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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**

**PROVISION OF LOAN FACILITY**

On 8 April 2022, the Lender entered into the Supplemental Loan Agreement with the Borrowers, pursuant to which the loan facility amount granted under the First Loan Agreement was increased to HK\$23,200,000.

The transactions contemplated under the First Loan Agreement (as supplemented by the Supplemental Loan Agreement) constitute a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**BACKGROUND**

The Board announces that on 8 April 2022, the Lender entered into the Supplemental Loan Agreement to the First Loan Agreement with the Borrowers, pursuant to which the loan facility amount was increased to HK\$23,200,000.

**LOAN AGREEMENTS**

Principal terms of the Loan Agreements are as follows :-

**First Loan Agreement**

*Date* : 6 August 2021

*Lender* : Emperor Finance

*\* for identification purpose only*

*Borrowers* : the Borrowers  
*Amount of loan facility* : up to HK\$22,600,000  
*Repayment* : within 12 months from the date of drawdown  
*Interest* : 9.46% per annum

### **Supplemental Loan Agreement**

*Date* : 8 April 2022  
*Amount of loan facility* : increased to HK\$23,200,000, on top of the First Loan Agreement  
*Repayment* : additional HK\$600,000 loan facility to be repaid within 4 months from the date of drawdown  
*Remark* : save as disclosed herein, all other terms and conditions under the First Loan Agreement remain unchanged

The loan facility is secured by a first mortgage over the Property. Valuation on the Property has been conducted by independent valuers on 22 and 23 March 2022 and the average valuation amount of the Property is approximately HK\$38,000,000.

The 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 A is a property investor who is the sole ultimate beneficial owner of Borrower B. Borrower C and Borrower D are the directors of Borrower B. Borrower A, Borrower C and Borrower D are family members. The Borrowers are connected or associated with each other under the Listing Rules.

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

### **REASONS FOR ENTERING INTO THE LOAN AGREEMENTS**

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. 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 is funded by internal resources of the Group.

The terms of the Loan Agreements 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 and repayment ability of 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 Agreements 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 facility under the Loan Agreements exceed 5% but are under 25%, the transactions contemplated thereunder constitute a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **DEFINITIONS**

“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower A”	Mrs. Lee Tse Virginia Bik Man, a borrower under the Loan Agreements, being an Independent Third Party to the Company and the sole ultimate beneficial owner of Borrower B
“Borrower B”	Art Mega International Limited, a borrower under the Loan Agreements, being an Independent Third Party to the Company and a company incorporated in Hong Kong with limited liability which owns the Property
“Borrower C”	Mr. Lee Yiu Cho, Albert, a borrower under the Loan Agreements, being an Independent Third Party to the Company, the director of Borrower B and a family member of Borrower A
“Borrower D”	Ms. Lee Mo Ching, Audrey, a borrower under the Loan Agreements, being an Independent Third Party to the Company, the director of Borrower B and a family member of Borrower A
“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
“First Loan Agreement”	the loan agreement dated 6 August 2021 entered into between the Lender and the Borrowers relating to the granting of the loan facility
“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 Agreements”	First Loan Agreement and Supplemental 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
“Property”	one commercial unit located in Yau Tsim Mong District, Kowloon, Hong Kong
“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
“Supplemental Loan Agreement”	the supplemental loan agreement dated 8 April 2022 entered into between the Lender and the Borrowers to supplement the First Loan Agreement

“%”

per cent

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

Hong Kong, 8 April 2022

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

*Executive Directors:*

Ms. Daisy Yeung  
Ms. Choi Suk Hing, Louisa  
Ms. Pearl Chan

*Independent Non-Executive Directors:*

Mr. Poon Yan Wai  
Ms. Wan Choi Ha  
Mr. Wong Tak Ming, Gary