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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 24 January 2024, the Lender entered into the Supplemental Loan Agreements with the Borrower to extend the repayment date of the Loan Facilities up to an aggregate amount of HK\$8,550,000 and increase the interest rate during the extended period.

As of the date of this announcement, the Lender has entered into the Existing Loan Agreements together with the Supplemental Loan Agreements with the Borrower in relation to the provision of loan facilities up to an aggregate amount of HK\$32,550,000. The transactions with the Borrower after aggregation 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.

BACKGROUND

Reference is made to the announcement of the Company dated 15 February 2022 in relation to the provision of the loan facilities granted by the Lender to the Borrower.

EXTENSION OF LOAN FACILITIES

The Board announces that on 24 January 2024, the Lender entered into the Supplemental Loan Agreements with the Borrower to extend the repayment date of the Loan Facilities up to an aggregate amount of HK\$8,550,000 and increase the interest rates during the extended period. A summary of details is set out as follows:

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

Date : 25 January 2022 (as supplemented by Supplemental Loan Agreement G dated 24 January 2024)

Lender : Emperor Finance

<i>Borrower</i>	:	the Borrower
<i>Amount of Loan Facility G</i>	:	up to HK\$4,500,000
<i>Extended repayment date</i>	:	25 January 2025
<i>Interest rate</i>	:	(i) 8.5% per annum for the 1st to 24th month from the date of drawdown (ii) 10.5% per annum for the subsequent months until 25 January 2025
<i>Security for Loan Facility G</i>	:	Loan Facility G is secured by Legal Charge (Loan Facility G)

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

<i>Date</i>	:	13 January 2023 (as supplemented by Supplemental Loan Agreement I dated 24 January 2024)
<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	the Borrower
<i>Amount of Loan Facility I</i>	:	up to HK\$4,050,000
<i>Extended repayment date</i>	:	13 January 2025
<i>Interest rate</i>	:	(i) 9.5% per annum for the 1st to 12th month from the date of drawdown (ii) 10.5% per annum for the subsequent months until 13 January 2025
<i>Security for Loan Facility I</i>	:	Loan Facility I is secured by Legal Charge (Loan Facility I)

The Borrower is 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 BORROWER

The Borrower is a property investor. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Borrower is an Independent Third Party 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 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 Supplemental Loan Agreements were negotiated on arm's length basis between the Lender and the Borrower 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 Borrower and the stable interest income generated / expected to be generated from the Loan Facilities, the Directors consider that the terms of 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 Borrower or her associates pursuant to the Existing Loan Agreements and 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”	Ms. Ly Tu Binh, a borrower under the Existing Loan Agreements and the Supplemental Loan Agreements, being an Independent Third Party
“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

“Existing Loan Agreements”	the loan agreements entered into between the Lender and the Borrower relating to the granting of the loan facilities up to an aggregate amount of HK\$31,300,000, including Loan Facility A which has already been replaced by Loan Facility I as at the date of this announcement (as disclosed in the announcement of the Company dated 15 February 2022) and the Loan Agreement I
“Group”	the Company and its subsidiaries from time to time
“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”	person who is not a connected person of the Company and is 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
“Legal Charge (Loan Facility G)”	a first legal charge over a residential unit located in Tai Po District, New Territories, Hong Kong. Valuations on such property were conducted by independent valuers on 17 January 2024 with average value of the said property being approximately HK\$5,230,000
“Legal Charge (Loan Facility I)”	a first legal charge over a residential unit located in Tai Po District, New Territories, Hong Kong. Valuations on such property were conducted by independent valuers on 17 January 2024 with average value of the said property being approximately HK\$6,250,000
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement G”	the loan agreement dated 25 January 2022 (as supplemented by Supplemental Loan Agreement G) entered into between the Lender and the Borrower relating to the granting of the Loan Facility G
“Loan Agreement I”	the loan agreement dated 13 January 2023 (as supplemented by Supplemental Loan Agreement I) entered into between the Lender and the Borrower relating to the granting of the Loan Facility I
“Loan Facilities”	Loan Facility G and Loan Facility I
“Loan Facility A”	the loan facility in the amount up to HK\$2,800,000 granted by the Lender to the Borrower as defined as Loan Facility A in the announcement of the Company dated 15 February 2022 which has been replaced by Loan Facility I

“Loan Facility G”	the loan facility in the amount up to HK\$4,500,000 granted by the Lender to the Borrower pursuant to the terms of Loan Agreement G (as supplemented by Supplemental Loan Agreement G)
“Loan Facility I”	the loan facility in the amount up to HK\$4,050,000 granted by the Lender to the Borrower pursuant to the terms of Loan Agreement I (as supplemented by Supplemental Loan Agreement I)
“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 G”	the supplemental loan agreement dated 24 January 2024 entered into between the Lender and the Borrower to supplement the Loan Agreement G for extending the repayment date of the Loan Facility G and increasing the interest rate during the extended period
“Supplemental Loan Agreement I”	the supplemental loan agreement dated 24 January 2024 entered into between the Lender and the Borrower to supplement the Loan Agreement I for extending the repayment date of the Loan Facility I and increasing the interest rate during the extended period
“Supplemental Loan Agreements”	Supplemental Loan Agreement G and Supplemental Loan Agreement I
“%”	per cent.

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

Hong Kong, 24 January 2024

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