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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 FACILITIES

The Board announces that:

- (i) on 11 December 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement D with Borrower D, under which the Lender has agreed to provide the Loan Facility D of up to HK\$200,000,000 to Borrower D; and
- (ii) within 12 months preceding the date of the Loan Agreement D, the Lender has entered into the Previous Loan Agreements with Borrower A, Borrower B and Borrower C respectively, of which HK\$10,000,000 under the Loan Facility A is still outstanding from Borrower A as at the date of this announcement.

Borrower A is an individual as well as a director and the controlling shareholder (as defined under the Listing Rules) of Borrower C. Borrower B and Borrower D are both indirectly wholly-owned by Borrower A. The Borrowers are associated with one another under the Listing Rules and the transactions under the Loan Agreements should be aggregated for disclosure in complying with Rule 14.22 of the Listing Rules.

As the relevant percentage ratio (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 within the period of 12 months immediately preceding and up to the date of the Loan Agreement D exceed 5% but are under 25%, this series of transactions constitutes discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from shareholders' approval requirement under the Listing Rules.

Reference is made to the announcement of the Company dated 11 August 2014 (the "Announcement"). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcement.

** for identification purposes only*

The Board announces that on 11 December 2014, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement D with Borrower D, under which the Lender has agreed to provide the Loan Facility D of up to HK\$200,000,000 to Borrower D.

As disclosed in the Announcement, within 12 months preceding the date of the Loan Agreement D, the Lender has (a) entered into the Loan Agreement B with Borrower B for providing the Loan Facility B of up to HK\$25,000,000 to Borrower B; (b) rolled over the Loan Facility A of up to HK\$10,000,000 drawn down by Borrower A under the Loan Agreement A; and (c) entered into the Loan Agreement C with Borrower C for providing the Loan Facility C of up to HK\$150,000,000 to Borrower C.

Pursuant to Previous Loan Agreements, the Previous Loan Facilities cannot be re-borrowed upon fully drawdown and repaid. The maximum loan facilities under the Loan Facility B and Loan Facility C have been drawdown and fully repaid, and hence the obligations of Emperor Finance, Borrower B and Borrower C under the Loan Agreement B and the Loan Agreement C respectively were duly fulfilled and the relevant loan agreements ceased to have effect.

As at the date of this announcement, the maximum amount under the Loan Facility A has been drawdown and remains outstanding and shall be repaid on or before 29 April 2015.

The principal terms of the Loan Agreement D are set out below:

THE LOAN AGREEMENT D

Parties

Lender: Emperor Finance
Borrower: Borrower D

Principal terms of the Loan Agreement D

Date: 11 December 2014
Amount of the Loan Facility D: up to HK\$200,000,000
Drawdown: available for drawdown within 11 months upon signing the Loan Agreement D
Repayment: within 12 months from the date of first drawdown or 15 months from the date of signing of the Loan Agreement D, whichever date is earlier
Interest: 1) 30% per annum for the 1st to the 4th months from the date of first drawdown;
2) 33% per annum for the 5th to the 7th months from the date of first drawdown;
3) 36% per annum for the 8th to the 10th months from the date of first drawdown; and
4) 39% per annum for the 11th to the 12th months from the date of first drawdown

Security for the Loan Facility D: the Loan Facility D is secured by an irrevocable and unconditional personal guarantee in favour of the Lender provided by Borrower A and three respective share charges in favour of the Lender in respect of the entire share capital in Borrower D and two wholly-owned subsidiaries of Borrower D which are ultimately holding material assets in the PRC

INFORMATION AND RELATIONSHIP OF THE BORROWERS

Borrower A is an individual as well as a director and the controlling shareholder (as defined under the Listing Rules) of Borrower C which is a company listed on the Stock Exchange. Borrower B and Borrower D are companies incorporated in Hong Kong and are indirectly wholly-owned by Borrower A. The principal activities of Borrower B and Borrower D are investment holding and their subsidiaries are engaged in properties investment. The principal activity of Borrower C is investment holding and its subsidiaries are principally engaged in providing interior decoration services and trading of furniture and fixtures.

In view of the above, Borrower A, Borrower B, Borrower C and Borrower D are associated with one another under the Listing Rules. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, (a) Borrower A; (b) Borrower B, the guarantor of the Loan Facility B and its ultimate beneficial owner(s); (c) Borrower C and the ultimate beneficial owner of its substantial shareholders (as defined under the Listing Rules); and (d) Borrower D are independent third parties not connected with the Company or connected persons of the Company.

REASONS FOR ENTERING INTO THE LOAN AGREEMENTS

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) margin and initial public offering financings as well as loans and advances such as personal money lending and 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. The provision of the Loan Facilities is carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities were / will be funded by internal resources of the Group.

The terms of the Loan Agreements were arrived at after arm's length negotiations between the Lender and the Borrowers. After considering (i) the securities for the Loan Facilities; and (ii) the expected revenue generated / to be generated and the attractive return to the Group, the Directors are of the view that the provision of the Loan Facilities under the Loan Agreements is on normal commercial terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As mentioned above, the Borrowers are associated with one another under the Listing Rules and the transactions under the Loan Agreements should be aggregated for disclosure in complying with Rule 14.22 of the Listing Rules.

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the aggregated interest income to the Group and maximum amount of financial assistance granted to the Borrowers or their respective associates pursuant to the Loan Facilities within the period of 12 months immediately preceding and up to the date of the Loan Agreement D exceed 5% but are under 25%, this series of transactions constitutes discloseable transaction of the Company and is therefore subject to the announcement requirement as set out in the Listing Rules but is exempt from shareholders' approval requirement under the Listing Rules.

DEFINITIONS

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| “Board” | board of Directors of the Company |
| “Borrower A” | the borrower under the Loan Agreement A and an independent third party |
| “Borrower B” | the borrower under the Loan Agreement B and an independent third party |
| “Borrower C” | the borrower under the Loan Agreement C and an independent third party |
| “Borrower D” | the borrower under the Loan Agreement D and an independent third party |
| “Borrowers” | Borrower A, Borrower B, Borrower C and Borrower D |
| “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 |

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| “Loan Agreement A” | the loan agreement dated 16 April 2013 entered into between the Lender and Borrower A relating to the granting of the Loan Facility A |
| “Loan Agreement B” | the loan agreement dated 3 September 2013 entered into between the Lender and Borrower B relating to the granting of the Loan Facility B |
| “Loan Agreement C” | the loan agreement dated 11 August 2014 entered into between the Lender and Borrower C relating to the granting of the Loan Facility C |
| “Loan Agreement D” | the loan agreement dated 11 December 2014 entered into between the Lender and Borrower D relating to the granting of the Loan Facility D |
| “Loan Agreements” | the Loan Agreement D and the Previous Loan Agreements |
| “Loan Facility A” | the loan facility in the amount of up to HK\$10,000,000 granted by the Lender to Borrower A pursuant to the terms of the Loan Agreement A |
| “Loan Facility B” | the loan facility in the amount of up to HK\$25,000,000 granted by the Lender to Borrower B pursuant to the terms of the Loan Agreement B |
| “Loan Facility C” | the loan facility in the amount of up to HK\$150,000,000 granted by the Lender to Borrower C pursuant to the terms of the Loan Agreement C |
| “Loan Facility D” | the loan facility in the amount of up to HK\$200,000,000 granted by the Lender to Borrower D pursuant to the terms of the Loan Agreement D |
| “Loan Facilities” | the Loan Facility D and the Previous Loan Facilities |
| “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 Agreement A, the Renewed Loan Agreement A, the Loan Agreement B and the Loan Agreement C |
| “Previous Loan Facilities” | the Loan Facility A, the Loan Facility B and the Loan Facility C |
| “PRC” | the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, The Macau Special Administrative Region of the PRC and Taiwan |

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| “Renewed Loan Agreement A” | the loan agreement dated 23 April 2014 entered into between the Lender and Borrower A relating to the renewal of the Loan Agreement A |
| “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, 11 December 2014

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
Mr. Tse Hin Lin, Arnold