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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 RELATING TO EXPIRY OF THE LONG STOP DATE OF THE FIRST POSSIBLE TRANSACTION**

**AND**

### **THE SECOND POSSIBLE TRANSACTION REGARDING THE FRAMEWORK AGREEMENT**

**AND**

### **RESUMPTION OF TRADING**

This joint announcement is made by CASH and CFSG (a non-wholly-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.

Reference is made to the Previous Announcements in relation to the First Possible Transaction in relation to the entering into of the MOU for proposed acquisition of approximately 44.01% interest in CFSG by the Purchaser from the Sellers. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcements.

## **EXPIRY OF THE LONG STOP DATE FOR THE FIRST POSSIBLE TRANSACTION**

The CFSG Board and the CASH Board wish to update the shareholders and potential investors of CFSG and CASH that, following the expiry of the Long Stop Date on 31 December 2014, the negotiations and discussions between the Sellers and the Purchaser with respect to the First Possible Transaction has discontinued.

## **THE SECOND POSSIBLE TRANSACTION REGARDING THE FRAMEWORK AGREEMENT**

The CFSG Board and the CASH Board wish to further jointly announce that, following expiry of the Long Stop Date, the Sellers and the Second Purchaser have entered into the Framework Agreement on 8 January 2015, which sets for the principal terms and conditions of the Second Possible Transaction.

The Parties will enter into further negotiation based on the principal terms and conditions of the Framework Agreement with a view to enter into the S&P Agreement on or before the Second Long Stop Date (i.e. 21 February 2015 or such other later date as may be agreed by the Parties). The Sellers will, on a reasonable efforts basis, assist the Second Purchaser in purchasing additional CFSG Shares at the same purchase price from other holders of CFSG Shares with an aim that the Second Purchaser would acquire, in aggregate, not less than 51% of the issued share capital of CFSG.

## **THE POSSIBLE GENERAL OFFER FOR THE CFSG SHARES AND THE POSSIBLE NOTIFIABLE TRANSACTION FOR CASH**

The Second Possible Transaction, if materialized, may lead to a mandatory general offer in CFSG being made by the potential purchaser under the Takeovers Code. The Second 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).

## **RESUMPTION OF TRADING OF SHARES**

At the request of CFSG and CASH, trading in the shares of CFSG and CASH was suspended on the Stock Exchange with effect from 9:00 am on 5 January 2015 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 13 January 2015.

**There is no assurance that any transaction referred to in this joint announcement will materialize or eventually be consummated. The negotiations in relation to the Second Possible Transaction and the possible general offer arising from the transactions referred to in this joint announcement may or may not proceed.**

This joint announcement is made by Celestial Asia Securities Holdings Limited (“CASH”) and CASH Financial Services Group Limited (“CFSG”, a non-wholly-owned subsidiary of CASH) jointly pursuant to Rule 3.7 of The Codes 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”).

Reference is made to the joint announcements of CFSG and CASH dated 28 July 2014, 26 August 2014, 22 September 2014, 22 October 2014, 21 November 2014 and 22 December 2014 in relation to the proposed acquisition of approximately 44.01% interest in CFSG (“**First Possible Transaction**”) (“**Previous Announcements**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcements.

## **EXPIRY OF THE LONG STOP DATE OF THE FIRST POSSIBLE TRANSACTION**

On 18 September 2014, CIGL (a wholly-owned subsidiary of CASH), Cash Guardian and Mr Kwan as the Sellers and the Purchaser entered into the MOU, which sets forth the understandings in relation to the First Possible Transaction. Pursuant to the MOU, the Sellers and the Purchaser agreed that they would not enter into any discussion or negotiation with any other persons with respect to the transfer of interest in CFSG on or before 31 December 2014 (“**Long Stop Date**”).

The CFSG Board and the CASH Board wish to update the shareholders and potential investors of CFSG and CASH that, following the expiry of the Long Stop Date, the negotiations and discussions between the Sellers and the Purchaser with respect to the First Possible Transaction has discontinued.

## **THE SECOND POSSIBLE TRANSACTION REGARDING THE FRAMEWORK AGREEMENT**

The CFSG Board and the CASH Board wish to further jointly announce that CASH was approached by the Second Purchaser, another independent third party, in respect of its interest in acquiring a majority interest of 1,792,272,589 CFSG Shares, representing approximately 44.01% interests in CFSG. Following expiry of the Long Stop Date, the Sellers and the Second Purchaser have entered into the Framework Agreement on 8 January 2015, which sets for the principal terms and conditions of the Second Possible Transaction.

The Parties will enter into further negotiation based on the principal terms and conditions of the Second Possible Transaction with a view to enter into the S&P Agreement on or before the Second Long Stop Date (or any later date as may be agreed by the Parties).

The Second Purchaser and/or its advisers and employees will conduct a due diligence review relating to business, financial and legal aspects of CFSG Group on or before the Second Long Stop Date (or such other later date as may be agreed by the Parties).

The major terms of the Framework Agreement are listed below:

### ***Legally-binding terms***

#### ***The purchase price:***

The purchase price and the payment terms will, subject to further negotiation among the Parties, to be finalised in the S&P Agreement. However, the Parties agreed that the initial aggregate consideration is HK\$663,140,857.93 (representing a purchase price of HK\$0.37 per CFSG Share), subject to adjustment as negotiated among the Parties due to any change in the issued shares capital of CFSG after the signing of the Framework Agreement as a result of any issuance of new shares (except for any issuance of new shares upon the exercise of any share options granted), repurchase of shares, subdivision of shares or consolidation of shares of CFSG) resulting in dilution of shareholding interest of the CFSG Shares held by the Sellers to less than approximately 44.01% of the then issued share capital of CFSG.

*The deposit:*

The Second Purchaser agreed to place a deposit of HK\$20,000,000 with an escrow agent upon signing of the Framework Agreement.

- (a) The deposit shall be refunded to the Second Purchaser within 5 business days after expiry of the Second Long Stop Date under any of the following circumstances:-
  - (i) if the Parties are not able to sign the S&P Agreement on or before the Second Long Stop Date (except as provided in paragraph (b) below); or
  - (ii) if the Second Purchaser informs the Sellers in writing to terminate the Framework Agreement on the basis that the due diligence review to the Second Purchaser's satisfaction in respect of CFSG Group has not been completed on or before the Second Long Stop Date pursuant to the Framework Agreement.
- (b) The deposit shall be released to the Sellers if the Second Purchaser does not sign the S&P Agreement on or before the Second Long Stop Date under the following circumstances:-
  - (i) no notice in writing has been served by the Second Purchaser informing the Sellers that it is not satisfied with the results of the due diligence review in respect of CFSG Group on or before the Second Long Stop Date; and
  - (ii) the CFSG Group has not occurred any material adverse change; and
  - (iii) Oceanwide Holdings (the holding company of the Second Purchaser) has obtained the necessary approval from the relevant authorities in the PRC in respect of the Second Possible Transaction and the transaction contemplated thereunder.

If the Parties enter into S&P Agreement on or before the Second Long Stop Date, the deposit will be changed to deposit under the S&P Agreement and be released to the Sellers. The deposit will be used to set-off as part of the consideration on the S&P Completion.

***Exclusivity:***

Unless otherwise agreed by the Second Purchaser in writing, the Sellers agreed that they would not enter into any negotiations, agreement or arrangement with any other persons with respect to the Second Possible Transaction on or before 18 February 2015 (or any later date as may be agreed by the Parties).

***Non-legally-binding terms***

The Second Possible Transaction is conditional upon, inter alias, the following:

- (a) obtaining the approval from the SFC (which shall be unconditional, or shall attach to it only customary conditions allowing the Second Purchaser and/or its shareholder to be a substantial shareholders of CFSG and/or its licensed subsidiaries;
- (b) save for any actions or no action under the instruction of the Second Purchaser which may lead to temporary suspension in the licenses granted to the CFSG Group, the licenses held by the CFSG Group for the regulated activities under the SFC not having been revoked, terminated or suspended at the S&P Completion;

- (c) CASH having obtained all necessary approvals under the Listing Rules from its shareholders approving the S&P Agreement and the transactions contemplated thereunder (if necessary); and
- (d) CFSG having obtained all necessary approvals under the Listing Rules, the Takeovers Code and/or other laws and regulations from its shareholders, the Stock Exchange, the SFC and/or any other third parties and/or regulated authorities approving the S&P Agreement and the transactions contemplated thereunder (if necessary).

The conditions to the Second Possible Transaction set out above are the indicative conditions to completion of the S&P Agreement. After the execution of the Framework Agreement, the Parties will continue to negotiate the terms and conditions, including the conditions to completion of the Second Possible Transaction and other terms as may be agreed between the parties. Such terms may relate to matters which require approvals of the shareholders of CFSG and/or consent of the Executive under the relevant rules of the Takeovers Code, including Rule 4 and/or Rule 25 of the Takeovers Code.

The Sellers will, after the execution of the S&P Agreement, on a reasonable efforts basis, assist the Second Purchaser in acquiring additional CFSG Shares at the same purchase price from other holders of CFSG Shares with an aim that the Second Purchaser would acquire, in aggregate, not less than 51% of the issued share capital of CFSG.

#### **INFORMATION OF THE SECOND PURCHASER**

The Second Purchaser is a wholly-owned subsidiary of Oceanwide Holdings. Oceanwide Holdings is a joint stock company established in the PRC with limited liability, whose shares are listed on the Shenzhen Stock Exchange (stock code: 000046) and is principally engaged in investment and investment management, assets management, real estate business operation and property management, self-owned property leasing, corporate management consultation and sale of building materials, decoration materials and mechanical equipment.

To the best of the knowledge, information and belief of the directors of CFSG and CASH, having made all reasonable enquiry, the Second Purchaser and Oceanwide Holdings which are ultimately controlled by Huang Qiongzi (黃瓊姿), Lu Zhiqiang (盧志強) and Lu Xiaoyun (盧曉雲) are independent of each of CFSG and CASH.

#### **THE POSSIBLE GENERAL OFFER FOR THE CFSG SHARES AND THE POSSIBLE NOTIFIABLE TRANSACTION FOR CASH**

The Second Possible Transaction, if materialized, may lead to a mandatory general offer in CFSG being made by the potential purchaser under the Takeovers Code. The Second 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 Second Possible Transaction are still under negotiation and no formal and legally binding agreement with respect to the Second Possible Transaction has been entered into by CFSG and CASH as at the date of this joint announcement, the Second Possible Transaction may or may not proceed. Shareholders and potential investors of CFSG and CASH are advised to exercise caution when dealing in the respective shares of CFSG and CASH.**

## SECURITIES IN CFSG

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

- (i) a total of 4,071,859,588 CFSG Shares; and
- (ii) a total of 121,000,000 share options with rights to subscribe for a total of 121,000,000 CFSG Shares.

Shareholders of CFSG and CASH will be informed of any further development with regard to the Second 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.

## DEALING DISCLOSURE

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code and including a person who owns or controls 5% or more of the relevant securities as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code of CFSG) of CFSG 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 suspended on the Stock Exchange with effect from 9:00 am on 5 January 2015 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 13 January 2015.

**There is no assurance that any transaction referred to in this joint announcement will materialize or eventually be consummated. The negotiations in relation to the Second Possible Transaction and the possible general offer arising from the transactions referred to in this joint announcement may or may not proceed.**

## **DEFINITIONS**

“Framework Agreement”	the framework agreement entered into among the Sellers and the Second Purchaser on 8 January 2015 relating to the sale and purchase of the CFSG Shares held by the Sellers
“Oceanwide Holdings”	泛海控股股份有限公司 (Oceanwide Holdings Co., Ltd.*), a joint stock company established in the PRC with limited liability whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000046), and the holding company of the Second Purchaser
“Parties”	the Sellers and the Second Purchaser, being the parties to the Framework Agreement
“Second Long Stop Date”	within 45 days (i.e. on or before 21 February 2015) upon the entering of the Framework Agreement (or such other later date as may be agreed by the Parties)
“Second Possible Transaction”	the possible sale and purchase of the CFSG Shares as contemplated under the Framework Agreement
“Second Purchaser”	Oceanwide Holdings (Hong Kong) Co., Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Oceanwide Holdings
“S&P Agreement”	a formal sale and purchase agreement or other definitive agreement to be entered into among the Sellers and the Second Purchaser with respect to the Second Possible Transaction
“S&P Completion”	completion of the S&P Agreement

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, 12 January 2015

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 inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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*