

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 28 October 2022, the Lender entered into various loan agreements with the Borrowers in relation to the provision of the Loan Facilities of up to an aggregate amount of approximately HK\$28,994,000.

The transactions contemplated thereunder constitute a discloseable transaction of the Company and is therefore subject to announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board announces that on 28 October 2022, the Lender entered into various loan agreements with the Borrowers. A summary of the details is set out as follows:-

Loan Agreement A (as supplemented by Supplemental Loan Agreement A)

<i>Date</i>	:	25 October 2021 and 28 October 2022
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I and Borrower II
<i>Amount of Loan Facility A</i>	:	up to approximately HK\$16,099,000
<i>Original Repayment Date</i>	:	within 12 months from the date of drawdown
<i>Extended Repayment Date</i>	:	25 October 2023 as varied by the Supplemental Loan Agreement A
<i>Interest</i>	:	8.5% per annum

** for identification purpose only*

Security for Loan Facility A : Loan Facility A is secured by a first mortgage over a commercial unit located in Wan Chai, Hong Kong. Valuation on such property has been conducted by independent valuers on 17 October 2022 with average value of the said property being approximately HK\$21,250,000

Loan Agreement B (as supplemented by Supplemental Loan Agreement B)

Date : 25 October 2021 and 28 October 2022

Lender : Emperor Finance

Borrower : Borrower I and Borrower III

Amount of Loan Facility B : up to approximately HK\$7,002,000

Original Repayment Date : within 12 months from the date of drawdown

Extended Repayment Date : 25 October 2023 as varied by the Supplemental Loan Agreement B

Interest : 8.5% per annum

Security for Loan Facility B : Loan Facility B is secured by a first mortgage over a residential unit located in Wan Chai, Hong Kong. Valuation on such property has been conducted by independent valuers on 17 October 2022 with average value of the said property being approximately HK\$10,800,000

Loan Agreement C

Date : 28 October 2022

Lender : Emperor Finance

Borrower : Borrower I and Borrower II

Amount of Loan Facility C : up to approximately HK\$2,751,000

Repayment Date : 25 October 2023

Interest : 12.0% per annum

Security for Loan Facility C : Loan Facility C is secured by a second mortgage over a commercial unit located in Wan Chai, Hong Kong. Valuation on such property has been conducted by independent valuers on 17 October 2022 with average value of the said property being approximately HK\$21,250,000

Loan Agreement D

<i>Date</i>	:	28 October 2022
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I and Borrower III
<i>Amount of Loan Facility D</i>	:	up to approximately HK\$3,142,000
<i>Repayment Date</i>	:	25 October 2023
<i>Interest</i>	:	12.0% per annum
<i>Security for Loan Facility D</i>	:	Loan Facility D is secured by a second mortgage over a residential unit located in Wan Chai, Hong Kong. Valuation on such property has been conducted by independent valuers on 17 October 2022 with average value of the said property being approximately HK\$10,800,000

The drawdown of the Loan Facilities 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 I is a merchant as well as the sole director and sole ultimate beneficial owner of Borrower II and Borrower III. 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 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 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, repayment ability and the collateral given by the Borrowers 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 Borrowers or their associates pursuant to the Loan Agreements exceed 5% but are under 25%, this series of transactions contemplated thereunder with the Borrowers after aggregation constitute discloseable transaction of the Company and is therefore subject to announcement requirement but exempt from obtaining Shareholders' approval 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 I”	Mr. Leung Ngai Man, one of the borrowers under the Loan Agreements, being the sole director and sole ultimate beneficial owner of Borrower II and Borrower III and an Independent Third Party to the Company
“Borrower II”	China Data City Limited, one of the borrowers under Loan Agreement A and Loan Agreement C, being an Independent Third Party to the Company and an investment holding company incorporated in the British Virgin Islands with limited liability
“Borrower III”	Elite Class Management Limited, one of the borrowers under Loan Agreement B and Loan Agreement D, being an Independent Third Party to the Company and an investment holding company incorporated in the British Virgin Islands with limited liability
“Borrowers”	Borrower I, Borrower II and Borrower III
“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 same meaning as ascribed to it under the Listing Rules
“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 Agreement A”	the loan agreement dated 25 October 2021 (as supplemented by the Supplemental Loan Agreement A) entered into between the Lender, Borrower I and Borrower II relating to the granting of Loan Facility A
“Loan Agreement B”	the loan agreement dated 25 October 2021 (as supplemented by the Supplemental Loan Agreement B) entered into between the Lender, Borrower I and Borrower III relating to the granting of Loan Facility B
“Loan Agreement C”	the loan agreement dated 28 October 2022 entered into between the Lender, Borrower I and Borrower II relating to the granting of Loan Facility C
“Loan Agreement D”	the loan agreement dated 28 October 2022 entered into between the Lender, Borrower I and Borrower III relating to the granting of Loan Facility D
“Loan Agreements”	Loan Agreement A, Loan Agreement B, Loan Agreement C and Loan Agreement D
“Loan Facility A”	the loan facility in the amount of up to approximately HK\$16,099,000 granted by the Lender to Borrower I and Borrower II pursuant to the terms of Loan Agreement A
“Loan Facility B”	the loan facility in the amount of up to approximately HK\$7,002,000 granted by the Lender to Borrower I and Borrower III pursuant to the terms of Loan Agreement B
“Loan Facility C”	the loan facility in the amount of up to approximately HK\$2,751,000 granted by the Lender to Borrower I and Borrower II pursuant to the terms of Loan Agreement C
“Loan Facility D”	the loan facility in the amount of up to approximately HK\$3,142,000 granted by the Lender to Borrower I and Borrower III pursuant to the terms of Loan Agreement D
“Loan Facilities”	Loan Facility A, Loan Facility B, Loan Facility C and Loan Facility D
“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
“Supplemental Loan Agreement A”	the supplemental loan agreement dated 28 October 2022 entered into between the Lender, Borrower I and Borrower II to supplement Loan Agreement A for extending the repayment of Loan Facility A to 25 October 2023
“Supplemental Loan Agreement B”	the supplemental loan agreement dated 28 October 2022 entered into between the Lender, Borrower I and Borrower III to supplement Loan Agreement B for extending the repayment of Loan Facility B to 25 October 2023
“%”	per cent

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

Hong Kong, 28 October 2022

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

Executive Directors:

Ms. Daisy Yeung
Ms. Choi Suk Hing, Louisa

Independent Non-Executive Directors:

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