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**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)

## **RESTORATION OF PUBLIC FLOAT**

On 12 April 2006, Public Bank notified the Company that it has disposed of its 11,700,000 Shares, representing approximately 1.0696% of the issued share capital of the Company, to third party investors in the market who are independent from the Company and its connected persons, in order to restore the minimum public float requirement in compliance with Rule 8.08(1) of the Listing Rules.

Reference is made to the prospectus of Public Financial Holdings Limited (formerly known as JCG Holdings Limited) (the “Company”) dated 17 March 2006 (the “Prospectus”) and the announcement of the Company dated 10 April 2006. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

### **Restoration of Public Float**

On 12 April 2006, Public Bank notified the Company that it has disposed of its 11,700,000 Shares, representing approximately 1.0696% of the issued share capital of the Company, to third party investors in the market who are independent from the Company and its connected persons (the “Disposal”) in order to restore the minimum public float requirement in compliance with Rule 8.08(1) of the Listing Rules.

Upon completion of the Rights Issue, the shareholding of Public Bank in the Company increased from approximately 64.0053% to approximately 75.9829% of the total issued share capital of the Company as enlarged by the Rights Issue. Accordingly, the minimum 25% public float requirement under Rule 8.08(1) of the Listing Rules cannot be fulfilled. Following the completion of the Disposal by Public Bank, the Company will restore the minimum 25% public float requirement under Rule 8.08(1) of the Listing Rules.

The following is a table showing the changes in the shareholding structure of the Company immediately before and after completion of the Disposal:

	<b>Immediately before completion of the Disposal</b>		<b>Immediately after completion of the Disposal</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
<u>Shareholders</u>				
Public Bank	831,173,920	75.9829	819,473,920	74.9133
Directors	150,000	0.0137	150,000	0.0137
Public Shareholders	<u>262,572,698</u>	<u>24.0034</u>	<u>274,272,698</u>	<u>25.0730</u>
	<u><u>1,093,896,618</u></u>	<u><u>100</u></u>	<u><u>1,093,896,618</u></u>	<u><u>100</u></u>

By Order of the Board  
**Public Financial Holdings Limited**  
**Tan Yoke Kong**  
*Company Secretary*

Hong Kong, 12 April 2006

*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.*

*\* For identification purpose only*

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