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**CASH FINANCIAL SERVICES
GROUP LIMITED (“CFSG”)**
*(incorporated in Bermuda with limited
liability)*
(Stock code: 510)



**CELESTIAL ASIA SECURITIES
HOLDINGS LIMITED (“CASH”)**
*(incorporated in Bermuda with limited
liability)*
(Stock code: 1049)

JOINT ANNOUNCEMENT

**MAJOR TRANSACTION
- DISPOSAL OF PROPERTY**

AND

RESUMPTION OF TRADING

**MAJOR TRANSACTION
- DISPOSAL OF PROPERTY**

AND

RESUMPTION OF TRADING

CFSG

On 14 November 2013, the Vendor (a wholly-owned subsidiary of CFSG) and the Purchaser (the Independent Third Party) entered into the Provisional Agreements by which, subject to the Conditions, the Vendor has agreed to sell and the Purchaser has agreed to purchase the Property at the Consideration of HK\$135,000,000 to be settled in cash.

As the relevant Percentage Ratios of the Disposal for CFSG under the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for CFSG under the Listing Rules and is subject to the CFSG Shareholders' approval accordingly.

A circular of CFSG containing, among other things, further details of the Disposal, other information as required under the Listing Rules and notice of the CFSG SGM will be despatched to the CFSG Shareholders on or before 5 December 2013.

Resumption of trading

At the request of CFSG, trading in the CFSG Shares on the Stock Exchange was halted with effect from 9:59 am on 14 November 2013 pending the release of this announcement.

Trading in the CFSG Shares will be resumed with effect from 1:00 pm on 14 November 2013.

CASH

The Vendor is currently an indirect non-wholly-owned subsidiary of CASH held through CFSG. As the relevant Percentage Ratios of the Disposal for CASH under the Listing Rules is more than 25% but less than 75%, the Disposal also constitutes a major transaction for CASH under the Listing Rules and is subject to the CASH Shareholders' approval accordingly.

A circular of CASH containing, among other things, further details of the Disposal, other information as required under the Listing Rules and notice of the CASH SGM will be despatched to the CASH Shareholders on or before 5 December 2013.

Resumption of trading

At the request of CASH, trading in the CASH Shares on the Stock Exchange was halted with effect from 9:59 am on 14 November 2013 pending the release of this announcement.

Trading in the CASH Shares will be resumed with effect from 1:00 pm on 14 November 2013.

INTRODUCTION

The Vendor and the Purchaser entered into the Provisional Agreements under which, subject to the Conditions, the Vendor shall sell to the Purchaser the Property at the Consideration.

THE PROVISIONAL AGREEMENTS

Date : 14 November 2013

The Vendor : Victory Glory Investments Limited, a wholly-owned subsidiary of CFSG and an indirect non-wholly-owned subsidiary of CASH held through CFSG. Its principal business is investment holding.

The Purchaser : Liaison Office Of The Central People's Government In The Hong Kong Special Administrative Region, a representative branch of the Central Government of China in Hong Kong. It is the Independent Third Party for each of CFSG and CASH.

The Property: The whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) (with a total gross area of approximately 12,060 square feet), together with four car parking spaces Nos. P19 to P22 on 1/F of the same building

The Consideration : HK\$135,000,000 to be settled in cash.

The Consideration was arrived at after arm's length negotiation between the parties to the Provisional Agreements on normal commercial terms with reference to the actual transactions of similar properties in nearby location and the recent property market in Hong Kong.

The CFSG Board and the CASH Board consider that the terms of the Provisional Agreements are fair and reasonable and are in the best interest of their respective companies and shareholders as a whole.

Payment terms : The Consideration has been/ will be paid by the Purchaser to the Vendor by cash in the following manner:

- (a) HK\$6,750,000 (being 5% of the Consideration) has been paid as an initial deposit upon the signing of the Provisional Agreements;
- (b) HK\$20,250,000 (being 15% of the Consideration) will be paid as a further deposit on or before 28 November 2013;
- (c) the balance of the Consideration in the sum of HK\$108,000,000 (being 80% of the Consideration) will be paid upon the Completion.

The deposits of the above (a) and (b) paid by the Purchaser shall be kept by the Vendor's solicitor as stakeholder, and shall only be released to the Vendor upon, among other things, the conditions precedent have been fulfilled.

The formal sale and purchase agreement in respect of the Disposal will be signed on or before 28 November 2013.

Conditions precedent: The Disposal is conditional upon, among others, the satisfaction of the following conditions:-

- (i) the approving of the Provisional Agreements and the transaction contemplated thereunder by the CFSG Shareholders at the CFSG SGM to be convened in accordance with the requirements of the Listing Rules; and
- (ii) the approving of the Provisional Agreements and the transaction contemplated thereunder by the CASH Shareholders at the CASH SGM to be convened in accordance with the requirements of the Listing Rules.

None of the above conditions can be waived.

If the above conditions cannot be fulfilled within 45 days of the Provisional Agreements or such other date as may be agreed between the Vendor and the Purchaser and the Disposal cannot proceed, the Provisional Agreements will become null and void whereupon the Vendor shall be entitled forthwith to annul the Disposal and the initial deposit and/or the further deposit shall be refunded to the Purchaser within 3 days without interest or compensation.

Completion : The Vendor shall inform the Purchaser by written notice no later than the next business day after fulfillment of above conditions (i) and (ii). Completion of the Disposal will take place within 7 business days after the Purchaser has received such written notice from the Vendor.

THE PROPERTY

The Property comprises the whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) with a total gross area of approximately 12,060 square feet, together with four car parking spaces Nos. P19 to P22 on 1/F of the same building. The Property is currently uncompleted. It is expected that construction of the Property shall be completed on or before 31 December 2013.

The Property was purchased by Victory Glory at a consideration of HK\$115,316,800 pursuant to provisional sale and purchase agreement dated 10 November 2012 as announced by the Company on 10 November 2012. The market value of the Property as contained in the valuation report issued by an independent qualified professional valuer was HK\$139,000,000 as at 31 October 2013.

No net profit was attributable to the Property for the two financial years immediately preceding the Disposal as the Property is currently uncompleted. The Disposal of the Property is expected to result in a gain (before taxation) of approximately HK\$16.7 million for each of the CFSG Group and the CASH Group as calculated on the basis of the Consideration less the purchase price of HK\$115,316,800 and other related costs and expenses.

INFORMATION ON CFSG GROUP AND CASH GROUP

The current principal activities of the CFSG Group consist of provision of (a) online and traditional brokerage of securities, futures and options contracts as well as mutual funds and insurance-linked investment products, (b) principal investments of securities, futures and options, (c) margin financing and money lending services and (d) corporate finance services. For additional information, please visit www.cashon-line.com.

The current principal activities of the CASH Group consist of (a) the financial services business carried out via CFSG as aforementioned; (b) sales of furniture and household items and electrical appliances through the chain stores under the brand names of “Pricerite” in Hong Kong and “生活經艷” (translated as Sheng Huo Jing Yan) in China; (c) provision of mobile internet (to include content, operations and distribution activities) services and online game (sales of online

game auxiliary products and licensing) services; and (d) investment holding. For additional information, please visit www.cash.com.hk.

REASON FOR THE DISPOSAL AND USE OF PROCEEDS

In view of the appreciation of value of the Property and the capital gain from the Disposal, the CFSG Board and the CASH Board consider that it is in the interests of their respective companies and shareholders as a whole to dispose the Property capitalizing on favourable market conditions to realise capital gain and enhance their working capital. The proceeds from the Disposal will be for general working capital of the Group.

The CFSG Board and the CASH Board consider that the Disposal, the terms of which have been determined on an arm's length basis, are fair and reasonable and in the best interest of their respective companies and shareholders as a whole.

GENERAL

As the relevant Percentage Ratios of the Disposal for CFSG under the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for CFSG under the Listing Rules and is subject to the CFSG Shareholders' approval at the CFSG SGM accordingly.

The Vendor is currently an indirect non-wholly-owned subsidiary of CASH held through CFSG. As one or more of the relevant Percentage Ratios of the Disposal for CASH under the Listing Rules is more than 25% but less than 75%, the Disposal also constitutes a major transaction for CASH under the Listing Rules and is subject to the CASH Shareholders' approval accordingly.

A circular of CFSG containing, among other things, further details of the Disposal, other information as required under the Listing Rules and notice to convene the CFSG SGM will be despatched to the CFSG Shareholders on or before 5 December 2013.

A circular of CASH containing, among other things, further details of the Disposal, other information as required under the Listing Rules and notice to convene the CASH SGM will be despatched to the CASH Shareholders on or before 5 December 2013.

At the request of CFSG, trading in the CFSG Shares on the Stock Exchange was halted with effect from 9:59 am on 14 November 2013 pending the release of this announcement. Trading in the CFSG Shares will be resumed with effect from 1:00 pm on 14 November 2013.

At the request of CASH, trading in the CASH Shares on the Stock Exchange was halted with effect from 9:59 am on 14 November 2013 pending the release of this announcement. Trading in the CASH Shares will be resumed with effect from 1:00 pm on 14 November 2013.

DEFINITIONS

“CASH”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and which securities are listed on the main board of the Stock Exchange, and is the holding company of CFSG
“CASH Board”	the board of directors of CASH
“CASH Group”	CASH and its subsidiaries, including the CFSG Group
“CASH SGM”	a special general meeting of CASH to be convened and held for the purpose of approving the Provisional Agreements and the transaction contemplated thereunder
“CASH Shareholder(s)”	holder(s) of ordinary shares of HK\$0.10 each in the capital of CASH
“CFSG”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and which securities are listed on the main board of the Stock Exchange, and is an indirect non-wholly-owned subsidiary of CASH
“CFSG Board”	the board of directors of CFSG
“CFSG Group”	CFSG and its subsidiaries
“CFSG SGM”	a special general meeting of CFSG to be convened and held for the purpose of approving the Provisional Agreements and the transaction contemplated thereunder
“CFSG Shareholder(s)”	holder(s) of ordinary shares of HK\$0.02 each in the capital of CFSG
“Completion”	completion of the Disposal, as particularly described in the sub-section of “Completion” under the section of “Provisional Agreements” in this announcement
“Conditions”	the conditions precedent for completion of the Provisional Agreements, as particularly described in the sub-section of “Conditions precedent” under the section of “Provisional Agreements” in this announcement
“Consideration”	HK\$135,000,000 to be settled in cash

“Disposal”	the transaction contemplated under the Provisional Agreements, being the disposal of the Property by the Vendor to the Purchaser at the Consideration
“Independent Third Party(ies)”	to the best of the directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor and the ultimate beneficial owner of the Vendor are third parties independent of each of CFSG and CASH (as the case maybe) and connected persons (as defined under the Listing Rules) of each of CFSG and CASH (as the case maybe)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Percentage Ratios”	the percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules
“Property”	the whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) with a total gross area of approximately 12,060 square feet, together with four car parking spaces Nos. P19 to P22 on 1/F of the same building
“Provisional Agreements”	a provisional sale and purchase agreement and a supplemental agreement both dated 14 November 2013 entered into between the Vendor and the Purchaser in relation to the Disposal
“Purchaser”	Liaison Office Of The Central People’s Government In The Hong Kong Special Administrative Region, a representative branch of the Central Government of China in Hong Kong, and is the Independent Third Party for each of CFSG and CASH
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor” or “Victory Glory”	Victory Glory Investments Limited, a company incorporated in Hong Kong with limited liability, which is the legal and beneficial owner of the Property. It is a wholly-owned subsidiary of CFSG and an indirect non-wholly-owned subsidiary of CASH held through CFSG

Hong Kong, 14 November 2013

On behalf of the CFSG Board
Bernard Law
Executive Director & CFO

On behalf of the CASH Board
Bankee P. Kwan
Chairman & CEO

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

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Chan Chi Ming Benson
Mr Law Ping Wah Bernard
Mr Cheng Man Pan Ben
Ms Cheng Pui Lai Majone

Independent non-executive directors:

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

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

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Tsui Wing Cheong Sammy
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