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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
UPDATE ON THE POSSIBLE TRANSACTION
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This joint announcement is made by CASH Financial Services Group Limited (“**CFSG**”) and Celestial Asia Securities Holdings Limited (“**CASH**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the joint announcements issued by CFSG and CASH dated 15 May 2015, 15 June 2015 and 15 July 2015 in relation to, among other things, the discussion between CASH and potential investors with respect to any possible transactions relating to the sale of shares of CFSG (the “**Previous Announcements**”). Unless otherwise specified herein, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcements.

UPDATE ON THE POTENTIAL TRANSACTIONS

The CFSG Board and the CASH Board wish to jointly update the shareholders and potential investors of CFSG and CASH that, since the publication of the Previous Announcements, CASH still remains in active discussion with the potential investors as referred to in the Previous Announcements with a view to finalising the terms of the possible transaction. As at the date of this joint announcement, although no formal or legally binding agreement has been entered into by CFSG and/or CASH in respect of any such possible transactions, there is significant progress in the negotiations with one of the potential investors in relation to a potential subscription of new shares of CFSG by such potential investor, which if completed will trigger a mandatory general offer obligation on the part of the potential investor for shares in CFSG. As at the date of this joint announcement, although no formal or legally binding agreement has been entered into by CFSG, the parties have agreed on principal terms and conditions to such potential subscription of new shares of CFSG and/or the possible general offer. Should any such discussion materialize, further announcement will be made as and when appropriate in accordance with the Listing Rules

and the Takeovers Code. A monthly announcement pursuant to Rule 3.7 of the Takeovers Code setting out the progress of the discussion or the consideration of a possible offer will be made until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is announced.

There is no assurance that any discussion or negotiation mentioned in this joint announcement will either materialize or eventually be consummated, and the discussion may or may not lead to the making of offer for shares in CFSG. **Shareholders and potential investors of CFSG and CASH are advised to exercise caution when dealings in the respective shares.**

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, 14 August 2015

As at the date hereof, the board of directors of CFSG comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee, JP
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 board of directors of CASH comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee, JP
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*