



# Peace Mark (Holdings) Limited

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0304)

## **ANNOUNCEMENT RELATING TO LISTING RULE 13.18**

This announcement is made in compliance with Rule 13.18 of the Listing Rules.

Peace Mark (Holdings) Limited has entered into a Facility Agreement on 5 June 2006 with inter alia Sumitomo Mitsui Banking Corporation as the mandated coordinating arranger, agent and lender and 12 other international banks and financial institutions in respect of the Facility, which contains certain events of default including:

- (a) if Mr. Chau Cham Wong, Patrick ceases at any time during the subsistence of the Facility Agreement to be the Chairman of the Company and the Group; and
- (b) if Mr. Chau Cham Wong, Patrick and Mr. Leung Yung, Tommy collectively (1) are no longer the single largest shareholder of the Company, holding beneficially (directly and indirectly) more than 30% of the voting share capital of the Company; or (2) no longer have management control of the Group.

This announcement is made in compliance with Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The directors of Peace Mark (Holdings) Limited (the “Company”) announce that a facility agreement has been entered into on 5 June 2006 (the “Facility Agreement”) between the Company, certain subsidiaries of the Company acting as guarantors, Sumitomo Mitsui Banking Corporation as mandated coordinating arranger, agent and lender, and 12 other international banks and financial institutions as coordinating arranger, co-arrangers and senior managers and lenders. Pursuant to the Facility Agreement, the lenders agreed to make available to the Company a term loan facility in an aggregate amount of HK\$600,000,000 (the “Facility”) upon the terms set out in the Facility Agreement. The Facility has a tenor of 36 months from the date of the Facility Agreement and may be extended, at the request of the Company and subject to the agreement of each lender, for two further periods of 24 months each, upon the terms set out in the Facility Agreement.

The Facility Agreement contains certain events of default including:

- (a) if Mr. Chau Cham Wong, Patrick ceases at any time during the subsistence of the Facility Agreement to be the Chairman of the Company and its subsidiaries (the “Group”); and

(b) if Mr. Chau Cham Wong, Patrick and Mr. Leung Yung, Tommy collectively (1) are no longer the single largest shareholder of the Company, holding beneficially (directly and indirectly) more than 30% of the voting share capital of the Company; or (2) no longer have management control of the Group.

Upon the occurrence of an event of default under the Facility Agreement and so long as it is continuing, Sumitomo Mitsui Banking Corporation may, inter alia, upon instructions from the majority lenders declare that all or part of the Facility, together with accrued interest, and all other amounts accrued under the finance documents as referred to under the Facility Agreement be immediately due and payable.

By Order of the Board  
**Chau Cham Wong Patrick**  
*Chairman*

Hong Kong, 5 June 2006

*As at the date of this announcement, there were five executive directors, namely, Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Tsang Kwong Chiu, Kevin, Mr. Man Kwok Keung and Mr. Cheng Kwan Ling and five independent non-executive Directors, namely, Ms. Susan So, Mr. Kwok Ping Ki, Albert, Mr. Tang Yat Kan, Mr. Wong Yee Sui, Andrew and Mr. Mak Siu Wing, Clifford.*

Please also refer to the published version of this announcement in South China Morning Post.