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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 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 Code on Takeovers and Mergers (“Takeovers Code”).

Reference is made to the joint announcement of CFSG and CASH dated 12 January 2015 (“Previous Announcement”) in relation to the proposed acquisition (“Possible Transaction”) of approximately 44.01% interest in CFSG by Oceanwide Holdings (Hong Kong) Co., Limited (“Purchaser”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcement.

The CFSG Board and the CASH Board wish to jointly update the shareholders and potential investors of CFSG and CASH that, since the Previous Announcement, the Purchaser and/or its advisers and employees have commenced their due diligence review relating to the business, financial and legal aspects of the CFSG Group, and CASH remains in further negotiations with the Purchaser in respect of the Possible Transaction. As at the date of this joint announcement, save as disclosed in the Previous Announcement, no formal or legally binding agreement has been entered into by CFSG and/or CASH with the Purchaser in respect of the Possible Transaction. As stated in the Previous Announcement, the Sellers and the Purchaser will enter into further negotiations with a view to enter into the S&P Agreement on or before 21 February

2015 (or any later date as may be agreed by the Parties). Further announcement setting out the progress of the Possible Transaction will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Transaction is made.

**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 Possible Transaction and the possible general offer arising from the transactions referred to in this joint announcement may or may not proceed.**

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 February 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*