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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 4 April 2022, the Lender entered into the New Loan Agreement with the respective borrowers in relation to the provision of the New Loan Facility of up to HK\$62,000,000.

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 respective borrowers after aggregation constitutes 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:-

	Loan Agreement A	Loan Agreement B	Loan Agreement C	Loan Agreement D
Date	: 3 March 2022	3 March 2022	3 March 2022	3 March 2022
Lender	: Emperor Finance			
Borrowers	: Borrower A and Borrower B	Borrower A and Borrower C	Borrower A and Borrower D	Borrower A and Corporate Borrowers A
Amount of loan facility	: HK\$2,500,000	HK\$2,500,000	HK\$2,200,000	HK\$3,800,000

* for identification purpose only

Repayment	: Within 12 months from the date of drawdown			
Interest	: 9.0% per annum			
Security for loan facility	: Two vehicle parking spaces located in Kwai Chung, Hong Kong	: Two vehicle parking spaces located in Kwai Chung, Hong Kong	: Two vehicle parking spaces located in Kwai Chung, Hong Kong	: Four vehicle parking spaces located in Kwai Chung, Hong Kong
Mortgage	: First mortgage			
Average value of property made by independent valuers	: approximately HK\$3,700,000	: approximately HK\$3,700,000	: approximately HK\$3,300,000	: approximately HK\$5,800,000

As at the date of this announcement, save for the Existing Loan Agreements stated above, there is no other loan agreement entered into between the Lender and the Borrowers and/or its associates. For the avoidance of doubt, the loan facility provided to Borrower A and the Corporate Borrowers B as disclosed in the announcement of the Company dated 9 August 2021 has been fully repaid.

NEW LOAN AGREEMENT

The Board announces that, on 4 April 2022, the Lender entered into the New Loan Agreement in relation to the provision of the New Loan Facility of up to HK\$62,000,000. A summary of details is set out as follows:-

Date	: 4 April 2022
Lender	: Emperor Finance
Borrowers	: Borrower A and Corporate Borrowers B under the New Loan Agreement
Amount of the New Loan Facility	: up to HK\$62,000,000
Repayment	: Within 12 months from the date of drawdown
Interest	: 8.8% per annum
Security for New Loan Facility	: the New Loan Facility is secured by a first mortgage over five commercial units located in Kwai Chung, Hong Kong. Valuation on such properties has been conducted by independent valuers on 1 March 2022 and the average value of the properties is approximately HK\$90,500,000

The drawdown of the New 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 merchant and is the sole director and the sole ultimate beneficial owner of Corporate Borrowers. 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 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 are transactions 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 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 New Loan Facility, the Directors consider that the terms of the New 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 aggregate amount of financial assistance granted to the Borrowers or their 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 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”	Mr. Chan Yan Tak (Mark), a borrower under the Existing Loan Agreements, being an Independent Third Party to the Company and a director and the sole ultimate beneficial owner of the Corporate Borrowers
“Borrower B”	Vintage Holdings Limited, a borrower under the Loan Agreement A, being an Independent Third Party to the Company and an investment holding company incorporated in Hong Kong with limited liability

“Borrower C”	Shiraz Limited, a borrower under the Loan Agreement B, being an Independent Third Party to the Company and an investment holding company incorporated in Hong Kong with limited liability
“Borrower D”	Lucca Holdings Limited, a borrower under the Loan Agreement C, being an Independent Third Party to the Company and an investment holding company incorporated in Hong Kong with limited liability
“Borrowers”	Borrower A and his associates, being Borrower B, Borrower C, Borrower D, Corporate Borrowers A and Corporate Borrowers B, as the case may be
“Corporate Borrowers A”	Bessie Limited, Tuscan Gold Limited, Jasper Holdings Limited and Jordan & Joshua Limited, the corporate borrowers under the Loan Agreement D, each of them being an Independent Third Party to the Company and an investment holding company incorporated in Hong Kong with limited liability
“Corporate Borrowers B”	Billion Profits Investment Limited, Union Pioneer Limited, Royal Victor International Limited, Profit Great Holdings Limited and Sino Marvel Holdings Limited, the corporate borrowers under the New Loan Agreement, each of them being an Independent Third Party to the Company and an investment holding company incorporated in Hong Kong with limited liability
“Corporate Borrowers”	Borrower B, Borrower C, Borrower D, Corporate Borrowers A and Corporate Borrowers B
“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 and Loan Agreement D
“Existing Loan Facilities”	loan facilities in a total amount of HK\$11,000,000 granted by the Lender to the respective borrowers 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 4 April 2022 entered into between the Lender, Borrower A and Corporate Borrowers B relating to the granting of the New Loan Facility
“New Loan Facility”	a loan facility in an amount of up to HK\$62,000,000 granted by the Lender 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
“% ”	per cent

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

Hong Kong, 4 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