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**英皇資本集團有限公司**  
**Emperor Capital Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 717)**

**DISCLOSEABLE TRANSACTION**

**PROVISION OF LOAN FACILITIES**

On 9 May 2023, the Lender entered into (i) Supplemental Loan Agreement A with Borrower I for extending the repayment date of Loan Facility A of up to HK\$9,900,000 under Loan Agreement A; and (ii) Loan Agreement B with the Borrowers in relation to the provision of Loan Facility B of up to HK\$9,650,000.

This series of transactions with the Borrowers after aggregation constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

**INTRODUCTION**

The Board announces that the Lender entered into the 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>	:	15 June 2022 and 9 May 2023
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I
<i>Amount of Loan Facility A</i>	:	up to HK\$9,900,000
<i>Original Repayment Date</i>	:	within 12 months from the date of drawdown
<i>Extended Repayment Date</i>	:	within 24 months from the date of drawdown (as varied by Supplemental Loan Agreement A)
<i>Interest</i>	:	(i) 20.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 24th month upon the date of drawdown

*Security for Loan Facility A* : Loan Facility A is secured by a first mortgage over a residential unit located in Causeway Bay, Hong Kong. Valuations on such property have been conducted by independent valuers on 13 and 19 May 2022 with average value of the said property being approximately HK\$14,500,000

### **Loan Agreement B**

*Date* : 9 May 2023

*Lender* : Emperor Finance

*Borrowers* : Borrower I, Borrower II and Borrower III

*Amount of Loan Facility B* : up to HK\$9,650,000

*Repayment* : within 12 months from the date of drawdown

*Interest* : 10% per annum

*Security for Loan Facility B* : Loan Facility B is secured by a first mortgage over another residential unit located in Causeway Bay, Hong Kong. Valuations on such property have been conducted by independent valuers on 8 March 2023 and 12 April 2023 with average value of the said property being approximately HK\$14,750,000

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 is a merchant whose spouse is Borrower II. Borrower I is the sole director of Borrower III which is ultimately owned by Borrower I and Borrower II. 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 within the period of 12 months immediately preceding and up to the date of Supplemental Loan Agreement A and Loan Agreement B 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 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. Lin Sze Kit, spouse of Borrower II, the borrower under Loan Agreement A (as supplemented by Supplemental Loan Agreement A), one of the borrowers under Loan Agreement B, and the sole director and one of the ultimate beneficial owners of Borrower III, being an Independent Third Party
“Borrower II”	Ms. Sasaki Satoe, spouse of Borrower I, one of the borrowers under Loan Agreement B and one of the ultimate beneficial owners of Borrower III, being an Independent Third Party
“Borrower III”	Gold Regal International Limited, one of the borrowers under Loan Agreement B and a company incorporated in Hong Kong with limited liability which is ultimately owned by Borrower I and Borrower II, being an Independent Third Party
“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 dollar, 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 15 June 2022 entered into between the Lender and Borrower I relating to the granting of Loan Facility A
“Loan Agreement B”	the loan agreement dated 9 May 2023 entered into between the Lender and the Borrowers relating to the granting of Loan Facility B
“Loan Agreements”	Loan Agreement A, Supplemental Loan Agreement A and Loan Agreement B
“Loan Facility A”	the loan facility in the amount up to HK\$9,900,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement A
“Loan Facility B”	the loan facility in the amount up to HK\$9,650,000 granted by the Lender to the Borrowers 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 A”	the supplemental loan agreement dated 9 May 2023 entered into between the Lender and Borrower I to supplement Loan Agreement A for extending the repayment date of Loan Facility A to 24 months from the date of drawdown
“%”	per cent

By order of the Board of  
**Emperor Capital Group Limited**  
**Daisy Yeung**  
*Chairperson*

Hong Kong, 9 May 2023

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

*Executive Directors:*

Ms. Daisy Yeung  
Mr. Wong Chi Fai  
Ms. Fan Man Seung, Vanessa

*Independent Non-Executive Directors:*

Ms. Wan Choi Ha  
Mr. Wong Tak Ming, Gary  
Mr. Yu King Tin