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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 11 March 2015, 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\$280,000,000 to the Borrower. The Loan Facility is available for drawdown upon signing of the Loan Agreement.

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 exempt from shareholders' approval requirement under the Listing Rules.

The Board announces that on 11 March 2015, 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\$280,000,000 to the Borrower pursuant to the terms of the Loan Agreement.

THE LOAN AGREEMENT

Date: 11 March 2015

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 investment holding company incorporated in the British Virgin Islands. Its subsidiaries are principally engaged in investment holding and property investment. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower (together with its ultimate beneficial owners) and the guarantor of the Loan Facility are independent third parties 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\$280,000,000
Drawdown:	available for drawdown upon signing of the Loan Agreement
Repayment:	within 6 months from the date of signing the Loan Agreement
Interest:	1) 1st to 3rd months from the date of first drawdown: 2.5% per month; and 2) 4th to 6th months from the date of first drawdown: 2.75% per month
Security for the Loan Facility:	As a continuing security for the due performance of the obligations of the Borrower under the Loan Agreement, the Loan Facility is secured by :- 1) three respective share charges in favour of the Lender in respect of the Borrower’s shareholding and interests in its direct and indirect subsidiaries which are ultimately holding material assets in the PRC; 2) the assignment(s) of the Inter-Company Loans duly executed or to be executed in favour of the Lender; and 3) an irrevocable and unconditional personal guarantee duly executed by the sole director, who is also one of the shareholders of the Borrower, in favour of the Lender.

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) margin and initial public offering financings as well as loans and advances such as personal money lending and 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; and (ii) the expected revenue to be generated 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 exempt 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 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
“Inter-Company Loans”	the loans owing to the Borrower or its subsidiaries by any subsidiaries of the Borrower
“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 11 March 2015 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\$280,000,000 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
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, The Macau Special Administrative Region of the PRC and Taiwan
“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, 11 March 2015

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
Mr. Tse Hin Lin, Arnold