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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  
RELATING TO THE PROVISION OF LOAN FACILITY**

The Board announces that on 19 November 2012, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to provide a loan facility of HK\$20,000,000 to the Borrower. The Loan Facility shall be available for drawdown commencing from the date of the Loan Agreement and up to 31 December 2013, and shall be repaid on or before 28 February 2014.

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company as the relevant percentage ratio(s) exceed 5% but are under 25% and it is subject to the announcement requirement as set out in the Listing Rules but is exempted from shareholders' approval requirement under the Listing Rules.

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**THE LOAN AGREEMENT**

Date: 19 November 2012

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

Borrower: the borrower under the Loan Agreement

\* for identification purposes only

The Borrower is a company incorporated in Hong Kong. Its principal activity is investment holding and its subsidiaries are engaged in outdoor advertising business. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are independent third parties not connected with the Company or connected persons of the Company.

### **Principal terms of the Loan Agreement**

Amount of the Loan Facility: HK\$20,000,000

Purpose: the Loan Facility shall be used as capital for strategic planning and daily operation of the Borrower

Drawdown: available for drawdown commencing from the date of the Loan Agreement and up to 31 December 2013

Repayment: on or before 28 February 2014

Interest: 30% per annum

Securities for the Loan Facility: the Loan Facility is secured by:

- (a) charges over the issued share capital of the Borrower and a majority of issued share capital of the holding company of the Borrower;
- (b) charge on assets of the Borrower; and
- (c) personal guarantees to be executed by the directors of the Borrower.

### **REASONS FOR ENTERING INTO THE 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) brokerage services for securities, futures and options traded on the exchanges in Hong Kong, the United States, Japan and the United Kingdom, as well as wealth management and asset management services; (ii) provision of margin and IPO financings as well as loans and advances such as personal money lending and second mortgage loan; (iii) placing and underwriting services; and (iv) corporate finance advisory.

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 will be funded by internal resources of the Group.

The terms of the Loan Agreement were arrived at after arm’s length negotiations between the Lender and the Borrower. Taking into account (i) the financial information in respect of the Borrower and the security for the Loan Facility, which includes, among other things, the value of the share collaterals, the value of the assets of the Borrower and the creditability of the guarantors in respect of the Loan Facility; and (ii) the stable income to be generated and the attractive return to the Group, the Directors consider that the provision of the Loan Facility under the Loan Agreement is on normal commercial terms and the terms of the Loan Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

**IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company as the relevant percentage ratio(s) exceed 5% but are under 25% and it is subject to the announcement requirement as set out in the Listing Rules but is exempted from shareholders’ approval requirement under the Listing Rules.

**DEFINITIONS**

“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
“Directors”	the directors of the Company
“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
“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 19 November 2012 entered into between the Lender and the Borrower relating to the granting of the Loan Facility

“Loan Facility”	the non-revolving secured loan facility in the amount of HK\$20,000,000 granted by the Lender to the Borrower 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
“Share(s)”	ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of Shares
“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, 19 November 2012

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. Kwok Chi Sun, Vincent  
Mr. Cheng Wing Keung, Raymond  
Mr. Chu Kar Wing