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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)

CONTINUING CONNECTED TRANSACTION

Reference is made to the announcement of the Company dated 31 March 2014 (the “**Announcement**”) in relation, inter alia, to the subletting agreement (the “**Old Subletting Agreement**”) entered into between Emperor Agency as principal tenant and Profit Broad, a wholly-owned subsidiary of the Company, as sub-tenant in respect of the portion of Shop 6 on G/F, 1/F and canopy adjacent thereto, 2/F, East Ocean Court, 525 Shanghai Street, Mongkok, Kowloon, Hong Kong (the “**Property**”). Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

With reference to the recent reduction in market rental of similar properties in the nearby locations of the Property, Emperor Agency and Profit Broad have mutually agreed to reduce the rental for subletting the Property. To effect such amendment, on 31 May 2016, Emperor Agency and Profit Broad entered into (1) a surrender agreement (the “**Surrender Agreement**”) pursuant to which the sub-tenancy under the Old Subletting Agreement is to be terminated on 31 May 2016; and (2) a new subletting agreement (the “**New Subletting Agreement**”) in respect of the Property for a term of three years commencing from 1 June 2016.

As the applicable percentage ratios (as defined under the Listing Rules) on an annual basis calculated with reference to the maximum amount of effective rental paid / payable by the Company under (i) the New Subletting Agreement and the aggregate of the Old Subletting Agreement for the financial year ending 30 September 2016 and (ii) the New Subletting Agreement for each of the financial years ending 30 September 2017, 2018 and 2019 fall below the de minimis threshold under Rule 14A.76 of the Listing Rules, the New Subletting Agreement is fully exempted from the requirements of announcement, circular and independent shareholders’ approval of the Company under Chapter 14A of the Listing Rules.

** for identification purposes only*

The Directors are of the view that the entering into of the Surrender Agreement and the New Subletting Agreement could reduce the rental expense of the Group, and hence are in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 31 May 2016

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