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英皇資本集團有限公司
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

DISCLOSEABLE TRANSACTION

PROVISION OF LOAN FACILITY

On 16 June 2023, the Lender entered into the Loan Agreement with the Borrowers in relation to the provision of the Loan Facility up to HK\$22,000,000.

The transaction contemplated under the Loan Agreement constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

The Board announces that on 16 June 2023, the Lender entered into the Loan Agreement with the Borrowers. A summary of the details is set out as follows:

THE LOAN AGREEMENT

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|--------------------------------|---|--|
| <i>Date</i> | : | 16 June 2023 |
| <i>Lender</i> | : | Emperor Finance |
| <i>Borrower</i> | : | the Borrowers |
| <i>Amount of Loan Facility</i> | : | up to HK\$22,000,000 |
| <i>Repayment Date</i> | : | within 360 months from the date of drawdown |
| <i>Interest</i> | : | (i) 15% per annum for the 1st month upon the date of drawdown (ii) 14% per annum for the 2nd to 360th month upon the date of drawdown |

Security for Loan Facility : Loan Facility is secured by a second mortgage over a residential unit and a parking slot located in Mid-Levels Central, Hong Kong. Valuations on such properties were conducted by independent valuers on 6 June 2023 and 8 June 2023 with average value of the said properties being approximately HK\$74,500,000

Drawdown of the Loan Facility is subject to, inter alia, satisfactory credit assessment on the Borrowers by the Lender. The Borrowers are required to provide the Lender with other securities as requested by the Lender from time to time.

INFORMATION OF THE BORROWERS

Borrower II is a director of Borrower I. Borrower I is an investment holding company incorporated in Hong Kong with limited liability owned as to 50% by Borrower II and 50% by Ms. Wong. The Borrowers are connected or associated with each other under the Listing Rules.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrowers are Independent Third Parties.

REASONS FOR ENTERING INTO THE LOAN AGREEMENT

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of financial services, including (i) commercial and personal lending as well as margin and initial public offering financing; (ii) brokerage services, wealth management and asset management; (iii) placing and underwriting services for listed issuers; 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. 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 is funded by internal resources of the Group.

The terms of the Loan Agreement were negotiated on arm's length basis between the Lender and the Borrowers and were on normal commercial terms based on the Group's credit policy. Taking into account the results of due diligence on the financial background, repayment ability of and the collaterals given by the Borrowers and the stable interest income generated / expected to be generated from the Loan Facility, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into of the same is in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant percentage ratios (as defined under the Listing Rules) in respect of the maximum amount of financial assistance granted to the Borrowers or their associates pursuant to the Loan Agreement exceed 5% but are under 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

DEFINITIONS

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| “associate” | has the meaning ascribed to it under the Listing Rules |
| “Board” or “Directors” | board of directors of the Company |
| “Borrower I” | World Glory Assets Limited, one of the borrowers under the Loan Agreement, being an investment holding company incorporated in Hong Kong with limited liability and an Independent Third Party to the Company |
| “Borrower II” | Mr. Chan Dun Chau, Kenneth, one of the borrowers under the Loan Agreement, being a practising lawyer and an Independent Third Party to the Company |
| “Borrower(s)” | Borrower I and Borrower II |
| “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 |
| “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 |
| “Independent Third Party(ies)” | person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates |
| “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 16 June 2023 entered into between the Lender and the Borrowers relating to the granting of the Loan Facility |
| “Loan Facility” | the loan facility in the amount up to HK\$22,000,000 granted by the Lender to the Borrowers pursuant to the terms of the Loan Agreement |

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| “Ms. Wong” | Ms. Wong Yee Wa, the spouse of Borrower II and an Independent Third Party to the Company |
| “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 |
| “Shareholders” | holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

By order of the Board of
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 16 June 2023

As at the date of this announcement, the Board comprises:

Executive Directors:

Ms. Daisy Yeung
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-Executive Directors:

Ms. Wan Choi Ha
Mr. Wong Tak Ming, Gary
Mr. Yu King Tin