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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

EXTENSION OF LOAN FACILITIES

On 8 September 2023, the Lender entered into the Supplemental Loan Agreements with the Borrowers to increase the interest rate and extend the repayment date of the Loan Facilities up to an aggregate amount of HK\$56,900,000.

The transactions contemplated under the Loan Agreements (as supplemented by the Supplemental Loan Agreements) constitute a discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

BACKGROUND

References are made to the announcements of the Company dated 15 November 2021, 26 November 2021, 17 December 2021 and 8 September 2022 in relation to the provision of the loan facilities up to an aggregate amount of HK\$93,700,000 granted by the Lender to the Borrowers.

EXTENSION OF LOAN FACILITIES

The Board announces that on 8 September 2023, the Lender entered into the Supplemental Loan Agreements to increase the interest rate and extend the repayment date of the Loan Facilities up to an aggregate amount of HK\$56,900,000. Details of the Loan Agreements (as supplemented by the Supplemental Loan Agreements) are as below:-

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

Date : 4 November 2021 (as supplemented by Supplemental Loan Agreement A dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower I

Amount of Loan Facility A : up to HK\$12,000,000

Extended repayment date : 4 November 2024

Interest : (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
(iii) 10.0% per annum for the subsequent months until 4 November 2024

Security for Loan Facility A : Loan Facility A is secured by a first legal charge over a residential unit and five parking spaces located in Tung Chung, Hong Kong. Valuations on such mortgaged properties were conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said properties being approximately HK\$17,975,000

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

Date : 15 November 2021 (as supplemented by Supplemental Loan Agreement B dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower I

Amount of Loan Facility B : up to HK\$8,200,000

Extended repayment date : 15 November 2024

Interest : (i) 14.5% 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
(iii) 10.0% per annum for the subsequent months until 15 November 2024

Security for Loan Facility B : Loan Facility B is secured by a first legal charge over a residential unit and two parking spaces located in Tung Chung, Hong Kong. Valuations on such mortgaged properties were conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said properties being approximately HK\$12,650,000

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

- Date* : 26 November 2021 (as supplemented by Supplemental Loan Agreement C dated 8 September 2023)
- Lender* : Emperor Finance
- Borrower* : Borrower I and Borrower II
- Amount of Loan Facility C* : up to HK\$1,860,000
- Extended repayment date* : 26 November 2024
- Interest* : (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
(iii) 10.0% per annum for the subsequent months until 26 November 2024
- Security for Loan Facility C* : Loan Facility C is secured by a first legal charge over three parking spaces located in Tung Chung, Hong Kong. Valuations on such parking spaces were conducted by independent valuers on 8 August 2023 with average value of the said parking spaces being approximately HK\$3,000,000

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

- Date* : 26 November 2021 (as supplemented by Supplemental Loan Agreement D dated 8 September 2023)
- Lender* : Emperor Finance
- Borrower* : Borrower II
- Amount of Loan Facility D* : up to HK\$610,000
- Extended repayment date* : 26 November 2024
- Interest* : (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
(iii) 10.0% per annum for the subsequent months until 26 November 2024

Security for Loan Facility D : Loan Facility D is secured by a first legal charge over a parking space located in Tung Chung, Hong Kong. Valuation on such parking space was conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said parking space being approximately HK\$1,000,000

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

Date : 26 November 2021 (as supplemented by Supplemental Loan Agreement E dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower II

Amount of Loan Facility E : up to HK\$8,730,000

Extended repayment date : 26 November 2024

Interest : (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
(iii) 10.0% per annum for the subsequent months until 26 November 2024

Security for Loan Facility E : Loan Facility E is secured by a first legal charge over a residential unit located in Tung Chung, Hong Kong. Valuation on such property was conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said property being approximately HK\$12,500,000

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

Date : 17 December 2021 (as supplemented by Supplemental Loan Agreement F dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower I

Amount of Loan Facility F : up to HK\$4,010,000

Extended repayment date : 17 December 2024

Interest : (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
(iii) 10.0% per annum for the subsequent months until 17 December 2024

Security for Loan Facility F : Loan Facility F is secured by a first legal charge over five parking spaces located in Tung Chung, Hong Kong. Valuations on such parking spaces were conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said parking spaces being approximately HK\$5,750,000

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

Date : 17 December 2021 (as supplemented by Supplemental Loan Agreement G dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower I

Amount of Loan Facility G : up to HK\$4,990,000

Extended repayment date : 17 December 2024

Interest : (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
(iii) 10.0% per annum for the subsequent months until 17 December 2024

Security for Loan Facility G : Loan Facility G is secured by a first legal charge over eight parking spaces located in Tung Chung, Hong Kong. Valuations on such parking spaces were conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said parking spaces being approximately HK\$8,000,000

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

Date : 17 June 2022 (as supplemented by Supplemental Loan Agreement H dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower II

Amount of Loan Facility H : up to HK\$11,000,000

Extended repayment date : 8 August 2024

Interest : (i) 8.5% per annum for the 1st month to 12th month upon the date of drawdown
(ii) 10.0% per annum for the subsequent months until 8 August 2024

Security for Loan Facility H : Loan Facility H is secured by a first legal charge over a residential unit located in Tung Chung, Hong Kong. Valuation on such property was conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said property being approximately HK\$16,750,000

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

Date : 8 September 2022 (as supplemented by Supplemental Loan Agreement I dated 8 September 2023)

Lender : Emperor Finance

Borrower : Borrower I and Borrower III

Amount of Loan Facility I : up to HK\$3,700,000

Extended repayment date : 8 September 2024

Interest : (i) 14.5% per annum for the 1st month upon the date of drawdown
(ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown
(iii) 10.0% per annum for the subsequent months until 8 September 2024

Security for Loan Facility I : Loan Facility I is secured by a first legal charge over a parking space located in Ho Man Tin, Kowloon, Hong Kong. Valuation on such parking space was conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said parking space being approximately HK\$5,625,000

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

Date : 8 September 2022 (as supplemented by Supplemental Loan Agreement J dated 8 September 2023)

<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I and Borrower III
<i>Amount of Loan Facility J</i>	:	up to HK\$1,800,000
<i>Extended repayment date</i>	:	8 September 2024
<i>Interest</i>	:	(i) 14.5% per annum for the 1st month upon the date of drawdown (ii) 8.5% per annum for the 2nd month to 12th month upon the date of drawdown (iii) 10.0% per annum for the subsequent months until 8 September 2024
<i>Security for Loan Facility J</i>	:	Loan Facility J is secured by a first legal charge over three parking spaces located in Tung Chung, Hong Kong. Valuations on such parking spaces were conducted by independent valuers on 7 August 2023 and 8 August 2023 with average value of the said parking spaces being approximately HK\$3,000,000

The Borrowers are required to provide the Lender with other securities as requested by the Lender from time to time. The Lender has the discretion to further extend the repayment date for another 12 months.

INFORMATION OF THE BORROWERS

The Borrowers are merchants. 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 and not connected with the Company under the Listing Rules.

REASONS FOR ENTERING INTO THE SUPPLEMENTAL 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 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 (as supplemented by the Supplemental 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 of and the collaterals 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 (as supplemented by the Supplemental 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 (as supplemented by the Supplemental Loan Agreements) exceed 5% but are under 25%, the transactions contemplated thereunder constitute a discloseable transaction of the Company and are therefore subject to the announcement requirement but exempt from obtaining Shareholders' approval under Chapter 14 of the Listing Rules.

DEFINITION

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Directors”	board of directors of the Company
“Borrower I”	Mr. Xue Mingluan, one of the borrowers under the respective Loan Agreements (as supplemented by the Supplemental Loan Agreements), being an Independent Third Party to the Company
“Borrower II”	Ms. Xue Xiaoyu, one of the borrowers under the respective Loan Agreements (as supplemented by the Supplemental Loan Agreements), being an Independent Third Party to the Company
“Borrower III”	Ms. Xue Zhen, one of the borrowers under the respective Loan Agreements (as supplemented by the Supplemental Loan Agreements), being an Independent Third Party to the Company
“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 meaning 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) 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 4 November 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility A
“Loan Agreement B”	the loan agreement dated 15 November 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility B
“Loan Agreement C”	the loan agreement dated 26 November 2021 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 26 November 2021 entered into between the Lender and Borrower II relating to the granting of Loan Facility D
“Loan Agreement E”	the loan agreement dated 26 November 2021 entered into between the Lender and Borrower II relating to the granting of Loan Facility E
“Loan Agreement F”	the loan agreement dated 17 December 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility F
“Loan Agreement G”	the loan agreement dated 17 December 2021 entered into between the Lender and Borrower I relating to the granting of Loan Facility G
“Loan Agreement H”	the loan agreement dated 17 June 2022 entered into between the Lender and Borrower II relating to the granting of Loan Facility H
“Loan Agreement I”	the loan agreement dated 8 September 2022 entered into between the Lender, Borrower I and Borrower III relating to the granting of Loan Facility I
“Loan Agreement J”	the loan agreement dated 8 September 2022 entered into between the Lender, Borrower I and Borrower III relating to the granting of Loan Facility J
“Loan Agreements”	Loan Agreement A, Loan Agreement B, Loan Agreement C, Loan Agreement D, Loan Agreement E, Loan Agreement F, Loan Agreement G, Loan Agreement H, Loan Agreement I and Loan Agreement J

“Loan Facility A”	a loan facility in the amount up to HK\$12,000,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement A
“Loan Facility B”	a loan facility in the amount up to HK\$8,200,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement B
“Loan Facility C”	a loan facility in the amount up to HK\$1,860,000 granted by the Lender to Borrower I and Borrower II pursuant to the terms of Loan Agreement C
“Loan Facility D”	a loan facility in the amount up to HK\$610,000 granted by the Lender to Borrower II pursuant to the terms of Loan Agreement D
“Loan Facility E”	a loan facility in the amount up to HK\$8,730,000 granted by the Lender to Borrower II pursuant to the terms of Loan Agreement E
“Loan Facility F”	a loan facility in the amount up to HK\$4,010,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement F
“Loan Facility G”	a loan facility in the amount up to HK\$4,990,000 granted by the Lender to Borrower I pursuant to the terms of Loan Agreement G
“Loan Facility H”	a loan facility in the amount up to HK\$11,000,000 granted by the Lender to Borrower II pursuant to the terms of Loan Agreement H
“Loan Facility I”	a loan facility in the amount up to HK\$3,700,000 granted by the Lender to Borrower I and Borrower III pursuant to the terms of Loan Agreement I
“Loan Facility J”	a loan facility in the amount up to HK\$1,800,000 granted by the Lender to Borrower I and Borrower III pursuant to the terms of Loan Agreement J
“Loan Facilities”	Loan Facility A, Loan Facility B, Loan Facility C, Loan Facility D, Loan Facility E, Loan Facility F, Loan Facility G, Loan Facility H, Loan Facility I and Loan Facility J
“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 8 September 2023 entered into between the Lender and Borrower I to supplement Loan Agreement A for extending the repayment of Loan Facility A to 4 November 2024

“Supplemental Loan Agreement B”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower I to supplement Loan Agreement B for extending the repayment of Loan Facility B to 15 November 2024
“Supplemental Loan Agreement C”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender, Borrower I and Borrower II to supplement Loan Agreement C for extending the repayment of Loan Facility C to 26 November 2024
“Supplemental Loan Agreement D”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower II to supplement Loan Agreement D for extending the repayment of Loan Facility D to 26 November 2024
“Supplemental Loan Agreement E”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower II to supplement Loan Agreement E for extending the repayment of Loan Facility E to 26 November 2024
“Supplemental Loan Agreement F”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower I to supplement Loan Agreement F for extending the repayment of Loan Facility F to 17 December 2024
“Supplemental Loan Agreement G”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower I to supplement Loan Agreement G for extending the repayment of Loan Facility G to 17 December 2024
“Supplemental Loan Agreement H”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender and Borrower II to supplement Loan Agreement H for extending the repayment of Loan Facility H to 8 August 2024
“Supplemental Loan Agreement I”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender, Borrower I and Borrower III to supplement Loan Agreement I for extending the repayment of Loan Facility I to 8 September 2024
“Supplemental Loan Agreement J”	the supplemental loan agreement dated 8 September 2023 entered into between the Lender, Borrower I and Borrower III to supplement Loan Agreement J for extending the repayment of Loan Facility J to 8 September 2024

“Supplemental Loan Agreements” Supplemental Loan Agreement A, Supplemental Loan Agreement B, Supplemental Loan Agreement C, Supplemental Loan Agreement D, Supplemental Loan Agreement E, Supplemental Loan Agreement F, Supplemental Loan Agreement G, Supplemental Loan Agreement H, Supplemental Loan Agreement I and Supplemental Loan Agreement J

“%” per cent.

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

Hong Kong, 8 September 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