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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 30 November 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 HK\$84,900,000.

The transactions contemplated under the Loan Agreements 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 30 November 2022, the Lender entered into various loan agreements with the Borrowers. A summary of the details is set out as follows:-

Supplemental Loan Agreement II (to supplement Loan Agreement A and Supplemental Loan Agreement I)

<i>Date</i>	:	30 November 2022
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I, Borrower II and Borrower IV
<i>Amount of Loan Facility A</i>	:	up to HK\$45,000,000
<i>Extended Repayment Date</i>	:	14 December 2023 as varied by the Supplemental Loan Agreements
<i>Interest</i>	:	9% per annum

** for identification purpose only*

Security for Loan Facility A : Loan Facility A is secured by a first mortgage over three commercial units located in Kwun Tong, Hong Kong. Valuations on such properties have been conducted by independent valuers on 3 and 5 October 2022 with average value of the said properties being approximately HK\$110,000,000

Loan Agreement B

Date : 30 November 2022

Lender : Emperor Finance

Borrower : Borrower I, Borrower II, Borrower III and Borrower V

Amount of Loan Facility B : up to HK\$39,900,000

Repayment Date : within 12 months from the date of drawdown

Interest : (i) 22% per annum for the 1st month upon the date of drawdown
(ii) 9% per annum for the 2nd month to 12th month upon the date of drawdown

Security for Loan Facility B : Loan Facility B is secured by a first mortgage over two residential units located in Tai Kok Tsui, Hong Kong. Valuations on such properties have been conducted by independent valuers on 8 September 2022 and 11 November 2022 with average value of the said properties being approximately HK\$58,620,000

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 and Borrower II are directors and ultimate beneficial owners of Borrower IV and Borrower V. Borrower III is one of the ultimate beneficial owners of Borrower V and the spouse of Borrower I. 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. 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 and repayment ability of 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 within the period of 12 months immediately preceding and up to the date of the Supplemental Loan Agreement II and Loan Agreement B exceed 5% but are under 25%, these series of transactions contemplated under the Loan Agreements with the Borrowers after aggregation 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.

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. Chan Kai Yan, one of the borrowers under the Loan Agreements, being one of the directors and ultimate beneficial owners of Borrower IV and Borrower V and an Independent Third Party to the Company
“Borrower II”	Mr. Wong Kwok Fai, one of the borrowers under the Loan Agreements, being one of the directors and ultimate beneficial owners of Borrower IV and Borrower V and an Independent Third Party to the Company
“Borrower III”	Ms. Tang Siu Yin, one of the borrowers under Loan Agreement B, being one of the ultimate beneficial owners of Borrower V, the spouse of Borrower I and an Independent Third Party to the Company

“Borrower IV”	Perfect Lock Enterprises Limited, one of the borrowers under Loan Agreement A, being a company incorporated in Hong Kong with limited liability and an Independent Third Party to the Company
“Borrower V”	Glory Smart Metals Limited, one of the borrowers under Loan Agreement B, being a company incorporated in Hong Kong with limited liability and an Independent Third Party to the Company
“Borrowers”	Borrower I, Borrower II, Borrower III, Borrower IV and Borrower V
“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 14 July 2020 (as supplemented by the Supplemental Loan Agreements) entered into between the Lender, Borrower I, Borrower II and Borrower IV relating to the granting of Loan Facility A
“Loan Agreement B”	the loan agreement dated 30 November 2022 entered into between the Lender, Borrower I, Borrower II, Borrower III and Borrower V relating to the granting of Loan Facility B
“Loan Agreements”	Loan Agreement A (as supplemented by the Supplemental Loan Agreements) and Loan Agreement B

“Loan Facility A”	the loan facility in the amount of up to HK\$45,000,000 granted by the Lender to Borrower I, Borrower II and Borrower IV pursuant to the terms of Loan Agreement A
“Loan Facility B”	the loan facility in the amount of up to HK\$39,900,000 granted by the Lender to Borrower I, Borrower II, Borrower III and Borrower V pursuant to the terms of Loan Agreement B
“Loan Facilities”	Loan Facility A and Loan Facility B
“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 I”	the supplemental loan agreement dated 30 June 2021 entered into between the Lender, Borrower I, Borrower II and Borrower IV (to supplement Loan Agreement A) to increase the amount of loan facility to HK\$40,000,000
“Supplemental Loan Agreement II”	the supplemental loan agreement dated 30 November 2022 entered into between the Lender, Borrower I, Borrower II and Borrower IV (to supplement Loan Agreement A and Supplemental Loan Agreement I) to increase the amount of loan facility to HK\$45,000,000
“Supplemental Loan Agreements”	Supplemental Loan Agreement I and Supplemental Loan Agreement II
“%”	per cent

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

Hong Kong, 30 November 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