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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 FACILITY

On 13 May 2022, the Lender entered into the Loan Agreement with Borrower I in relation to the provision of the Loan Facility of up to an aggregate amount of HK\$21,000,000 which shall be repaid within 12 months from the date of the drawdown.

Within the period of 12 months immediately preceding and up to the date of the Loan Agreement, the Lender had entered into Previous Loan Agreements with the Borrowers in relation to the provision of the loan facilities of up to an aggregate amount of HK\$65,400,000 with details as set out in the announcements of the Company dated 15 November 2021, 26 November 2021 and 17 December 2021.

This series of transactions with the Borrowers after aggregation remains as 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

Reference is made to the announcements of the Company dated 15 November 2021, 26 November 2021 and 17 December 2021 in relation to provision of the loan facilities of up to an aggregate amount of HK\$65,400,000 granted by the Lender (an indirect wholly-owned subsidiary of the Company) to the Borrowers under the Previous Loan Agreements.

The Board announces that on 13 May 2022, the Lender entered into the Loan Agreement with Borrower I, a summary of the details is set out as follows:-

THE LOAN AGREEMENT

Date : 13 May 2022

<i>Lender</i>	:	Emperor Finance
<i>Borrower</i>	:	Borrower I
<i>Amount of the Loan Facility</i>	:	up to HK\$21,000,000
<i>Repayment</i>	:	Within 12 months from the date of drawdown
<i>Interest</i>	:	(i) 11.36% 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
<i>Security for the Loan Facility</i>	:	The Loan Facility is secured by a first mortgage over a residential unit located in Tsim Sha Tsui, Hong Kong. Valuation on such property has been conducted by independent valuers on 27 April 2022 and 3 May 2022 and the average value of the said property is HK\$32,750,000

The drawdown of the Loan Facility is subject to, inter alia, satisfactory credit assessment on Borrower I by the Lender. Borrower I is required to provide the Lender with other securities as requested by the Lender as from time to time.

INFORMATION OF BORROWER I

Borrower I is a merchant. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, Borrower I is an Independent Third Party.

REASONS FOR ENTERING INTO THE LOAN AGREEMENT

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 Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Group. The Loan Facility is funded by internal resources of the Group.

The terms of the Loan Agreement were negotiated on arm's length basis between the Lender and Borrower I 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 Borrower I and the stable interest income expected to be generated from the Loan Facility, the Directors consider that the terms of the Loan Agreement 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 Agreement and the Previous Loan Agreements exceed 5% but are under 25%, this series of transactions contemplated under the said agreements with the Borrowers after aggregation remains as 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. Xue Mingluan, a borrower under the Loan Agreement and some of the Previous Loan Agreements, being an Independent Third Party to the Company
“Borrower II”	Ms. Xue Xiaoyu, a borrower under some of the Previous Loan Agreements, being an Independent Third Party to the Company
“Borrower III”	Ms. Xue Li, a borrower under some of the Previous 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) (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”	the loan agreement dated 13 May 2022 entered into between the Lender and Borrower I relating to the granting of the Loan Facility
“Loan Facility”	the loan facility in the amount of up to HK\$21,000,000 granted by the Lender to Borrower I pursuant to the terms of the Loan Agreement
“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
“Previous Loan Agreements”	the loan agreements entered into between the Lender and the respective Borrowers on 3 August 2021, 9 August 2021, 4 November 2021, 15 November 2021, 26 November 2021 and 17 December 2021 in relation to the provision of the loan facilities of up to an aggregate amount of HK\$65,400,000 with details set out in the announcements of the Company dated 15 November 2021, 26 November 2021 and 17 December 2021
“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
“%”	per cent

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

Hong Kong, 13 May 2022

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

Executive Directors:

Ms. Daisy Yeung
Ms. Choi Suk Hing, Louisa
Ms. Pearl Chan

Independent Non-Executive Directors:

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