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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

EXTENSION OF LOAN FACILITY

On 17 September 2021, the Lender entered into the New Supplemental Loan Agreement with the Borrower to further extend the repayment date of the Loan Facility from 13 September 2021 to 13 September 2022. The transactions contemplated thereunder remain discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 13 March 2020 in relation to the provision of a loan facility of up to HK\$150,000,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrower. Before entering into the New Supplemental Loan Agreement, the Lender entered into the Previous Supplemental Loan Agreements with the Borrower to supplement the Loan Agreement to amend certain terms of the Loan Facility.

EXTENSION OF LOAN FACILITY

The Board announces that on 17 September 2021, the Lender entered into the New Supplemental Loan Agreement with the Borrower to further extend the repayment date of the Loan Facility to 13 September 2022.

As at the date of this announcement, approximately HK\$81,817,000 of the Loan Facility was drawn down by the Borrower and remains outstanding.

** for identification purpose only*

REASONS FOR ENTERING INTO THE LOAN AGREEMENT (AS SUPPLEMENTED BY THE SUPPLEMENTAL LOAN AGREEMENTS)

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. 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 is funded by internal resources of the Group.

The terms of the Loan Agreement (as supplemented by the Supplemental Loan Agreements) were negotiated on arm's length basis between the Lender and the Borrower 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 the Borrower and the stable interest income expected to be generated from the Loan Facility, the Directors consider that the terms of the Loan Agreement (as supplemented by the Supplemental Loan Agreements) 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 Borrower or his associates pursuant to the Loan Facility under the Loan Agreement (as supplemented by the Supplemental Loan Agreements) exceed 5% but are under 25%, the transactions contemplated thereunder remain discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under 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”	Mr. Luk Kee Yan, Kelvin, a borrower under the Loan Agreement and the Supplemental Loan Agreements, being an Independent Third Party to the Company
“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 meaning ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, 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”	Emperor Prestige Credit 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 13 March 2020 entered into between the Lender and the Borrower relating to the granting of the Loan Facility as supplemented by the Supplemental Loan Agreements
“Loan Facility”	the loan facility of up to HK\$150,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“New Supplemental Loan Agreement”	the supplemental loan agreement dated 17 September 2021 entered into between the Lender and the Borrower to supplement the Loan Agreement and the Previous Supplemental Loan 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
“Previous Supplemental Loan Agreements”	the supplemental loan agreements entered into between the Lender and the Borrower on 10 June 2020, 21 August 2020 and 8 April 2021 to supplement the Loan Agreement pursuant to which the Lender and the Borrower agreed to amend the interest rate to 9% per annum and extend the repayment date of the Loan Facility to 13 September 2021
“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

“Supplemental Loan
Agreements”

the Previous Supplemental Loan Agreements and the New
Supplemental Loan Agreement

“%”

per cent

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

Hong Kong, 17 September 2021

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

Executive Directors:

Ms. Daisy Yeung
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors:

Mr. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha