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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)**

**DISCLOSURE PURSUANT TO RULES 13.13 AND 13.15 OF THE LISTING RULES**

This announcement is made by the Company in compliance with the disclosure requirement under Rules 13.13 and 13.15 of the Listing Rules to disclose details of the relevant advances to an entity by an indirect wholly-owned subsidiary of the Company which exceeded 8% of the Company's latest published audited consolidated total assets.

**INTRODUCTION**

This announcement is made by the Company in compliance with the disclosure requirement under Rules 13.13 and 13.15 of the Listing Rules.

Pursuant to Rule 13.13 of the Listing Rules, a general disclosure obligation will arise where any of the relevant advance to an entity (as defined under Rule 13.11 of the Listing Rules) exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

**ADVANCE TO AN ENTITY**

Emperor Securities, an indirect wholly-owned subsidiary of the Company, has been making advances under its ordinary course of business to an entity (the “**Entity**”) for the purpose of financing part of the consideration for the acquisition of the shares of the Target Company. As at 14 February 2012, the aggregate loan receivables (including principal and accrued interests) of Emperor Securities to the Entity is approximately HK\$147.83 million. Such amount consists of approximately HK\$65.83 million by way of margin financing with no definite term of repayment and approximately HK\$82 million by way of fixed term loan which is repayable within one year from the date of first draw down of the facility. Emperor Securities is engaged in, among others, margin financing and the advances made to the Entity is in the ordinary course of business of Emperor Securities. The terms of the advances were arrived at after arm's length negotiation between the Entity and Emperor Securities. The applicable interest rates were equivalent to those charged to other borrowers of similar financial standing.

\* for identification purposes only

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Entity and its ultimate beneficial owner are independent third parties to the Company and not connected with the Directors, chief executives or substantial shareholders of the Company and its subsidiaries and their respective associates (as defined in the Listing Rules).

The Entity has pledged all the shares of the Target Company that have been acquired and will be acquired by using the above relevant advance, all the securities under its margin account maintained with Emperor Securities, and all the issued shares of the Entity as collateral in favour of Emperor Securities.

### **LISTING RULES IMPLICATION**

The amount of advances to the Entity as at the date of this announcement exceeds 8% of the audited consolidated total assets of the Group as at 30 September 2011 (as disclosed in its latest published annual report), the Company is under a general obligation to disclose the details of the relevant advances in compliance with Rules 13.13 and 13.15 of the Listing Rules.

The Company will continue to monitor the relevant advance to the Entity and will comply with any further disclosure requirements (if necessary) and the relevant continuing disclosure requirements under Chapter 13 of the Listing Rules for so long as the circumstances giving rise to such disclosure obligation continue to exist.

### **WAIVER FROM STRICT COMPLIANCE WITH RULE 13.15 OF THE LISTING RULES**

In respect of each of the aforementioned advances, the Company has applied for a waiver from strict compliance with Rule 13.15 of the Listing Rules in respect of the disclosure of the identity of the Entity and the actual interest rates in relation to each of the aforementioned advances made.

### **DEFINITIONS**

“assets ratio”	has the meaning ascribed to it under Rule 14.07(1) of the Listing Rules
“Company”	Emperor Capital Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Emperor Securities”	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealings in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)

“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
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“%”	per cent

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

Hong Kong, 14 February 2012

As at the date of this announcement, the board of Directors comprises:

*Executive Directors:* Ms. Daisy Yeung (*Managing Director*)  
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