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英皇集團（國際）有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code : 163)



英皇證券集團有限公司*
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code : 717)

CONTINUING CONNECTED TRANSACTIONS

The boards of directors of Emperor International and Emperor Capital Group announce that on 29 March 2018, (i) Headwise as landlord entered into the First Tenancy Agreement with Profit Broad as tenant in relation to the tenancy of the First Property; (ii) Active Pace as landlord entered into the Second Tenancy Agreement with Profit Broad as tenant in relation to the tenancy of the Second Property; and (iii) Very Sound as landlord entered into the Third Tenancy Agreement with Profit Broad as tenant in relation to the tenancy of the Third Property .

Under Chapter 14A of the Listing Rules, Profit Broad is a connected person of Emperor International whilst Headwise, Active Pace and Very Sound are connected persons of Emperor Capital Group and accordingly, the Tenancy Agreements constitute continuing connected transactions for both Emperor International and Emperor Capital Group.

As the applicable percentage ratios (as defined in the Listing Rules) on an annual basis calculated with reference to the aggregate annual caps of both Emperor International and Emperor Capital Group are more than 0.1% but less than 5%, the Tenancy Agreements are subject to the announcement, reporting and annual review requirements, but exempt from the respective shareholders' approval of both Emperor International and Emperor Capital Group under Chapter 14A of the Listing Rules.

The boards of directors of Emperor International and Emperor Capital Group announce that on 29 March 2018, the Tenancy Agreements are entered in relation to the tenancies of the First Property, the Second Property and the Third Property as follows :-

FIRST TENANCY AGREEMENT DATED 29 MARCH 2018

Landlord:	Headwise
Tenant:	Profit Broad
First Property:	Units 603 & 604, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 3,081 sq. ft.
Usage:	for office

* for identification propose only

Term: 2 years from 1 April 2018 to 31 March 2020 (both days inclusive)

Rent: HK\$104,500.00 per month, exclusive of rates, management fees, air-conditioning charges and other outgoings

Deposit: HK\$390,302.40 which is equivalent to three months' rent, rates and management fee

SECOND TENANCY AGREEMENT DATED 29 MARCH 2018

Landlord: Active Pace

Tenant: Profit Broad

Second Property: Unit 606, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 1,510 sq. ft.

Usage: for office

Term: 2 years from 1 April 2018 to 31 March 2020 (both days inclusive)

Rent: HK\$51,300.00 per month, exclusive of rates, management fees, air-conditioning charges and other outgoings

Deposit: HK\$191,604.00 which is equivalent to three months' rent, rates and management fee

THIRD TENANCY AGREEMENT DATED 29 MARCH 2018

Landlord: Very Sound

Tenant: Profit Broad

Third Property: 23/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 9,323 sq. ft.

Usage: for office

Term: 2 years from 1 April 2018 to 31 March 2020 (both days inclusive)

Rent: HK\$373,000.00 per month, exclusive of rates, management fees, air-conditioning charges and other outgoings

Rent Free : 2 months from 1 April 2018 to 31 May 2018

Effective Rent : HK\$341,916.67 per month

Deposit: HK\$1,353,514.20 which is equivalent to three months' rent, rates, management fees, air-conditioning charges and other outgoings

AGGREGATE ANNUAL CAPS OF THE TENANCY AGREEMENTS AND THE PREVIOUS TENANCY AGREEMENTS

Aggregate Annual Cap of Emperor International

The Aggregate Annual Cap of Emperor International for the Tenancy Agreements, the First Previous Tenancy Agreement (assuming the Option is exercised) and the Second Previous Tenancy Agreement (which are aggregated under Rule 14A.81 of the Listing Rules) based on the total annual effective rental received / receivable thereunder by Emperor International for each of the years ending 31 March 2019 and 2020 will be as follows:

	2019	2020
	<i>HK\$</i>	<i>HK\$</i>
First Tenancy Agreement	1,260,000	1,260,000
Second Tenancy Agreement	620,000	620,000
Third Tenancy Agreement	4,480,000	4,480,000
First Previous Tenancy Agreement	440,000	257,000
Second Previous Tenancy Agreement	3,855,000	3,855,000
Total	<u>10,655,000</u>	<u>10,472,000</u>

Aggregate Annual Cap of Emperor Capital Group

The Aggregate Annual Cap of the Emperor Capital Group for the Tenancy Agreements and the Previous Tenancy Agreements (which are aggregated under Rule 14A.81 of the Listing Rules) based on the total annual effective rental paid / payable thereunder by Emperor Capital Group for each of the years ending 30 September 2018, 2019, and 2020 will be as follows:

	2018	2019	2020
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
First Tenancy Agreement	630,000	1,260,000	630,000
Second Tenancy Agreement	310,000	620,000	310,000
Third Tenancy Agreement	2,240,000	4,480,000	2,240,000
First Previous Tenancy Agreement	403,000	37,000	-
Second Previous Tenancy Agreement	3,855,000	3,855,000	1,928,000
Third Previous Tenancy Agreement	573,000	-	-
Fourth Previous Tenancy Agreement	281,000	-	-
Total	<u>8,292,000</u>	<u>10,252,000</u>	<u>5,108,000</u>

REASONS AND BENEFITS FOR THE TENANCY AGREEMENTS

Emperor International is an investment holding company and its subsidiaries are principally engaged in property investments, property development and hospitality in the Greater China and overseas. The First Property, the Second Property and the Third Property are held by Headwise, Active Pace and Very Sound respectively as investment properties for rental income.

Emperor Capital Group is an investment company 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. Profit Broad is principally engaged in the provision of group tenancy agent services for Emperor Capital Group and its subsidiaries.

The terms of the Tenancy Agreements are arrived at after arm's length negotiation and the rental was determined with reference to the prevailing market rent of similar properties in the nearby locations. The directors of both Emperor International and Emperor Capital Group (including their respective independent non-executive directors) considered that the terms of the Tenancy Agreements are fair and reasonable and the transactions are on normal commercial terms, in the ordinary and usual course of business of both companies, and in the interests of both Emperor International and Emperor Capital Group and their respective shareholders as a whole.

GENERAL

Headwise, Active Pace and Very Sound are indirect wholly-owned subsidiaries of Emperor International. Profit Broad is an indirect wholly-owned subsidiary of Emperor Capital Group. Both Emperor International and Emperor Capital Group are both indirectly controlled by the AY Trust. As such, Profit Broad is a connected person of Emperor International whilst Headwise, Active Pace and Very Sound are connected persons of Emperor Capital Group under Chapter 14A of the Listing Rules. Accordingly, the Tenancy Agreements constitute continuing connected transactions for both Emperor International and Emperor Capital Group.

Ms. Luk Siu Man, Semon, the Chairperson of Emperor International, did abstain from voting on the relevant board resolutions of Emperor International in view of her deemed interest in the transactions by virtue of being an associate of the eligible beneficiaries of the AY Trust. Ms. Daisy Yeung, the Managing Director of Emperor Capital Group, did abstain from voting the relevant board resolutions of Emperor Capital Group in view of her deemed interests in the transactions by virtue of being one of the eligible beneficiaries of the AY Trust.

As the applicable percentage ratios (as defined in the Listing Rules) on an annual basis calculated with reference to the aggregate annual caps of both Emperor International and Emperor Capital Group are more than 0.1% but less than 5%, the Tenancy Agreements are subject to the announcement, reporting and annual review requirements, but exempt from the respective shareholders' approval of both Emperor International and Emperor Capital Group under Chapter 14A of the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

“Active Pace”	Active Pace Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International
“Aggregate Annual Cap of Emperor International”	the maximum amount of effective rental received / receivable by Emperor International under the Tenancy Agreements, the First Previous Tenancy Agreement (assuming the Option is exercised) and the Second Previous Tenancy Agreement for each of the years ending 31 March 2019 and 2020 based on the total annual effective rental received / receivable thereunder
“Aggregate Annual Cap of Emperor Capital Group”	the maximum amount of effective rental paid / payable by Emperor Capital Group under the Tenancy Agreements and the Previous Tenancy Agreements for each of the years ending 30

September 2018, 2019 and 2020 based on the total annual effective rental paid / payable thereunder

“AY Trust”	The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert
“Emperor Capital Group”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Emperor International”	Emperor International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“First Previous Property”	Unit 1605, 16/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 941 sq. ft.
“First Previous Tenancy Agreement”	a tenancy agreement dated 31 October 2017 entered into between Headwise as landlord and Profit Broad as tenant in relation to the tenancy of the First Previous Property for the period from 1 November 2017 to 31 October 2018 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor Capital Group dated 31 October 2017
“First Property”	Units 603 & 604, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 3,081 sq. ft.
“First Tenancy Agreement”	a tenancy agreement dated 29 March 2018 entered into between Headwise as landlord and Profit Broad as tenant in relation to the renewal of tenancy of the First Property
“Fourth Previous Tenancy Agreement”	a tenancy agreement dated 31 March 2016 entered into between Active Pace as landlord and Profit Broad as tenant in relation to the tenancy of the Second Property for the period from 1 April 2016 to 31 March 2018 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor Capital Group dated 1 April 2016
“Headwise”	Headwise Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International

“HK\$”	Hong Kong dollars
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Option”	the option granted by Headwise to Profit Broad to renew the tenancy of the First Previous Property for additional 1 year from 1 November 2018 to 31 October 2019 pursuant to the First Previous Tenancy Agreement
“Previous Tenancy Agreements”	the First Previous Tenancy Agreement, the Second Previous Tenancy Agreement, the Third Previous Tenancy Agreement and the Fourth Previous Tenancy Agreement
“PRC”	The People’s Republic of China
“Profit Broad”	Profit Broad Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor Capital Group
“Second Previous Property”	24/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 9,323 sq. ft
“Second Previous Tenancy Agreement”	a tenancy agreement dated 30 March 2017 entered into between Very Sound as landlord and Profit Broad as tenant in relation to the tenancy of the Second Previous Property for the period from 1 April 2017 to 31 March 2020 (both days inclusive), details of which were set out in the announcement of Emperor Capital Group dated 30 March 2017
“Second Property”	Unit 606, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 1,510 sq. ft.
“Second Tenancy Agreement”	a tenancy agreement dated 29 March 2018 entered into between Active Pace as landlord and Profit Broad as tenant in relation to the renewal of tenancy of the Second Property
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreements”	the First Tenancy Agreement, the Second Tenancy Agreement and the Third Tenancy Agreement
“Third Previous Tenancy Agreement”	a tenancy agreement dated 31 March 2016 entered into between Headwise as landlord and Profit Broad as tenant in relation to the tenancy of the First Property for the period from 1 April 2016 to 31 March 2018 (both days inclusive), details of which

were set out in the joint announcement of Emperor International and Emperor Capital Group dated 1 April 2016

“Third Property”	23/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 9,323 sq. ft.
“Third Tenancy Agreement”	a tenancy agreement dated 29 March 2018 entered into between Very Sound as landlord and Profit Broad as tenant in relation to the tenancy of the Third Property
“Very Sound”	Very Sound Investments Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International
“sq. ft.”	square feet
“%”	per cent

By order of the board
Emperor International Holdings Limited
Luk Siu Man Semon
Chairperson

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

Hong Kong, 29 March 2018

As at the date hereof, the board of directors of Emperor International comprises:

<i>Non-executive Director:</i>	Ms. Luk Siu Man, Semon
<i>Executive Directors:</i>	Mr. Wong Chi Fai Ms. Fan Man Seung, Vanessa Mr. Cheung Ping Keung
<i>Independent Non-executive Directors:</i>	Ms. Cheng Ka Yu Mr. Wong Tak Ming, Gary Mr. Chan Hon Piu

As at the date hereof, the board of directors of Emperor Capital Group 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 Ms. Wan Choi Ha