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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

AMENDMENTS TO TERMS OF LOAN FACILITY

- (1) On 26 September 2019, the Lender entered into the Sixth Supplemental Loan Agreement with the Borrower to further extend the repayment date to 31 January 2020 and amend the interest rate of the Loan Facility.
- (2) The transactions contemplated thereunder remain as discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under the Listing Rules.

BACKGROUND

Reference is made to the announcements of the Company dated 31 December 2018, 15 February 2019 and 2 May 2019 in relation to a loan facility of up to HK\$250,000,000 granted by the Lender, an indirect wholly-owned subsidiary of the Company, to the Borrower. On 31 May 2019, the Lender entered into the Fifth Supplemental Loan Agreement with the Borrower to extend the repayment date of the Loan from 31 May 2019 to 12 August 2019.

AMENDMENTS TO TERMS OF LOAN FACILITY

Following negotiation with the Borrower on the repayment date, the Board announces that on 26 September 2019, the Lender has entered into the Sixth Supplemental Loan Agreement with the Borrower to (i) extend retrospectively the repayment date of the Loan from 12 August 2019 to 31 January 2020; and (ii) adjust the interest rate from 3% per month to 2.5% per month, subject to, inter alia, partial repayment of the principal amount of HK\$50,000,000 and settlement of all the interests for the period from 13 August 2019 up to the date of this announcement by the Borrower.

As at the date of this announcement, the conditions as stated above have been fulfilled and the Loan Facility in the principal amount of HK\$150,000,000 remains outstanding.

** for identification purpose only*

**REASONS FOR ENTERING INTO THE LOAN AGREEMENT
(AS SUPPLEMENTED BY THE SUPPLEMENTAL 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, 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 Lender provides tailored professional wealth solutions to high net worth clients to meet their business needs, including short term bridging loan 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 and upon normal commercial terms. The Loan Facility is funded by internal resources of the Group.

Having considered (i) the security for the Loan Facility; and (ii) the interest income received / expected to be received by the Group, the Directors believe that the terms of the Loan Agreement (as supplemented by the Supplemental Loan Agreements) are fair and reasonable and 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 aggregated interest income to the Group and maximum amount of financial assistance granted to the Borrower or its associates pursuant to the Loan Facility under the Loan Agreement (as supplemented by the Supplemental Loan Agreements) exceed 5% but are under 25%, the transactions contemplated thereunder remain as discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders’ approval requirement under the Listing Rules.

DEFINITION

“Board”	board of Directors of the Company
“Borrower”	the borrower under the Loan Agreement (as supplemented by the Supplemental Loan Agreements), who is an independent third party not connected with the Company or connected persons of the Company
“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 persons”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company

“First Supplemental Loan Agreement”	the supplemental loan agreement dated 1 February 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement
“Fifth Supplemental Loan Agreement”	the supplemental loan agreement dated 31 May 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement (as then supplemented by the First Supplemental Loan Agreement, the Second Supplemental Loan Agreement, the Third Supplemental Loan Agreement and the Fourth Supplemental Loan Agreement)
“Fourth Supplemental Loan Agreement”	the supplemental loan agreement dated 2 May 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement (as then supplemented by the First Supplemental Loan Agreement, the Second Supplemental Loan Agreement and the Third Supplemental Loan Agreement)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	Emperor Prestige Credit 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”	the outstanding amount due by the Borrower to the Lender under the Loan Agreement
“Loan Agreement”	the loan agreement dated 31 December 2018 entered into between the Lender and the Borrower relating to the granting of Loan Facility, as supplemented by the Supplemental Agreements, where applicable
“Loan Facility”	the maximum aggregate loan amount granted by the Lender to the Borrower pursuant to the Loan Agreement and the Supplemental Loan Agreements
“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
“Second Supplemental Loan Agreement”	the supplemental loan agreement dated 15 February 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement (as then supplemented by the First Supplemental Loan Agreement)

“Share(s)”	ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of Shares
“Sixth Supplemental Loan Agreement”	the supplemental loan agreement dated 26 September 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement (as then supplemented by the First Supplemental Loan Agreement, the Second Supplemental Loan Agreement, the Third Supplemental Loan Agreement, the Fourth Supplemental Loan Agreement and the Fifth Supplemental Loan Agreement)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Loan Agreements”	the First Supplemental Loan Agreement, the Second Supplemental Loan Agreement, the Third Supplemental Loan Agreement, the Fourth Supplemental Loan Agreement, the Fifth Supplemental Loan Agreement and the Sixth Supplemental Loan Agreement
“Third Supplemental Loan Agreement”	the supplemental loan agreement dated 1 April 2019 entered into between the Lender and the Borrower to supplement the Loan Agreement (as then supplemented by the First Supplemental Loan Agreement and the Second Supplemental Loan Agreement)
“%”	per cent

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

Hong Kong, 26 September 2019

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. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha