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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 FACILITIES

On 26 November 2021, the Lender entered into the Loan Agreements with Borrower I and/or Borrower II as appropriate in relation to the provision of the Loan Facility of up to an aggregate amount of HK\$11,200,000 which is available for drawdown subject to terms of Loan Agreements and shall be repaid within 12 months from the date of the drawdown.

Within the period of 12 months immediately preceding and up to the date of the Loan Agreements, the Lender had entered into Previous Loan Agreements with the Borrowers in relation to the provision of the loan facilities of up to an aggregate amount of HK\$45,200,000 with details as set out in the announcement of the Company dated 15 November 2021.

This series of transactions with the Borrowers after aggregation remains as a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 15 November 2021 in relation to provision of the loan facilities of up to an aggregate amount of HK\$45,200,000 granted by the Lender (an indirect wholly-owned subsidiary of the Company) to the Borrowers under the Previous Loan Agreements.

The Board announces that on 26 November 2021, the Lender entered into the Loan Agreements with Borrower I and/or Borrower II, a summary of the details is set out as follows:-

Loan Agreement A

Date : 26 November 2021

Lender : Emperor Finance

Borrowers : Borrower I and Borrower II

Amount of Loan Facility A : up to HK\$1,860,000

Repayment : Within 12 months from the date of drawdown

Interest : (i) 20.5% per annum for the 1st month upon the date of drawdown
(ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown

Security for Loan Facility A : Loan Facility A is secured by a first mortgage over three parking spaces located in Tung Chung, Hong Kong. Valuation on such car parks have been conducted by independent valuers on 17 November 2021 and 18 November 2021 and the average value of the Parking Spaces is approximately HK\$3,466,667

Loan Agreement B

Date : 26 November 2021

Lender : Emperor Finance

Borrower : Borrower II

Amount of Loan Facility B : up to HK\$610,000

Repayment : Within 12 months from the date of drawdown

Interest : (i) 20.5% per annum for the 1st month upon the date of drawdown
(ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown

Security for Loan Facility B : Loan Facility B is secured by a first mortgage over a parking space located in Tung Chung, Hong Kong. Valuation on such car park has been conducted by independent valuers on 17 November 2021 and 18 November 2021 and the average value of the Parking Spaces is approximately HK\$3,466,667

Loan Agreement C

Date : 26 November 2021

Lender : Emperor Finance

Borrower : Borrower II

Amount of Loan Facility C : up to HK\$8,730,000

- Repayment* : Within 12 months from the date of drawdown
- Interest* : (i) 20.5% per annum for the 1st month upon the date of drawdown
(ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
- Security for Loan Facility C* : Loan Facility C is secured by a first mortgage over a residential unit located in Tung Chung, Hong Kong. Valuation on the property has been conducted by independent valuers on 17 November 2021 and 18 November 2021 and the average value of the property is approximately HK\$12,733,333

The drawdown of the Loan Facilities is subject to, inter alia, satisfactory credit assessment on Borrower I and Borrower II by the Lender. They are required to provide the Lender with other securities as requested by the Lender as from time to time.

INFORMATION OF BORROWER I AND BORROWER II

Borrower I is a merchant. Borrower II is the relative (as defined under the Listing Rules) of Borrower I. As such, Borrower I and Borrower II 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, Borrower I and Borrower II are Independent Third Parties.

REASONS FOR ENTERING INTO THE 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 Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities are funded by internal resources of the Group.

The terms of the Loan Agreements were negotiated on arm's length basis between the Lender and Borrower I and Borrower II 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 Borrower I and Borrower II and the stable interest income expected to be generated from the Loan Facilities, the Directors consider that the terms of the 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 aggregate amount of financial assistance granted to the Borrowers or their associates pursuant to the Loan Agreements and the Previous Loan Agreements exceed 5% but are under 25%, this series of transactions contemplated under the said agreements with the Borrowers after aggregation remains as a discloseable transaction of the Company and is 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 I”	Mr. Xue Mingluan, a borrower under Loan Agreement A and the Previous Loan Agreements, being an Independent Third Party to the Company
“Borrower II”	Ms. Xue Xiaoyu, a borrower under Loan Agreements and one of the Previous Loan Agreements, being an Independent Third Party to the Company
“Borrower III”	Ms. Xue Li, a borrower under one of the Previous Loan Agreements, being an Independent Third Party to the Company
“Borrowers”	Borrower I, Borrower II and Borrower III
“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” 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 A”	the loan agreement dated 26 November 2021 entered into between the Lender and Borrower I and Borrower II relating to the granting of the Loan Facility A
“Loan Agreement B”	the loan agreement dated 26 November 2021 entered into between the Lender and Borrower II relating to the granting of the Loan Facility B
“Loan Agreement C”	the loan agreement dated 26 November 2021 entered into between the Lender and Borrower II relating to the granting of the Loan Facility C
“Loan Agreements”	Loan Agreement A, Loan Agreement B and Loan Agreement C
“Loan Facility A”	the loan facility in the amount of up to HK\$1,860,000 granted by the Lender to Borrower I and Borrower II pursuant to the terms of the Loan Agreement A
“Loan Facility B”	the loan facility in the amount of up to HK\$610,000 granted by the Lender to Borrower II pursuant to the terms of the Loan Agreement B
“Loan Facility C”	the loan facility in the amount of up to HK\$8,730,000 granted by the Lender to the Borrower II pursuant to the terms of the Loan Agreement C
“Loan Facilities”	Loan Facility A, Loan Facility B and Loan Facility C
“Parking Spaces”	four parking spaces located in Tung Chung, Hong Kong, being the security for the Loan Facility A and the Loan Facility B
“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 Loan Agreements”	the loan agreements entered into between the Lender and the respective Borrowers on 3 August 2021, 9 August 2021, 4 November 2021 and 15 November 2021 in relation to the provision of the loan facilities of up to an aggregate amount of HK\$45,200,000 with details set out in the announcement of the Company dated 15 November 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

“%”

per cent

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

Hong Kong, 26 November 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