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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 28 February 2013, 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\$40,000,000 to the Borrower. The Loan Facility shall be available for drawdown within eleven months after the date of the Loan Agreement, 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.

The Board announces that on 28 February 2013, 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\$40,000,000 to the Borrower pursuant to the terms of the Loan Agreement.

### **THE LOAN AGREEMENT**

Date: 28 February 2013

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 Cayman Islands and a listed company of the Stock Exchange. Its principal activity is investment holding and its subsidiaries are principally engaged in the hotel operations and provision of hotel consultancy services in the People's Republic of China. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower and the ultimate beneficial owners of its controlling and substantial shareholders (as defined under the Listing Rules) 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\$40,000,000
- Purpose: the Loan Facility shall be used as funding of the working capital for the operations of the Borrower
- Term: available for drawdown within eleven months after the date of the Loan Agreement. The Lender reserves the right to reject any drawdown and/or to cancel the Loan Facility before each drawdown
- Repayment: on or before 28 February 2014
- Interest: prime rate as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time plus 5% per annum
- Commitment fee: the Borrower should pay and has paid to the Lender an commitment fee of HK\$500,000 upon signing the Loan Agreement. The commitment fee shall be non-refundable whether there is any drawdown or not by 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 initial public offering 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 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 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 the expected revenue 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”	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 28 February, 2013 entered into between the Lender and the Borrower relating to the granting of the Loan Facility
“Loan Facility”	the non-revolving loan facility in the amount of HK\$40,000,000 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

“0%”

per cent

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

Hong Kong, 28 February 2013

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