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**CASH FINANCIAL SERVICES
GROUP LIMITED**

時富金融服務集團有限公司*

*(incorporated in Bermuda with limited
liability)*

(Stock code: 510)



**CELESTIAL ASIA SECURITIES
HOLDINGS LIMITED**

時富投資集團有限公司*

*(incorporated in Bermuda with limited
liability)*

(Stock code: 1049)

JOINT ANNOUNCEMENT

INSIDE INFORMATION AND PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

AND

RESUMPTION OF TRADING

This joint announcement is made by CASH and CFSG (a 42.09%-owned subsidiary of CASH) jointly pursuant to Rule 3.7 of the Takeovers Code, Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

The CFSG Board and the CASH Board jointly announce that CASH was approached by an independent third party in respect of its interest in acquiring a majority interest in CFSG. CASH is in discussions with such independent third party regarding the Possible Transaction with further terms to be negotiated and concluded by the parties.

The Possible Transaction, if materializes, may lead to a mandatory general offer in CFSG being made by the potential purchaser under the Takeovers Code. The Possible Transaction may also constitute a notifiable transaction for CASH under Chapter 14 of the Listing Rules. CASH and CFSG will comply with relevant requirements under the Listing Rules and the Takeovers Code and make any further announcements (if necessary).

As the terms of the Possible Transaction are still under negotiation and no legally binding formal agreement has been entered into by CFSG and/or CASH as at the date of this joint announcement, the Possible Transaction may or may not proceed. **Shareholders of CFSG and CASH and potential investors are advised to exercise caution when dealing in the shares of CFSG and CASH.**

At the request of CFSG and CASH, trading in the shares of CFSG and CASH was halted on the Stock Exchange with effect from 9:00 am on 28 July 2014 pending the release of this joint announcement. CFSG and CASH have applied to the Stock Exchange for resumption of trading in their respective shares with effect from 9:00 am on 29 July 2014.

This joint announcement is made by Celestial Asia Securities Holdings Limited (“CASH”) and CASH Financial Services Group Limited (“CFSG”, a 42.09%-owned subsidiary of CASH) jointly pursuant to Rule 3.7 of The Code on Takeovers and Mergers (“Takeovers Code”), Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

The board of directors of CFSG (“CFSG Board”) and the board of directors of CASH (“CASH Board”) jointly announce that CASH was approached by an independent third party in respect of its interest in acquiring a majority interest in CFSG (“Possible Transaction”). CASH is in discussions with such independent third party regarding the Possible Transaction with further terms to be negotiated and concluded by the parties.

The Possible Transaction, if materializes, may lead to a mandatory general offer in CFSG being made by the potential purchaser under the Takeovers Code. The Possible Transaction may also constitute a notifiable transaction for CASH under Chapter 14 of the Listing Rules. CASH and CFSG will comply with relevant requirements under the Listing Rules and the Takeovers Code and make any further announcements (if necessary).

As the terms of the Possible Transaction are still under negotiation and no legally binding formal agreement has been entered into by CFSG and/or CASH as at the date of this joint announcement, the Possible Transaction may or may not proceed. **Shareholders of CFSG and CASH and potential investors are advised to exercise caution when dealing in the shares of CFSG and CASH.**

SECURITIES IN CFSG

As at the date of this announcement, CFSG has the following securities in issue:-

- (i) a total of 3,937,859,588 ordinary shares of HK\$0.02 each in the share capital of CFSG; and
- (ii) a total of 452,000,000 share options with rights to subscribe for a total of 452,000,000 ordinary shares of HK\$0.02 each in CFSG.

Shareholders of CFSG and CASH will be informed of any further development with regard to the Possible Transaction as and when necessary in accordance with the Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement (i) of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or (ii) of a decision not to proceed with an offer or (iii) when the matters under the Letter of Intent are terminated.

DEALING DISCLOSURE

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of CFSG (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) are hereby reminded to disclose their dealings in any securities of CFSG pursuant to the requirements of the Takeovers Code.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code.

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING OF SHARES

At the request of CFSG and CASH, trading in the shares of CFSG and CASH was halted on the Stock Exchange with effect from 9:00 am on 28 July 2014 pending the release of this joint announcement. CFSG and CASH have applied to the Stock Exchange for resumption of trading in their respective shares with effect from 9:00 am on 29 July 2014.

On behalf of the CFSG Board

Bernard Law

*Executive Director and Chief Financial
Officer*

On behalf of the CASH Board

Bankee P. Kwan

Executive Director and Chairman

Hong Kong, 28 July 2014

As at the date hereof, the CFSG Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Ms Cheng Pui Lai Majone
Mr Ng Kung Chit Raymond

Independent non-executive directors:

Mr Cheng Shu Shing Raymond
Mr Lo Kwok Hung John
Mr Lo Ming Chi Charles

The directors of CFSG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to CASH) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by CASH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date hereof, the CASH Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Hin Sing Derek

Independent non-executive directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin

The directors of CASH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to CFSG) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by CFSG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

* *For identification purpose only*