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英皇集團（國際）有限公司*
Emperor International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code : 163)



英皇證券集團有限公司*
Emperor Capital Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code : 717)

CONTINUING CONNECTED TRANSACTION

The boards of directors of Emperor International and Emperor Capital Group announce that on 31 October 2017, Headwise as landlord entered into the Tenancy Agreement with Profit Broad as tenant in relation to the tenancy of the Property.

Profit Broad is a connected person of Emperor International whilst Headwise is a connected person of Emperor Capital Group under Chapter 14A of the Listing Rules. Accordingly, the Tenancy Agreement constitutes a continuing connected transaction for both Emperor International and Emperor Capital Group.

As the applicable percentage ratios (as defined in the Listing Rules) on an annual basis calculated with reference to the aggregate annual caps of both Emperor International and Emperor Capital Group are more than 0.1% but less than 5%, the Tenancy Agreement is subject to the announcement, reporting and annual review requirements, but exempt from the respective shareholders' approval of both Emperor International and Emperor Capital Group under Chapter 14A of the Listing Rules.

The boards of directors of Emperor International and Emperor Capital Group announce that on 31 October 2017, Headwise as landlord entered into the Tenancy Agreement with Profit Broad as tenant in relation to the tenancy of the Property.

TENANCY AGREEMENT DATED 31 OCTOBER 2017

Landlord:	Headwise
Tenant:	Profit Broad
Property:	Unit 1605, 16/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 941 sq. ft.
Usage:	for office
Term:	1 year from 1 November 2017 to 31 October 2018 (both days inclusive)
Rent:	HK\$36,600.00 per month, exclusive of rates, management and air-conditioning charges and other outgoings

* for identification purpose only

Option: the Tenant has an option to renew the tenancy for 1 year at the rent of HK\$36,600.00 per month, exclusive of rates, management, and air-conditioning fee and all other outgoings. Further announcement shall be issued by Emperor International and/or Emperor Capital Group (if necessary) as and when the Option is exercised.

Deposit: HK\$133,421.40 which is equivalent to three months' rent, rates and management fee

AGGREGATE ANNUAL CAPS OF THE TENANCY AGREEMENT AND THE PREVIOUS TENANCY AGREEMENTS

Aggregate Annual Cap of Emperor International

The Aggregate Annual Cap of Emperor International for the Tenancy Agreement and the Previous Tenancy Agreements (which are aggregated under Rule 14A.81 of the Listing Rules) based on the total annual effective rental received / receivable thereunder by Emperor International for each of the years ending 31 March 2018, 2019 and 2020 will be as follows (assuming the Option is exercised):

	2018	2019	2020
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
Tenancy Agreement	183,000	440,000	257,000
First Previous Tenancy Agreement	3,855,000	3,855,000	3,855,000
Second Previous Tenancy Agreement	1,146,000	-	-
Third Previous Tenancy Agreement	562,000	-	-
Total	<u>5,746,000</u>	<u>4,295,000</u>	<u>4,112,000</u>

Aggregate Annual Cap of Emperor Capital Group

The Aggregate Annual Cap of Emperor Capital Group for the Tenancy Agreement and the Previous Tenancy Agreements (which are aggregated under Rule 14A.81 of the Listing Rules) based on the total annual effective rental paid / payable thereunder by Emperor Capital Group for each of the years ending 30 September 2018, 2019 and 2020 will be as follows:

	2018	2019	2020
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
Tenancy Agreement	403,000	37,000	-
First Previous Tenancy Agreement	3,855,000	3,855,000	1,928,000
Second Previous Tenancy Agreement	573,000	-	-
Third Previous Tenancy Agreement	281,000	-	-
Total	<u>5,112,000</u>	<u>3,892,000</u>	<u>1,928,000</u>

REASONS AND BENEFITS FOR THE TENANCY AGREEMENT

Emperor International is an investment holding company and its subsidiaries are principally engaged in property investments, property development and hospitality in the Greater China and overseas. Headwise is principally engaged in property investment. The Property is held by Headwise as investment property for rental income.

Emperor Capital Group 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, wealth management and asset management; (iii) placing and underwriting services for listed issuers; and (iv) corporate finance advisory services. Profit Broad is principally engaged in the provision of group tenancy agent services for Emperor Capital Group and its subsidiaries.

The terms of the Tenancy Agreement were arrived at after arm's length negotiation and the rental was determined with reference to the prevailing market rent of similar properties in the nearby locations. The directors of both Emperor International and Emperor Capital Group (including their respective independent non-executive directors) considered that the terms of the Tenancy Agreement are fair and reasonable and the transaction is on normal commercial terms, in the ordinary and usual course of business of both companies, and in the interests of both Emperor International and Emperor Capital Group and their respective shareholders as a whole.

GENERAL

Headwise is an indirect wholly-owned subsidiary of Emperor International. Profit Broad is an indirect wholly-owned subsidiary of Emperor Capital Group. Both Emperor International and Emperor Capital Group are indirectly controlled by the AY Trust. As such, Profit Broad is a connected person of Emperor International whilst Headwise is a connected person of Emperor Capital Group under Chapter 14A of the Listing Rules. Accordingly, the Tenancy Agreement constitutes a continuing connected transaction for both Emperor International and Emperor Capital Group.

Ms. Luk Siu Man, Semon, the Chairperson of Emperor International, did abstain from voting on the relevant board resolution(s) of Emperor International in view of her deemed interest in the transaction by virtue of being an associate of the eligible beneficiaries of the AY Trust. Ms. Daisy Yeung, the Managing Director of Emperor Capital Group, did abstain from voting the relevant board resolution(s) of Emperor Capital Group in view of her deemed interests in the transaction by virtue of being one of the eligible beneficiaries of the AY Trust.

As the applicable percentage ratios (as defined in the Listing Rules) on an annual basis calculated with reference to the aggregate annual caps of both Emperor International and Emperor Capital Group are more than 0.1% but less than 5%, the Tenancy Agreement is subject to the announcement, reporting and annual review requirements, but exempt from the respective shareholders' approval of both Emperor International and Emperor Capital Group under Chapter 14A of the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

“Active Pace”	Active Pace Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International
“Aggregate Annual Cap of Emperor International”	the maximum amount of effective rental received / receivable by Emperor International under the Tenancy Agreement and the Previous Tenancy Agreements for each of the years ending 31 March 2018, 2019 and 2020 based on the total annual effective rental received / receivable thereunder

“Aggregate Annual Cap of Emperor Capital Group”	the maximum amount of effective rental paid / payable by Emperor Capital Group under the Tenancy Agreement and the Previous Tenancy Agreements for each of the years ending 30 September 2018, 2019 and 2020 based on the total annual effective rental paid / payable thereunder
“AY Trust”	The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert
“Emperor Capital Group”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Emperor International”	Emperor International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“First Previous Property”	24/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 9,323 sq. ft
“First Previous Tenancy Agreement”	a tenancy agreement dated 30 March 2017 entered into between Very Sound as landlord and Profit Broad as tenant in relation to the tenancy of the First Previous Property for the period from 1 April 2017 to 31 March 2020 (both days inclusive), details of which were set out in the announcement of Emperor Capital Group dated 30 March 2017
“Headwise”	Headwise Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International
“HK\$”	Hong Kong dollars
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Previous Tenancy Agreements”	the First Previous Tenancy Agreement, the Second Previous Tenancy Agreement and the Third Previous Tenancy Agreement
“Profit Broad”	Profit Broad Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor Capital Group
“Property”	Unit 1605, 16/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 941 sq. ft.

“Second Previous Property”	Unit 603 & 604, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 3,081 sq. ft.
“Second Previous Tenancy Agreement”	a tenancy agreement dated 31 March 2016 entered into between Headwise as landlord and Profit Broad as tenant in relation to the tenancy of the Second Previous Property for the period from 1 April 2016 to 31 March 2018 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor Capital Group dated 1 April 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	a tenancy agreement dated 31 October 2017 entered into between Headwise as landlord and Profit Broad as tenant in relation to the tenancy of the Property
“Third Previous Property”	Unit 606, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong with gross floor area of 1,510 sq. ft.
“Third Previous Tenancy Agreement”	a tenancy agreement dated 31 March 2016 entered into between Active Pace as landlord and Profit Broad as tenant in relation to the tenancy of the Third Previous Property for the period from 1 April 2016 to 31 March 2018 (both days inclusive), details of which were set out in the joint announcement of Emperor International and Emperor Capital Group dated 1 April 2016
“Very Sound”	Very Sound Investments Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Emperor International
“sq. ft.”	square feet
“%”	per cent

By order of the board
Emperor International Holdings Limited
Luk Siu Man Semon
Chairperson

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

Hong Kong, 31 October 2017

As at the date hereof, the board of directors of Emperor International comprises:

Non-executive Director: Ms. Luk Siu Man, Semon

Executive Directors: Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Mr. Cheung Ping Keung

Independent Non-executive Directors: Ms. Cheng Ka Yu
Mr. Wong Tak Ming, Gary
Mr. Chan Hon Piu

As at the date hereof, the board of directors of Emperor Capital Group 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