

PAN HONG HOLDINGS GROUP LIMITED

(Incorporated in Bermuda)
(Registration Number: 37749)



BANK FACILITY

The Board of Directors of Pan Hong Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that Hangzhou Ganglian Real Estate Company Limited (杭州港聯置業有限公司) (the “**Borrower**”), a wholly and indirectly owned subsidiary of Sino Harbour Holdings Group Limited (“**Sino Harbour**”), which is listed on the Main Board of The Stock Exchange of Hong Kong Limited and approximately 73.05% owned by the Company, had obtained a bank facility (the “**Bank Facility**”) from Hang Seng Bank (China) Limited, Hangzhou Branch (恆生銀行(中國)有限公司杭州分行) (the “**Lender**”) for the development of the Group’s property projects located at the Southwest junction of Moganshan Road (莫干山路) and Shenhua Road (申花路), Gongshu District (拱墅區), Hangzhou City, Zhejiang Province, the People’s Republic of China (the “**Hangzhou Project**”).

The Bank Facility is up to a maximum amount of RMB450.0 million.

The Bank Facility is secured by the following securities and the Borrower’s covenants and undertakings to the Lender:

- (a) Land use rights of the land for the Hangzhou Project at book value of RMB506.0 million;
- (b) Receivables from the Hangzhou Project including sales receipts and rental receivables; and
- (c) Corporate guarantee from Sino Harbour.

Pursuant to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Bank Facility also contains the following provision:

“The Borrower should ensure that both Mr. Wong Lam Ping (“**Mr. Wong**”), the Executive Chairman of the Company and his spouse, Ms. Chan Heung Ling (“**Ms. Chan**”), who is the Chairlady of Sino Harbour, retain their effective control in Sino Harbour. Mr. Wong and Ms. Chan are controlling shareholders of the Company.”

Undertaking by the Controlling Shareholders

Mr. Wong and Ms. Chan hold 52% and 48% of the issued share capital of Extra Good Enterprises Limited (“**Extra Good**”) respectively. As such, both are deemed to be interested in the shares held by Extra Good in the capital of the Company.

Pursuant to Rule 728 of the Listing Manual of the SGX-ST, the controlling shareholders, namely Extra Good, Mr. Wong and Ms. Chan, had provided undertakings to notify the Company as soon as they become aware of any share pledging arrangement relating to their shareholdings (direct or indirect) in the Company, and of any event which may result in a breach of the aforesaid provision of the Bank Facility.

As at the date of this announcement, Extra Good has notified the Company that it had entered into a margin financing facility arrangement with RHB Securities Hong Kong Limited (formerly known as OSK Securities Hong Kong Limited), the details of which were disclosed in the announcement of the Company dated 6 February 2012 (announcement no. 00063) and the arrangement remains subsisting as at the date of this announcement, as follows:-

Name of controlling shareholder	Extra Good Enterprises Limited
Class and number of shares pledged	120,000,000 ordinary shares
Percentage of the Company's issued share capital (calculated based on the current issued and paid-up capital of 512,311,024 ordinary shares excluding treasury shares)	23.42%
The party in whose favour the security interest is created	RHB Securities Hong Kong Limited

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect in the above transaction.

By Order of the Board

Wong Lam Ping
Executive Chairman
 12 September 2016