 million, and are intended to be used for working capital and expansion of the existing businesses of the Group, especially for the money lending business and asset management business and to finance any future business opportunities to be identified by the Company.

## **GENERAL**

The Subscription and the Placing will be subject to Shareholders' approval. The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Subscription Agreements and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares). To the best knowledge of the Directors, and as at the date of this announcement, no Shareholder is required to abstain from voting at the SGM in respect of the resolution(s) relating to the Subscription and/or the Placing.

A circular containing, among other things, (i) further details about the Subscription Agreements and the Placing Agreement; and (ii) the notice convening the SGM, will be despatched to the Shareholders on or before 18 June 2015.

**Completion of the Subscription and the Placing is subject to the satisfaction and/or waiver (if applicable) of the conditions precedent in the Subscription Agreements and the Placing Agreement and therefore, the Subscription and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been halted from 9:00 a.m. on 20 May 2015 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 27 May 2015.

## **THE SUBSCRIPTION**

### **The Subscription Agreements**

Date : Between 19 May 2015 (after trading hours) and 26 May 2015

Issuer : The Company

Subscribers : Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber H and Subscriber I, each of which has entered into a Subscription Agreement with the Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Subscribers and their ultimate beneficial owners (as the case may be) are Independent Third Parties.

### **Number of Subscription Shares**

The Subscription Shares represent (i) approximately 16.87% of the existing issued Shares of 2,631,963,816 Shares as at the date of this announcement; (ii) approximately 14.43% of the issued Shares of 3,075,961,816 Shares as enlarged by the issue of the Subscription Shares (assuming no issue or repurchase of Shares other than the issue of the Subscription Shares), and (iii) approximately 7.11% of the issued Shares of 6,247,945,724 Shares as enlarged by the Rights Issue, the Previous Placing, the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Rights Shares, Previous Placing Shares, the Subscription Shares and the Placing Shares). The aggregate nominal value of the Subscription Shares will be HK\$4,439,980.

### **Allocation of Subscription Shares**

The following table summaries the number of Subscription Shares to be subscribed and the aggregate amount of the Subscription Price to be paid by each of the Subscribers:

<b>Name of Subscriber</b>	<b>Number of the Subscription Shares</b>	<b>Aggregate amount of Subscription Price (HK\$)</b>
Subscriber A	19,002,000	28,503,000
Subscriber B	28,002,000	42,003,000
Subscriber C	109,998,000	164,997,000
Subscriber D	80,998,000	121,497,000
Subscriber E	93,000,000	139,500,000
Subscriber F	91,998,000	137,997,000
Subscriber G	10,068,000	15,102,000
Subscriber H	1,932,000	2,898,000
Subscriber I	9,000,000	13,500,000
Total:	<u>443,998,000</u>	<u>665,997,000</u>

Each of the Subscribers will pay a sum equivalent to its aggregate amount of Subscription Price to the Company on the completion date of the Subscription.

It is expected that none of the Subscribers will become a substantial shareholder of the Company immediately after completion of the Subscription.

## **Subscription Price**

The Subscription Price for the Subscription Shares is HK\$1.5 per Subscription Share and represents:

- (i) a discount of approximately 12.79% to the closing price of HK\$1.72 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 4.46% to the average closing price of approximately HK\$1.57 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day.

The Subscription Price is the same as the Placing Price. The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers with reference to the prevailing market price of the Shares. The Directors consider that the Subscription Price of the Subscription Shares is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Subscription Shares to be subscribed under the Subscription Agreements will be issued pursuant to the Subscription Specific Mandate to allot, issue and deal with the Subscription Shares to be approved and granted to the Directors by the Shareholders at the SGM.

## **Ranking of the Subscription Shares**

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares then in issue.

## **Conditions of the Subscription Agreements**

Each of the Subscription Agreements is conditional upon the following conditions being fulfilled or waived (as appropriate):

- (i) the passing of the necessary resolution(s) at the SGM by the Shareholders to approve the relevant Subscription Agreement and the transactions contemplated thereunder;
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in the Subscription Shares;
- (iii) the compliance of any other requirements under the Listing Rules and the Takeovers Code or otherwise of the Stock Exchange and the SFC which requires compliance in relation to the Subscription and the issue of the Subscription Shares;

- (iv) there being no material breach of the representations and warranties of the Company under the terms of the Subscription Agreement; and
- (v) the Subscription Agreement not having been terminated in accordance with its terms.

If any of the conditions precedent set out in paragraphs (i) to (iii) (which are incapable of being waived) is not fulfilled on or before 31 August 2015 (or such later date as may be agreed between the Company and the relevant Subscriber), and the conditions precedent set out in paragraphs (iv) and (v) do not remain fulfilled as at the date scheduled for completion, all rights, obligations and liabilities of the parties of the relevant Subscription Agreement shall cease and determine and none of the parties thereto shall have any claim against any other in respect of such Subscription Agreement (save for any antecedent breaches thereof).

The Subscription Agreements are not inter-conditional with one another and are not inter-conditional with the Placing.

### **Completion of the Subscription**

Completion of the Subscription Agreements shall take place within 3 Business Days after the fulfilment of the respective conditions as set out in the relevant Subscription Agreement or such other date as the Company and such Subscriber may agree.

### **Listing of the Subscription Shares**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the Subscription Shares.

## **THE PLACING**

### **The Placing Agreement**

Date : 19 May 2015 (after trading hours)

Issuer : The Company

Placing Agent : Emperor Securities

Emperor Securities is a wholly-owned subsidiary of the Company.

### **The Placing Shares**

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six Placées to subscribe for a maximum number of 556,002,000 Placing Shares. Such Placing Shares represents (i) approximately 21.12% of the existing issued Shares of 2,631,963,816 Shares as at the date of this announcement; (ii) approximately 17.44% of the issued Shares of

3,187,965,816 Shares as enlarged by the Placing (assuming no issue or repurchase of Shares other than the issue of the Placing Shares); and (iii) approximately 8.90% of the issued Shares of 6,247,945,724 Shares as enlarged by the Rights Issue, the Previous Placing, the Subscription and the Placing (assuming no issue or repurchase of Shares other than the issue of the Rights Shares, Previous Placing Shares, the Subscription Shares and the Placing Shares).

The Placing Shares to be placed under the Placing Agreement will be issued pursuant to the Placing Specific Mandate to allot, issue and deal with the Placing Shares to be approved and granted to the Directors by the Shareholders at the SGM.

### **Placee(s)**

The Placing Agent has agreed to procure not less than six Placees (who will be professional, institutional and/or individual investors), who and whose ultimate beneficial owners will be Independent Third Parties. It is expected that none of the Placee(s) will become a substantial shareholder of the Company immediately after completion of the Placing. If any of the Placees becomes a substantial shareholder of the Company as a result of the Placing, further announcement(s) will be made by the Company as and when appropriate.

As at the date of this announcement, the Placing Agent has successfully procured sub-placing agent and Placees to subscribe for all the Placing Shares.

### **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares then in issue.

### **Placing Price**

The Placing Price for the Placing Shares is HK\$1.5 per Placing Share and represents:

- (i) a discount of approximately 12.79% to the closing price of HK\$1.72 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 4.46% to the average closing price of approximately HK\$1.57 per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day.

The Placing Price is the same as the Subscription Price. The Placing Price was determined with reference to the prevailing market price of the Shares and the Subscription Price, which was arrived at after arm's length negotiation between the Subscribers and the Company. Assuming all the Placing Shares are successfully placed, the net proceeds from the Placing will be approximately HK\$808.7 million and the net Placing Price per Placing Share is approximately HK\$1.46.



### **Placing commission**

The Placing Agent shall receive a placing commission of 3% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable.

### **Conditions of the Placing Agreement**

The Placing is conditional upon the following conditions being fulfilled:

- (i) the passing of the necessary resolution(s) at the SGM by the Shareholders to approve the Placing Agreement and the transactions contemplated thereunder; and
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in the Placing Shares.

If any of the conditions precedent is not fulfilled on or before 31 August 2015 (or such other date as may be agreed by the Placing Agent and the Company in writing), all rights, obligations and liabilities of the parties under the Placing Agreement shall cease and determine and none of the parties thereto shall have any claim against any other in respect of the Placing (save for any antecedent breaches thereof). All the conditions precedent are incapable of being waived.

The Placing is not inter-conditional with the Subscription.

### **Termination of the Placing**

The Placing Agent may terminate the Placing Agreement by notice in writing given to the Company at any time prior to 9:00 a.m. on the completion date of the Placing upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Group taken as a whole or the success of the Placing or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions; or



- (b) the imposition of any moratorium, suspension or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group; or
- (d) any litigation or claim being instigated against any member of the Group, which has or may have a material effect on the business or financial position of the Group; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the completion date of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material adverse change (whether or not forming part of a series of changes) in market conditions.

In the event that the Placing Agreement is terminated pursuant to the terms therein, all obligations of the parties under the Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement and the liability of the Company to pay to the Placing Agent all reasonable costs, charges and expenses in accordance with the Placing Agreement.

### **Completion of the Placing**

Completion of the Placing will take place within 3 Business Days after the fulfilment of the conditions set out in the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

### **Application for listing**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Subscription and the Placing; and (iii) immediately after completion of the Rights Issue, the Previous Placing, the Subscription and the Placing.

### Scenario 1 – After completion of the Subscription and the Placing based on existing number of issued Shares

Assuming no further issue of new Shares or repurchase of Shares up to the date of completion of the Subscription and the Placing:

Shareholders	Immediately after completion of the Subscription and the Placing							
	As at the date of this announcement		Only all the Subscription Shares are issued		Only all the Placing Shares are issued		All the Subscription Shares and the Placing Shares are issued	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Emperor Capital Holdings (Note 1)	1,773,516,907	67.38	1,773,516,907	57.66	1,773,516,907	55.63	1,773,516,907	48.83
Ms. Daisy Yeung (Notes 1 & 2)	12,000,000	0.46	12,000,000	0.39	12,000,000	0.38	12,000,000	0.33
Mr. Chan Shek Wah (Note 2)	13,638,000	0.52	13,638,000	0.45	13,638,000	0.43	13,638,000	0.38
Ms. Choi Suk Hing, Louisa (Note 2)	3,120,000	0.12	3,120,000	0.10	3,120,000	0.10	3,120,000	0.09
Ms. Pearl Chan (Note 2)	1,950,000	0.07	1,950,000	0.06	1,950,000	0.06	1,950,000	0.05
Public Shareholders	827,738,909	31.45	827,738,909	26.91	827,738,909	25.96	827,738,909	22.79
Subscribers	-	-	443,998,000	14.43	-	-	443,998,000	12.22
Placees of the Placing Shares	-	-	-	-	556,002,000	17.44	556,002,000	15.31
Total	<u>2,631,963,816</u>	<u>100</u>	<u>3,075,961,816</u>	<u>100</u>	<u>3,187,965,816</u>	<u>100</u>	<u>3,631,963,816</u>	<u>100</u>

**Scenario 2 – After completion of the Subscription and the Placing based on the number of issued Shares as enlarged by the Rights Issue and the Previous Placing**

Assuming no further issue of new Shares or repurchase of Shares up to the date of completion of the Subscription and the Placing other than the issue of Rights Shares and the Previous Placing Shares:

**i) Assuming all Shareholders take up the Rights Shares**

Shareholders	As at the date of this announcement		All Shareholders take up all the Rights Shares and all the Previous Placing Shares are issued		Immediately after completion of the Subscription and the Placing					
					Only all the Subscription Shares are issued		Only all the Placing Shares are issued		All the Subscription Shares and the Placing Shares are issued	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Emperor Capital Holdings (Note 1)	1,773,516,907	67.38	2,660,275,360	50.69	2,660,275,360	46.74	2,660,275,360	45.84	2,660,275,360	42.58
Ms. Daisy Yeung (Notes 1 & 2)	12,000,000	0.46	18,000,000	0.34	18,000,000	0.32	18,000,000	0.31	18,000,000	0.29
Mr. Chan Shek Wah (Note 2)	13,638,000	0.52	20,457,000	0.39	20,457,000	0.36	20,457,000	0.35	20,457,000	0.33
Ms. Choi Suk Hing, Louisa (Note 2)	3,120,000	0.12	4,680,000	0.09	4,680,000	0.08	4,680,000	0.08	4,680,000	0.07
Ms. Pearl Chan (Note 2)	1,950,000	0.07	2,925,000	0.06	2,925,000	0.05	2,925,000	0.05	2,925,000	0.05
Public Shareholders	827,738,909	31.45	1,241,608,364	23.66	1,241,608,364	21.81	1,241,608,364	21.39	1,241,608,364	19.87
Placees of Previous Placing Shares	-	-	1,300,000,000	24.77	1,300,000,000	22.84	1,300,000,000	22.40	1,300,000,000	20.80
Subscribers of the Subscription Shares	-	-	-	-	443,998,000	7.80	-	-	443,998,000	7.11
Placees of Placing Shares	-	-	-	-	-	-	556,002,000	9.58	556,002,000	8.90
<b>Total</b>	<b>2,631,963,816</b>	<b>100</b>	<b>5,247,945,724</b>	<b>100</b>	<b>5,691,943,724</b>	<b>100</b>	<b>5,803,947,724</b>	<b>100</b>	<b>6,247,945,724</b>	<b>100</b>

**ii) Assuming none of the Shareholders (other than Emperor Capital Holdings and the Directors) take up the Rights Shares**

Shareholders	As at the date of this announcement		Emperor Capital Holdings take up all the underwritten shares (Note 3) (other than the Rights Shares taken up by the Directors) and all the Previous Placing Shares are issued		Immediately after completion of the Subscription and the Placing					
					Only all the Subscription Shares are issued		Only all the Placing Shares are issued		All the Subscription Shares and the Placing Shares are issued	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Emperor Capital Holdings (Note 1)	1,773,516,907	67.38	3,074,144,815	58.58	3,074,144,815	54.01	3,074,144,815	52.97	3,074,144,815	49.20
Ms. Daisy Yeung (Notes 1 & 2)	12,000,000	0.46	18,000,000	0.34	18,000,000	0.32	18,000,000	0.31	18,000,000	0.29
Mr. Chan Shek Wah (Note 2)	13,638,000	0.52	20,457,000	0.39	20,457,000	0.36	20,457,000	0.35	20,457,000	0.33
Ms. Choi Suk Hing, Louisa (Note 2)	3,120,000	0.12	4,680,000	0.09	4,680,000	0.08	4,680,000	0.08	4,680,000	0.07
Ms. Pearl Chan (Note 2)	1,950,000	0.07	2,925,000	0.06	2,925,000	0.05	2,925,000	0.05	2,925,000	0.05
Public Shareholders	827,738,909	31.45	827,738,909	15.77	827,738,909	14.54	827,738,909	14.26	827,738,909	13.25
Placees of Previous Placing Shares	-	-	1,300,000,000	24.77	1,300,000,000	22.84	1,300,000,000	22.40	1,300,000,000	20.80
Subscribers of the Subscription Shares	-	-	-	-	443,998,000	7.80	-	-	443,998,000	7.11
Placees of Placing Shares	-	-	-	-	-	-	556,002,000	9.58	556,002,000	8.90
<b>Total</b>	<b>2,631,963,816</b>	<b>100</b>	<b>5,247,945,724</b>	<b>100</b>	<b>5,691,943,724</b>	<b>100</b>	<b>5,803,947,724</b>	<b>100</b>	<b>6,247,945,724</b>	<b>100</b>

*Notes:*

- Such Shares are beneficially held by Emperor Capital Holdings, which is indirectly owned by AY Trust of which Ms. Daisy Yeung is one of the eligible beneficiaries and has deemed interest in such Shares.
- Ms. Daisy Yeung, Mr. Chan Shek Wah, Ms. Choi Suk Hing, Louisa and Ms. Pearl Chan are Directors and all of them have accepted their respective entitlement to the provisional allotment of the Rights Shares.
- Emperor Capital Holdings has underwritten 429,223,455 Rights Shares pursuant to an underwriting agreement dated 26 March 2015 in relation to the Rights Issue (being the total number of 1,315,981,908 Rights Shares less the 886,758,453 Rights Shares which are agreed to be taken up by Emperor Capital Holdings).

## **FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS**

As disclosed in the announcement of the Company dated 26 March 2015, the Company entered into (1) an underwriting agreement with Emperor Capital Holdings, as the underwriter, in relation to the Rights Issue for raising approximately HK\$658.0 million before expenses and (2) the underwriting and placing agreement with RaffAello Securities (HK) Limited and Emperor Securities, as the placing agents, in relation to the Previous Placing for raising HK\$650.0 million before expenses. The aggregate net proceeds are intended to be used for expansion of the existing businesses of the Company, especially for the money lending business and asset management business; repayment of outstanding loans; general working capital and to finance any future business opportunities to be identified by the Company.

The Rights Issue and the Previous Placing have not yet completed as at the date of this announcement. Save for the aforesaid, the Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

## **REASONS FOR THE SUBSCRIPTION AND THE PLACING**

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.

In view of the recent market conditions, the Directors consider that the Subscription and the Placing represent good opportunities for the Company to raise further funding to support the Company's continuous development and business growth. Hence, the Board considers that fund raising through the Subscription and the Placing is in the interests of the Company and the Shareholders as a whole.

## **USE OF PROCEEDS**

The gross proceeds of the Subscription and the Placing will be HK\$1,500.0 million. The net proceeds from the Subscription and the Placing, after the deduction of the relevant commission and other related expenses, are estimated to be approximately HK\$1,474.4 million. The Company intends to use such net proceeds for working capital and expansion of the existing businesses of the Group, especially for the money lending business and asset management business and to finance of any future business opportunities to be identified by the Company.

## **LISTING RULES IMPLICATIONS**

The Subscription and the Placing will be subject to Shareholders' approval. The SGM will be convened and held for the purposes of considering and, if thought fit, approving the Subscription Agreements and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares). To the best knowledge of the Directors, as at the date of this announcement, no Shareholder is required to abstain from voting at the SGM in respect of the resolution(s) relating to the Subscription and/or the Placing.

## **GENERAL**

The SGM will be convened and held for the Shareholders to consider and if thought fit to approve the Subscription Agreements and the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares). A circular containing, among other things, (i) further details about the Subscription Agreements and the Placing Agreement; and (ii) the notice convening the SGM, will be despatched to the Shareholders on or before 18 June 2015.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been halted from 9:00 a.m. on 20 May 2015 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 27 May 2015.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES**

**Completion of the Subscription and the Placing is subject to the satisfaction and/or waiver (if applicable) of the conditions precedent in the Subscription Agreements and the Placing Agreement and therefore, the Subscription and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITION

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“AY Trust”	The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert, and of which Ms. Daisy Yeung (the Managing Director of the Company) is one of the eligible beneficiaries
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays and Sundays and any day on which a tropical cyclone warning signal No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“Circular”	the circular to be despatched to the Shareholders in relation to the Subscription Agreements and the Placing Agreement (together with the notice of the SGM)
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the securities of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Emperor Capital Holdings”	Emperor Capital Group Holdings Limited, being the controlling shareholder of the Company, a company indirectly owned by the AY Trust



“Emperor Securities”	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third parties independent of and not connected with the Company and connected person(s) of the Company
“Last Trading Day”	19 May 2015, being the last trading day of the Shares on the Stock Exchange pending the release of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any independent professional, institutional, and/or individual investors who are Independent Third Parties
“Placing”	the placing of the Placing Shares on a best effort basis pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Emperor Securities
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent on 19 May 2015 (after trading hours) in respect of the Placing
“Placing Price”	HK\$1.5 per Placing Share
“Placing Share(s)”	a maximum number of 556,002,000 new Shares to be placed pursuant to the Placing Agreement
“Placing Specific Mandate”	the specific mandate to be sought from and, if approved, granted by the Shareholders to the Directors at the SGM for the allotment and issuance of the Placing Shares pursuant to the Placing Agreement

“Previous Placing”	the placing of a maximum of 1,300,000,000 new Shares pursuant to the terms and conditions set out in the underwriting and placing agreement entered into between the Company as issuer and RaffAello Securities (HK) Limited and Emperor Securities as placing agents on 26 March 2015, which is expected to be completed on or before 4 June 2015, details of which are set out in the announcements of the Company dated 26 March 2015 and 21 May 2015
“Previous Placing Share(s)”	a maximum number of 1,300,000,000 new Shares to be issued by the Company under the Previous Placing
“Rights Issue”	the issue by way of rights of one (1) Rights Share for every two (2) Shares in issue as at 6 May 2015 at HK\$0.50 per Rights Share, which is expected to be completed on or before 4 June 2015, details of which were set out in the announcements of the Company dated 26 March 2015 and 21 May 2015
“Rights Share(s)”	the 1,315,981,908 Shares to be allotted and issued under the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, to approve the Subscription Agreements, the Placing Agreement and the respective transactions contemplated thereunder (including the grant of the Specific Mandates to allot and issue the Subscription Shares and the Placing Shares)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of issued Shares
“Specific Mandates”	the Subscription Specific Mandate and the Placing Specific Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	CAM Global Funds SPC, which is an Independent Third Party, and a company incorporated in Cayman Islands

“Subscriber B”	China Minsheng Banking Corp., Ltd., Hong Kong Branch, which is an Independent Third Party, and a company incorporated in People’s Republic of China
“Subscriber C”	Factorial Master Fund, which is an Independent Third Party, and a company incorporated in Cayman Islands
“Subscriber D”	Insight Multi-Strategy Funds SPC – Insight Phoenix Fund III SP, which is an Independent Third Party, a company incorporated in Cayman Islands
“Subscriber E”	Multiclue Capital Limited, which is an Independent Third Party, and a company incorporated in Cayman Islands
“Subscriber F”	Oasis Investments II Master Fund Ltd., which is an Independent Third Party, and a company incorporated in Cayman Islands
“Subscriber G”	Pine River China Master Fund Limited, which is an Independent Third Party, and a company incorporated in Cayman Islands
“Subscriber H”	Pine River Master Fund Limited, which is an Independent Third Party, and a company incorporated in Cayman Islands
“Subscriber I”	Value Partners Hong Kong Limited, which is an Independent Third Party, and a company incorporated in Hong Kong
“Subscribers”	Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E, Subscriber F, Subscriber G, Subscriber H and Subscriber I and “Subscriber” means any one of them
“Subscription”	the subscription of the Subscription Shares by the Subscribers pursuant to the terms and conditions of the Subscription Agreements
“Subscription Agreements”	the subscription agreements entered into between the Company and the Subscribers individually between 19 May 2015 (after trading hours) and 26 May 2015 (as the case may be) in respect of the Subscription and “Subscription Agreement” means any of them

“Subscription Price”	HK\$1.5 per Subscription Share
“Subscription Shares”	the 443,998,000 new Shares to be issued and allotted by the Company to the Subscribers or their nominees pursuant to the terms and conditions of the Subscription Agreements
“Subscription Specific Mandate”	the specific mandate to be sought from and, if approved, granted by the Shareholders to the Directors at the SGM for the allotment and issuance of the Subscription Shares pursuant to the Subscription Agreements
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent

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

Hong Kong, 26 May 2015

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

<i>Executive Directors:</i>	Ms. Daisy Yeung Mr. Chan Shek Wah Ms. Choi Suk Hing, Louisa Ms. Pearl Chan
<i>Independent Non-Executive Directors:</i>	Mr. Chu Kar Wing Mr. Poon Yan Wai Mr. Tse Hin Lin, Arnold