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英皇國際集團有限公司
Emperor International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 163)

MAJOR TRANSACTION
PROVISION OF THE ADDITIONAL CORPORATE GUARANTEE

PROVISION OF THE ADDITIONAL CORPORATE GUARANTEE

With reference to the announcement of the Company dated 16 September 2022, Optimistic Horizon, an indirect wholly-owned subsidiary of the Company, has conditionally agreed to purchase an additional 10% equity interest in the Target Company which indirectly holds No. 15 SHOUSON project. The Board is pleased to announce that the Acquisition has been completed on 27 October 2022. Upon Completion, the Company increased its beneficial interests in the Target Company from 40% to 50%.

Correspondingly, for the purpose of the Acquisition, on 27 October 2022, the Company has executed the Deed of Guarantee in favour of the Bank to guarantee an additional 10% of the liabilities and obligations under the Facility of Talent Charm, which is a wholly-owned subsidiary of the Target Company and directly holds the Property. As a result, the Company will be providing an aggregate guarantee of up to 50% of Talent Charm's liabilities and obligations under the Facility on a several basis, which is in proportion to the beneficial interest of the Company of 50% in Talent Charm after Completion.

LISTING RULES IMPLICATIONS

Prior to the Acquisition and upon Completion, the Target Company, together with Talent Charm, are not account for as subsidiaries of the Company, and as the highest applicable percentage ratio in respect of the provision of Corporate Guarantees is greater than 25% but less than 100%, it constitutes a major transaction of the Company under Chapter 14 of the Listing Rules, and is subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company has obtained a written approval from its controlling Shareholder holding more than 50% of the voting rights as at the date of this announcement for the provision of Corporate Guarantees in lieu of holding a general meeting of the Company.

References are made to (i) the announcement of the Company dated 6 June 2014 in relation to the provision of corporate guarantee in favour of the Bank to guarantee up to 40% of the obligation and liabilities of Talent Charm under certain facilities granted to Talent Charm for the development of No. 15 SHOUSON project; and (ii) the announcement of the Company dated 16 September 2022 in relation to the acquisition of additional 10% issued share capital in the Target Company (collectively the “**Announcements**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

PROVISION OF THE ADDITIONAL CORPORATE GUARANTEE

The Board is pleased to announce that the Completion took place on 27 October 2022. For the purpose of the Acquisition, on 27 October 2022, the Company has upon Completion executed the Deed of Guarantee for the provision of the Additional Corporate Guarantee in favour of the Bank to guarantee up to an additional 10% of the obligations and liabilities of Talent Charm under the Facility as the Company has increased its indirect equity interest in Talent Charm by 10%. When aggregating the Additional Corporate Guarantee with the Existing Corporate Guarantee, the Company will be providing an aggregate guarantee of up to 50% of Talent Charm’s due payment of its liabilities and due performance of its obligations under the Facility on a several basis, which is in proportion to the beneficial interest of the Company of 50% in Talent Charm after Completion.

No fee nor commission is payable by Talent Charm to the Company for the provision of the Corporate Guarantees. The amount of the Facility guaranteed by the Company under the Corporate Guarantees is HK\$1,165.0 million, being 50% of the amount of the Facility of HK\$2,330.0 million. The Corporate Guarantees shall be in force from the date of execution to the date when the guaranteed moneys have been repaid by Talent Charm in full.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Bank, being the lender of the Facility, and its ultimate beneficial owners are Independent Third Parties.

INFORMATION ABOUT TALENT CHARM

As at the date of this announcement and immediately upon the Completion, Talent Charm which is wholly-owned by Superb Land Limited (being the Target Company of the Acquisition) is in turn owned as to 50% by Optimistic Horizon, an indirect wholly-owned subsidiary of the Company, 40% by Land Magic Investments Limited and 10% by Modern Hero Global Limited. The business of Talent Charm is to develop and hold the Property, being No. 15 SHOUSON project.

REASON FOR PROVISION OF THE ADDITIONAL CORPORATE GUARANTEE

The Company is an investment holding company and its subsidiaries are principally engaged in property investments, property development and hospitality in the Greater China and overseas.

Prior to the Acquisition, the Company has been providing the Existing Corporate Guarantee for the development of the No. 15 SHOUSON project since 2014, which was subject to be refreshed in correspondence with the Facility whenever necessary. Upon Completion, the Purchaser obtained additional 10% equity interest in the Target Company. As each of the ultimate shareholders of the Target Company has to provide a guarantee in proportion to its respective equity interests in the Target Company on a several basis, the Directors are of the view that the Deed of Guarantee and the provision of the Corporate Guarantees are on normal commercial terms, which is fair and reasonable and in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

Prior to the Acquisition and upon Completion, the Target Company, together with Talent Charm, are not account for as subsidiaries of the Company. The highest applicable percentage ratio (as defined under the Listing Rules) in respect of the provision of the Additional Corporate Guarantee exceeds 5% but is less than 25% on a stand-alone basis. However, when aggregating the Additional Corporate Guarantee with the Existing Corporate Guarantee, the highest applicable percentage ratio in respect of the provision of Corporate Guarantees is greater than 25% but less than 100%, it constitutes a major transaction of the Company under Chapter 14 of the Listing Rules, and is subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval may be obtained by way of written Shareholders' approval in lieu of holding a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the provision of the Corporate Guarantees, and (b) written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the provision of the Corporate Guarantees.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) for approving the Corporate Guarantees if the Company were to convene a general meeting for the approval of the Corporate Guarantees. The Company has obtained a written approval from Emperor International Group Holdings Limited, being the controlling Shareholder holding 2,747,610,489 shares of the Company, representing approximately 74.71% of the issued shares of the Company as at the date of this announcement, for the provision of Corporate Guarantees in lieu of holding a general meeting of the Company under Rule 14.44 of the Listing Rules. Accordingly, no general meeting of the Company shall be convened to approve the provision of the Corporate Guarantees.

GENERAL

A circular containing, among other things, further information of the Deed of Guarantee and the provision of the Corporate Guarantees, will be despatched to the Shareholders on or before 17 November 2022.

TERMS USED IN THIS ANNOUNCEMENT

Except as otherwise provided herein or unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.:

“Additional Corporate Guarantee”	the additional guarantee given by the Company in favour of the Bank for an additional 10% of the obligations and liabilities of Talent Charm under the Facility pursuant to the Deed of Guarantee
“Bank”	an authorised institution under the Banking Ordinance, Cap. 155 of the Laws of Hong Kong
“Corporate Guarantees”	collectively, the Additional Corporate Guarantee and Existing Corporate Guarantee
“Deed of Guarantee”	the deed of guarantee dated 27 October 2022 executed by the Company in favour of the Bank in relation to the Additional Corporate Guarantee
“Existing Corporate Guarantee”	the guarantee given by the Company in favour of the Bank up to 40% of the obligations and liabilities of Talent Charm under certain loan facilities granted by the Bank to Talent Charm
“Facility”	the term loan facilities provided by the Bank to Talent Charm under the facility agreement entered into between Talent Charm and the Bank (as it may from time to time be amended, supplemented, novated, extended or restated)
“Talent Charm”	Talent Charm Corporation Limited, a company incorporated in Hong Kong with limited liability, which directly holds the Property and its equity interest is wholly-owned by the Target Company

By Order of the Board
Emperor International Holdings Limited
Luk Siu Man, Semon
Chairperson

Hong Kong, 27 October 2022

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

<i>Non-executive Director:</i>	Ms. Luk Siu Man, Semon
<i>Executive Directors:</i>	Mr. Yeung Ching Loong, Alexander Mr. Wong Chi Fai Ms. Fan Man Seung, Vanessa Mr. Cheung Ping Keung
<i>Independent Non-executive Directors:</i>	Mr. Chan Hon Piu Mr. Chu Kar Wing Mr. Poon Yan Wai