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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

SUPPLEMENTAL LOAN AGREEMENT RELATING TO THE PROVISION OF LOAN FACILITY

Reference is made to the announcement of the Company dated 12 August 2015 in relation to the Loan Facility of up to HK\$186,320,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrowers. The Board announces that on 3 November 2015, the Lender entered into the Supplemental Loan Agreement with the Borrowers to (i) increase the principal amount of the Loan Facility from up to HK\$186,320,000 to up to HK\$196,320,000; and (ii) reduce the interest rate on the Loan Facility from 13% per annum to 11.8% per annum with effect from 12 November 2015 until the final repayment date (i.e. 12 August 2016).

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the aggregated interest income to the Group and maximum amount of financial assistance granted to the Borrowers or their respective associates pursuant to the Loan Facility under the Loan Agreement and the Supplemental Loan Agreement exceed 5% but are under 25%, the Loan Facility revised under the Supplemental Loan Agreement remains a discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from shareholders' approval requirement under the Listing Rules.

Reference is made to the announcement of the Company dated 12 August 2015 in relation to the Loan Facility of up to HK\$186,320,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrowers. The Loan Facility under the Loan Agreement was fully drawn down by the Borrowers and shall be repaid on or before 12 August 2016. The Loan Facility is secured by an all monies first legal charge over a property located in Hong Kong in favour of the Lender. Details of the Loan Agreement were set out in the announcement of the Company dated 12 August 2015.

** for identification purposes only*

THE SUPPLEMENTAL LOAN AGREEMENT

The Board announces that on 3 November 2015, the Lender entered into the Supplemental Loan Agreement with the Borrowers to (i) increase the principal amount of the Loan Facility from up to HK\$186,320,000 to up to HK\$196,320,000; and (ii) reduce the interest rate on the Loan Facility from 13% per annum to 11.8% per annum with effect from 12 November 2015 until the final repayment date (i.e. 12 August 2016). Save for the variations as set out in the Supplemental Loan Agreement, all the terms and conditions under the Loan Agreement shall remain unchanged and valid.

The Borrowers are three individuals. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrowers are independent third parties not connected with the Company or connected persons of the Company.

REASONS FOR ENTERING INTO THE SUPPLEMENTAL 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) 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.

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 was/will be funded by internal resources of the Group.

The terms of the Supplemental Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrowers. After considering (i) the security for the Loan Facility; (ii) the expected revenue generated/to be generated; (iii) the market conditions; and (iv) the financial capabilities of the Borrowers, the Directors are of the view that the terms of the Supplemental Loan Agreement are fair and reasonable and 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 aggregated interest income to the Group and maximum amount of financial assistance granted to the Borrowers or their respective associates pursuant to the Loan Facility under the Loan Agreement and the Supplemental Loan Agreement exceed 5% but are under 25%, the Loan Facility revised under the Supplemental Loan Agreement remains a discloseable transaction of the Company and is therefore 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
“Borrowers”	the borrowers under the Loan Agreement and the Supplemental Loan Agreement, and are independent third parties
“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
“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 12 August 2015 entered into between the Lender and the Borrowers relating to the granting of the Loan Facility in the amount of up to HK\$186,320,000 to the Borrowers
“Loan Facility”	the loan facility in the amount of up to HK\$186,320,000 granted by the Lender to the Borrowers pursuant to the terms of the Loan Agreement, and subsequently increased to the amount of up to HK\$196,320,000 pursuant to the terms of the Supplemental 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

“Supplemental Loan Agreement” the loan agreement dated 3 November 2015 entered into between the Lender and the Borrowers to supplement the Loan Agreement

“%” per cent

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

Hong Kong, 3 November 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
Ms. Wan Choi Ha