



大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(formerly known as JCG HOLDINGS LIMITED 日本信用保証集團*)

(Incorporated in Bermuda with limited liability)

(Stock code: 626)

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 (formerly known as JCG 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 (“Listing Rules”).

Reference is made to the joint announcement (the “Joint Announcement”) of the Company and Asia Financial Holdings Limited (“AFH”) dated 15 February 2006 in relation to the proposed acquisition of the entire issued share capital of Asia Commercial Bank Limited by the Company pursuant to the share purchase agreement between AFH as seller and the Company as purchaser dated 14 February 2006 (the “Acquisition”).

As stated in the Joint Announcement, the Company has arranged for a short-term bridging loan facility of HK\$4,500,000,000 to finance the Acquisition. In that connection, the Company entered into a facility agreement (the “Facility Agreement”) for a Hong Kong dollar loan facility in an aggregate amount of up to HK\$4,500,000,000 (the “Facility”) with Barclays Capital as arranger and Barclays Bank PLC as facility agent, security agent and original lender on 14 February 2006. The amount borrowed under the Facility shall be used to pay the consideration for the Acquisition and shall be repaid on the date falling six months after the date of the Facility Agreement. The draw down of the Facility is, among other things, subject to the fulfilment of the conditions of the Acquisition. Details of such conditions have been set out in the Joint Announcement. As at the date of this announcement, no amount has been drawn down pursuant to the Facility Agreement.

* *For identification purpose only*

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 64.01% interest) of the Company:

- (a) does not or ceases to beneficially own, directly or indirectly, 64.01% of the issued share capital of, and ownership interests in, the Company free from any charge or other security interest, or does not or ceases to exercise management control over the Company; or
- (b) does not comply with any provisions of the letter issued by PBB to Barclays Bank PLC as facility agent dated 14 February 2006, in which PBB has undertaken that, in relation to the Rights Issue (as defined in the announcement issued by the Company dated 17 February 2006 (the “Rights Issue Announcement”)), among other things, (i) all shares of the Company beneficially owned by PBB will remain registered in the name of PBB and/or its nominees from the date of the Underwriting Agreement (as defined in the Rights Issue Announcement) to the Record Date (as defined in the Rights Issue Announcement); (ii) PBB will accept all the Rights Shares (as defined in the Rights Issue Announcement) provisionally allotted to it and/or its nominees pursuant to the Rights Issue; and (iii) PBB will fully underwrite the Rights Issue in accordance with the Underwriting Agreement, save and except for those Rights Shares to be taken up by PBB pursuant to (ii) above.

If an event of default occurs, Barclays Bank PLC as facility agent may, among other things, demand immediate repayment of all or any of the loans made to the Company together with accrued interest.

By Order of the Board
Tan Yoke Kong
Company Secretary

6 April 2006, Hong Kong

As at the date of this announcement, the Board of Directors of the Company comprises Tan Sri Dato’ Sri Dr. Teh Hong Piow, Dato’ Sri Tay Ah Lek, Dato’ Chang Kat Kiam and Mr. Wong Kong Ming as non-executive directors, Mr. Tan Yoke Kong and Mr. Lee Huat Oon as executive directors, and Dato’ Yeoh Chin Kee, Mr. Geh Cheng Hooi, Paul and Mr. Lee Chin Guan as independent non-executive directors.

Please also refer to the published version of this announcement in China Daily.