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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

PROVISION OF LOAN FACILITY

On 28 December 2022, the Lender entered into the Loan Agreement with the Borrowers in relation to the provision of the Loan Facility of up to HK\$28,000,000 which is available for drawdown subject to the terms therein and shall be repaid within 12 months from the date of drawdown.

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

The Board announces that on 28 December 2022, the Lender entered into the Loan Agreement with the Borrowers. A summary of the details is set out as follows:

THE LOAN AGREEMENT

<i>Date</i>	: 28 December 2022
<i>Lender</i>	: Emperor Finance
<i>Borrower</i>	: the Borrowers
<i>Amount of Loan Facility</i>	: up to HK\$28,000,000
<i>Repayment</i>	: within 12 months from the date of drawdown
<i>Interest</i>	: 10% per annum

Security for the Loan Facility : the Loan Facility is secured by a first mortgage over a residential unit located in Tai Po, New Territories, Hong Kong. Valuation on such property has been conducted by independent valuers on 9 December 2022 with the average value of the said property being approximately HK\$42,250,000

Drawdown of the Loan Facility is subject to, inter alia, satisfactory credit assessment on the Borrowers by the Lender. The Borrowers are required to provide the Lender with other securities as requested by the Lender from time to time.

INFORMATION OF THE BORROWERS

Borrower I is a merchant as well as the sole director and sole ultimate beneficial owner 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 AGREEMENT

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 Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facility is funded by internal resources of the Group.

The terms of the Loan Agreement 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 and repayment ability of and the collateral given by the Borrowers and the stable interest income expected to be generated from the Loan Facility, the Directors consider that the terms of the Loan Agreement 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 maximum amount of financial assistance granted to the Borrowers or their associates pursuant to the Loan Agreement exceed 5% but are under 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

DEFINITIONS

“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower I”	Mr. Lam Toi, one of the Borrowers under the Loan Agreement, being an Independent Third Party to the Company
“Borrower II”	Star Joy International Investment Limited, one of the Borrowers under the Loan Agreement, being an investment holding company incorporated in Hong Kong with limited liability and an Independent Third Party to the Company
“Borrowers”	Borrower I and Borrower II
“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 same meaning as ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries
“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) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(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”	the loan agreement dated 28 December 2022 entered into between the Lender and the Borrowers relating to the granting of the Loan Facility
“Loan Facility”	the loan facility in the amount of up to HK\$28,000,000 granted by the Lender to the Borrowers 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
“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, 28 December 2022

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

Executive Directors:

Ms. Daisy Yeung
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Ms. Choi Suk Hing, Louisa

Independent Non-Executive Directors:

Mr. Poon Yan Wai
Ms. Wan Choi Ha
Mr. Wong Tak Ming, Gary