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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 FACILITIES

On 15 February 2022, the Lender entered into the New Loan Agreement with the Borrower in relation to the provision of the New Loan Facility of up to an amount of HK\$10,000,000.

Within the period of 12 months immediately preceding and up to the date of the New Loan Agreement, the Lender had entered into the Existing Loan Agreements in relation to the provision of the Existing Loan Facilities. This series of transactions with the Borrower after aggregation 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.

EXISTING LOAN AGREEMENTS

Reference is made to the Existing Loan Agreements entered into by Emperor Finance, an indirect wholly-owned subsidiary of the Company. A summary of details is set out as follows:-

** for identification purpose only*

I. Loan Agreement A, Loan Agreement B, Loan Agreement C and Loan Agreement D

	Loan Agreement A	Loan Agreement B	Loan Agreement C	Loan Agreement D
<i>Date</i>	: 21 February 2019 (as supplemented by supplemental agreement dated 28 March 2019 and extended on 7 January 2020, 7 January 2021 and 7 January 2022)	17 May 2019 (as extended on 3 April 2020 and 5 April 2021)	17 July 2019 (as extended on 3 June 2020 and 3 June 2021)	23 August 2019 (as extended on 9 July 2020 and 9 July 2021)
<i>Lender</i>	: Emperor Finance			
<i>Borrower</i>	: the Borrower under the Loan Agreements			
<i>Amount of loan facility</i>	: HK\$2,800,000	HK\$2,000,000	HK\$2,500,000	HK\$3,000,000
<i>Repayment</i>	: Within 12 months from the date of drawdown			
<i>Interest</i>	: 15.0% per annum			
<i>Security for loan facility</i>	: Loan Facility A, Loan Facility B, Loan Facility C and Loan Facility D are secured by second mortgage over 4 different residential units located in Tai Po District, Hong Kong, respectively			
<i>Average value of property by independent valuers</i>	: approximately HK\$5,650,000	approximately HK\$7,000,000	approximately HK\$5,250,000	approximately HK\$7,400,000

II. Loan Agreement E, Loan Agreement F and Loan Agreement G

	Loan Agreement E	Loan Agreement F	Loan Agreement G
<i>Date</i>	: 23 June 2021	23 June 2021	25 January 2022
<i>Lender</i>	: Emperor Finance		
<i>Borrower</i>	: the Borrower under the Loan Agreements		

Amount of loan facility	: HK\$3,250,000	HK\$3,250,000	HK\$4,500,000
Repayment	: Within 12 months from the date of drawdown		
Interest	: 10.0% per annum	10.0% per annum	8.5% per annum
Security for loan facility	: Loan Facility E, Loan Facility F and Loan Facility G are secured by first mortgage over 3 different residential units located in Tai Po District, Hong Kong, respectively		
Average value of property by independent valuers	: approximately HK\$4,850,000	approximately HK\$4,850,000	approximately HK\$6,450,000

NEW LOAN AGREEMENT

The Board announces that, on 15 February 2022, the Lender entered into the New Loan Agreement in relation to the provision of the New Loan Facility of up to an amount of HK\$10,000,000. A summary of details is set out as below:-

Date	: 15 February 2022
Lender	: Emperor Finance
Borrower	: the Borrower under the Loan Agreements
Amount of New Loan Facility	: HK\$10,000,000
Repayment	: Within 12 months from the date of drawdown
Interest	: 12.5% per annum
Security for New Loan Facility	: New Loan Facility is secured by a second mortgage over other four residential units collectively located in Tai Po District, Hong Kong
Average value of property by independent valuers	: approximately HK\$26,150,000 according to valuation conducted on 20 January 2022

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

INFORMATION OF THE BORROWER

The Borrower is a property investor. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is an Independent Third Party.

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 Facilities is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facilities are 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 Borrower 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 Borrower and the stable interest income generated / expected to be generated from the Loan Facilities, 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 aggregate amount of financial assistance granted to the Borrower or its associates within the period of 12 months immediately preceding and up to the date of the New Loan Agreement exceed 5% but are under 25%, the transactions contemplated under the Loan Agreements constitute a discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITION

“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower”	Ms. Ly Tu Binh, a borrower under the Loan Agreements, being an Independent Third Party to 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 person(s)”	has the meaning ascribed to it under the Listing Rules
“Existing Loan Agreements”	Loan Agreement A, Loan Agreement B, Loan Agreement C, Loan Agreement D, Loan Agreement E, Loan Agreement F and Loan Agreement G

“Existing Loan Facilities”	loan facilities in a total amount of HK\$21,300,000 granted by the Lender to the Borrower pursuant to the terms of the Existing Loan Agreements
“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”	Existing Loan Agreements and New Loan Agreement
“Loan Facilities”	Existing Loan Facilities and New Loan Facility
“New Loan Agreement”	the loan agreement dated 15 February 2022 entered into between the Lender and the Borrower relating to the granting of New Loan Facility
“New Loan Facility”	a loan facility in the amount of HK\$10,000,000 granted by the Lender to the Borrower pursuant to the terms of New 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
“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

“0%”

per cent

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

Hong Kong, 15 February 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. Chu Kar Wing
Mr. Poon Yan Wai
Ms. Wan Choi Ha