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DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

In accordance with the requirements of Rule 13.18 of the Listing Rules, the Company announces certain details of the Facility Agreement (as hereinafter defined).

This announcement is made by Public Financial Holdings Limited (the “Company”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

On 22 August 2014, the Company, as the borrower, entered into a facility agreement (the “Facility Agreement”) in respect of a Hong Kong dollar term loan facility in an aggregate amount of up to HK\$1,100,000,000 (the “Facility”) with a total of eight financial institutions as the original lenders, Mizuho Bank, Ltd. as mandated lead arranger and bookrunner, and Mizuho Bank, Ltd., Hong Kong Branch as the agent. The Facility shall be applied towards refinancing the Company’s indebtedness under:

- i) the existing facility agreement dated 30 August 2010 made between the Company as borrower, the banks and financial institutions named therein as mandated lead arranger, arrangers, senior managers and original lenders and Mizuho Bank, Ltd., Hong Kong Branch (formerly known as Mizuho Corporate Bank, Ltd., Hong Kong Branch) as facility agent relating to a HK\$870,000,000 term loan facility made available to the Company;
- ii) the existing facility agreement dated 21 September 2010 in respect of a term loan facility in an aggregate amount of up to HK\$300,000,000 and the supplemental agreement dated 27 September 2013 with Malayan Banking Berhad, Hong Kong Branch; and
- iii) financing the general corporate funding requirements.

** For identification purpose only*

The final maturity date of the Facility shall be 48 months after the date of utilisation of the Facility.

The Facility Agreement provides, among other things, that it is an event of default if Public Bank Berhad (“PBB”), the controlling shareholder (currently holding approximately 73.2% interest) of the Company, does not or ceases to beneficially own more than 50% of the issued share capital of, and ownership interests in, the Company free from any security or PBB does not or ceases to exercise management control over the Company.

If an event of default occurs, Mizuho Bank, Ltd., Hong Kong Branch as agent may, and shall if so directed by the Majority Lenders (as defined in the Facility Agreement):

- a) cancel the Facility immediately;
- b) declare that all or part of the loan, together with accrued interest, and all other amounts accrued or outstanding under the Finance Documents (as defined in the Facility Agreement) be immediately due and payable; and/or
- c) declare that all or part of the loan be payable on demand.

The aggregate level of facilities (excluding facilities arranged solely for the purpose of contingency funding plan) entered into with the Company and its subsidiaries which may be affected by such breach and required to be disclosed under Rule 13.18 of the Listing Rules amounts to HK\$1,100,000,000.

By Order of the Board
Tan Yoke Kong
Company Secretary

Hong Kong, 22 August 2014

As at the date of this announcement, the Board of Directors of the Company comprises Tan Sri Dato' Sri Dr. Teh Hong Piow, Mr. Quah Poh Keat, Dato' Chang Kat Kiam and Mr. Chong Yam Kiang as Non-Executive Directors, Mr. Tan Yoke Kong and Mr. Lee Huat Oon as Executive Directors, and Tan Sri Datuk Seri Utama Thong Yaw Hong, Mr. Lee Chin Guan, Mr. Tang Wing Chew and Mr. Lai Wan as Independent Non-Executive Directors.