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英皇資本集團有限公司
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 717)

DISCLOSEABLE TRANSACTION

PROVISION OF LOAN FACILITIES

On 18 January 2024, the Lender entered into the Loan Agreements with the Borrowers in relation to the provision of the Loan Facilities up to HK\$15,900,000.

The transactions contemplated under the Loan Agreements constitute a discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

The Board announces that on 18 January 2024, the Lender entered into the Loan Agreements with the Borrowers. A summary of the details is set out as follows:

THE LOAN AGREEMENTS

Loan Agreement A

<i>Date</i>	: 18 January 2024
<i>Lender</i>	: Emperor Finance
<i>Borrower</i>	: the Borrowers
<i>Amount of Loan Facility A</i>	: up to HK\$15,900,000
<i>Drawdown</i>	: available for drawdown on 24 January 2024
<i>Repayment date of Loan Facility A</i>	: 26 January 2024
<i>Interest</i>	: 11% per annum

Security for Loan Facility A : Loan Facility A is an unsecured loan and will be utilised for the purpose of completion of the acquisition of the Mortgaged Property on or before 26 January 2024

Loan Agreement B

Date : 18 January 2024

Lender : Emperor Finance

Borrower : the Borrowers

Amount of Loan Facility B : up to HK\$15,900,000

Drawdown : available for drawdown on 26 January 2024

Term of Loan Facility B : 12 months from the date of drawdown

Interest : 11% per annum

Security for Loan Facility B : Loan Facility B will be secured by a first legal charge over the Mortgaged Property and will be utilised for the repayment of Loan Facility A. Valuations on the Mortgaged Property were conducted by independent valuers on 30 November 2023 with average value of the said property being approximately HK\$23,250,000

The Borrowers are required to provide the Lender with other securities as requested by the Lender from time to time. The Lender has the discretion to further extend the term of the Loan Facility B for another 12 months.

INFORMATION OF THE BORROWERS

Borrower II and Borrower III are merchants while Borrower I is the elder brother of Borrower II. The Borrowers are connected or associated with each other under the Listing Rules.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrowers are Independent Third Parties.

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 services, 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. Provision of the Loan Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities are funded by internal resources of the Group.

The terms of the Loan Agreements were negotiated on arm's length basis between the Lender and the Borrowers and were on normal commercial terms based on the Group's credit policy. Taking into account the results of due diligence on the financial background, repayment ability of and the collaterals given by the Borrowers and the stable interest income expected to be generated from the Loan Facilities, the Directors consider that the terms of the Loan Agreements are fair and reasonable and the entering into of the same is 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 or their associates pursuant to the Loan Agreements exceed 5% but are under 25%, the transactions contemplated thereunder constitute a discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

DEFINITION

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower I”	Mr. Suen Chi Leung, one of the borrowers under the Loan Agreements, being an Independent Third Party
“Borrower II”	Ms. Sun Wai Chu Shirley, one of the borrowers under the Loan Agreements, being an Independent Third Party
“Borrower III”	Mr. John Ming Shun Vincent, one of the borrowers under the Loan Agreements, being an Independent Third Party
“Borrowers”	Borrower I, Borrower II and Borrower III
“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
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of The People’s Republic of China
“Independent Third Party(ies)”	person(s) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
“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 Agreement A”	the loan agreement dated 18 January 2024 entered into between the Lender and the Borrowers relating to the granting of the Loan Facility A
“Loan Agreement B”	the loan agreement dated 18 January 2024 entered into between the Lender and the Borrowers relating to the granting of the Loan Facility B
“Loan Agreements”	Loan Agreement A and Loan Agreement B
“Loan Facilities”	Loan Facility A and Loan Facility B
“Loan Facility A”	the loan facility in the amount up to HK\$15,900,000 granted by the Lender to the Borrowers pursuant to the terms of the Loan Agreement A
“Loan Facility B”	the loan facility in the amount up to HK\$15,900,000 granted by the Lender to the Borrowers pursuant to the terms of the Loan Agreement B
“Mortgaged Property”	a residential unit located in Tai Po District, New Territories, Hong Kong
“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 of
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 18 January 2024

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

Executive Directors:

Ms. Daisy Yeung
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-Executive Directors:

Ms. Wan Choi Ha
Mr. Wong Tak Ming, Gary
Mr. Yu King Tin