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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

FOURTH SUPPLEMENTAL LOAN AGREEMENT RELATING TO THE FURTHER EXTENSION OF LOAN FACILITY

Reference is made to the announcements of the Company dated 11 March 2015, 31 August 2015 and 31 December 2015 in relation to, among others, the provision of the Loan Facility of up to HK\$280,000,000 by the Lender to the Borrower and the extensions of repayment date of the Loan Facility. The Board announces that on 19 July 2016, the Lender entered into the Fourth Supplemental Loan Agreement with the Borrower to further extend the repayment date of the Loan Facility to 30 September 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 Borrower or its associates pursuant to the Loan Facility under the Loan Agreement exceed 5% but are under 25%, the Loan Facility extended under the Fourth 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 announcements of the Company dated 11 March 2015, 31 August 2015 and 31 December 2015 in relation to the provision of the Loan Facility of up to HK\$280,000,000 by the Lender to the Borrower pursuant to the Loan Agreement and the extensions of repayment date of the Loan Facility to 31 March 2016. The Loan Facility was fully drawn down by the Borrower and partial repayment of the principal loan amount was received by the Group whereby the principal amount of the Loan Facility in the sum of HK\$99,964,181 remains outstanding as at the date of this announcement. Pursuant to the Third Supplemental Loan Agreement dated 31 March 2016, the repayment date of the Loan Facility was extended to 30 June 2016.

** for identification purposes only*

The Board announces that on 19 July 2016, the Lender entered into the Fourth Supplemental Loan Agreement with the Borrower to further extend the repayment date of the Loan Facility from 30 June 2016 to 30 September 2016. The summary details of the Fourth Supplemental Loan Agreement are set out below :-

THE FOURTH SUPPLEMENTAL LOAN AGREEMENT

Date: 19 July 2016

Lender: Emperor Finance Limited, an indirect wholly-owned subsidiary of the Company

Borrower: the borrower under the Loan Agreement

The Borrower is an investment holding company incorporated in the British Virgin Islands. Its subsidiaries are principally engaged in investment holding / 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.

Amount of the Loan Facility: up to HK\$280,000,000

Repayment: on or before 30 September 2016

Interest: 2.75% per month

Continuing securities for the Loan Facility:

- (1) the charge executed by the Borrower in favour of the Lender on its interests over the bonds issued by a listed company of the Stock Exchange to the Borrower whereas the principal amount of the bonds being charged is reduced from HK\$538,000,000 to HK\$372,000,000; and
- (2) the 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 for the due performance of the obligations of the Borrower under the Loan Agreement.

REASONS FOR ENTERING INTO THE FOURTH 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. 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 funded by internal resources of the Group.

The terms of the Fourth Supplemental Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. After considering the partial repayment of the Loan Facility made by the Borrower, the continuing securities provided for the Loan Facility and the expected revenue to be generated, the Directors are of the view that the terms of the Fourth 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 Borrower or its associates in respect of the Loan Facility under the Loan Agreement exceed 5% but are under 25%, the Loan Facility extended under the Fourth 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

“associates”	has the meaning ascribed to it under the Listing Rules
“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
“First Supplemental Loan Agreement”	the supplemental loan agreement dated 31 August 2015 entered into between the Lender and the Borrower for, among others, extending the repayment date of the Loan Facility from 11 September 2015 to 31 December 2015
“Fourth Supplemental Loan Agreement”	the supplemental loan agreement dated 19 July 2016 entered into between the Lender and the Borrower for, among others, extending the repayment date of the Loan Facility from 30 June 2016 to 30 September 2016

“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 11 March 2015 entered into between the Lender and the Borrower relating to the granting of the Loan Facility (as supplemented by the Supplemental Agreements)
“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 as supplemented by the Supplemental Agreements
“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
“Second Supplemental Loan Agreement”	the supplemental loan agreement dated 31 December 2015 entered into between the Lender and the Borrower for, among others, extending the repayment date of the Loan Facility from 31 December 2015 to 31 March 2016
“Supplemental Agreements”	the First Supplemental Loan Agreement, the Second Supplemental Loan Agreement, the Third Supplemental Loan Agreement and the Fourth Supplemental Loan Agreement
“Shareholders”	holders of ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Supplemental Loan Agreement”	the supplemental loan agreement dated 31 March 2016 entered into between the Lender and the Borrower for, among others, extending the repayment date of the Loan Facility from 31 March 2016 to 30 June 2016

“0%”

per cent

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

Hong Kong, 19 July 2016

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