



大眾金融控股有限公司*
PUBLIC FINANCIAL HOLDINGS LIMITED

(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 (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 (now known as Public Bank (Hong Kong) 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 had 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 “Bridging Loan Facility Agreement”) for a Hong Kong dollar loan facility in an aggregate amount of up to HK\$4,500,000,000 (the “Bridging Loan 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 Bridging Loan 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 Bridging Loan Facility Agreement. As at the date of this announcement, HK\$2,000,000,000 has been drawn down pursuant to the Bridging Loan Facility Agreement.

On 21 July 2006, the Company entered into another facility agreement (the “Facility Agreement”) with Barclays Capital and others as mandated lead arrangers and Barclays Bank PLC as agent and the following financial institutions as the original lenders:

Barclays Bank PLC, Public Bank (L) Ltd, Bumiputra-Commerce Bank Berhad (Hong Kong Branch), DBS Bank Ltd. (Hong Kong Branch), Australia and New Zealand Banking Group Limited, Bank of China (Hong Kong) Limited, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Labuan Branch), Bayerische Hypo-und Vereinsbank AG (Hong Kong Branch), Bayerische Landesbank, Calyon (Hong Kong Branch), CITIC Ka Wah Bank Limited, Mizuho Corporate Bank, Ltd. (Hong Kong Branch), Sumitomo Mitsui Banking Corporation, United Overseas Bank Limited (Hong Kong Branch) and WestLB AG (Singapore Branch)

for a Hong Kong dollar 3-year term loan facility in an aggregate amount of HK\$2,000,000,000 (the “Facility”). The amount borrowed under the Facility shall be used to repay the Bridging Loan 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 73.50% interest) of the Company does not or ceases to beneficially own, directly or indirectly, at least 51% 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.

If an event of default occurs, Barclays Bank PLC as 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

Hong Kong, 21 July 2006

As at the date of this announcement, the Directors of the Company are 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 Tan Sri Dato' Thong Yaw Hong, Dato' Yeoh Chin Kee 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”