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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)



**OCEANWIDE HOLDINGS
INTERNATIONAL FINANCE LTD**

泛海控股國際金融
有限公司

*(incorporated in the British Virgin Islands with
limited liability)*

JOINT ANNOUNCEMENT

**IRREVOCABLE UNDERTAKINGS
RELATING TO**

**POSSIBLE MANDATORY CONDITIONAL CASH OFFERS BY HAITONG
INTERNATIONAL SECURITIES COMPANY LIMITED ON BEHALF OF OCEANWIDE
TO ACQUIRE ALL ISSUED SHARES IN THE ISSUED SHARE CAPITAL, AND
CANCEL ALL OUTSTANDING SHARE OPTIONS OF, CFSG (OTHER THAN THOSE
ALREADY OWNED OR AGREED TO BE ACQUIRED BY OCEANWIDE AND
PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the joint announcement issued by CASH Financial Services Group Limited, Celestial Asia Securities Holdings Limited and Oceanwide Holdings International Finance Ltd dated 9 March 2015 (the “**9 March Joint Announcement**”). Unless otherwise specified, capitalised terms used in this joint announcement shall have the same meanings as defined in the 9 March Joint Announcement.

IRREVOCABLE UNDERTAKINGS

On 10 March 2015, irrevocable undertakings (the “**Second Batch Irrevocable Undertakings**”) were issued by Optionholders holding an aggregate of 47,500,000 Options. Pursuant to the said irrevocable undertakings issued to the Offeror and CFSG, each Optionholder irrevocably and unconditionally undertakes to exercise his or her Options in full prior to the commencement date of the Offers (being the despatch date of the Composite Offer Document) or the lapse date of their Options (whichever is earlier) to tender their CFSG Shares upon

exercise of his or her Options for acceptance under the Share Offer within five (5) calendar days upon the commencement of the Offers (being the despatch date of the Composite Offer Document) in respect of his or her Options.

As disclosed in the 9 March Joint Announcement, on 6 and 9 March 2015, the Irrevocable Undertakings were issued by the Accepting Optionholder holding 15,000,000 Options and the Accepting Shareholders holding an aggregate of 399,631,746 CFSG Shares (the “**First Batch Irrevocable Undertakings**”).

Taking into account (i) the 414,631,746 CFSG Shares agreed to be sold to the Offeror under the First Batch Irrevocable Undertakings and (ii) the 47,500,000 CFSG Shares agreed to be sold to the Offeror under the Second Batch Irrevocable Undertakings and (iii) the 1,657,801,069 CFSG Sale Shares, the Offeror and parties acting in concert with it will own 2,119,932,815 CFSG Shares, representing approximately 51.28% of the enlarged issued share capital of CFSG as enlarged by the issue of CFSG Shares upon exercise of the 62,500,000 outstanding Options in accordance with the Accepting Optionholder Irrevocable Undertaking and the Second Batch Irrevocable Undertakings.

Further announcement(s) will be made to update the market when appropriate.

On behalf of the CFSG Board
Bernard Law
*Executive Director and
Chief Financial Officer*

On behalf of the board of directors of the
Offeror
Han Xiaosheng
Director

Hong Kong, 10 March 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 CFSG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, Oceanwide Holdings, their respective associates and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror, Oceanwide Holdings, their respective associates and parties acting in concert with any of them) 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 the Offeror comprises:-

Mr. Liu Guosheng
Mr. Han Xiaosheng
Mr. Zheng Dong

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

Mr. Han Xiaosheng
Mr. Zheng Dong
Mr. Li Yiming
Mr. Chen Xiansheng
Mr. Wang Hui
Mr. Liu Hongwei
Ms. Wang Tong
Mr. Chen Changguo
Mr. Liu Guosheng
Mr. Shi Yuehong
Mr. Huang Fangyi
Mr. Yan Fashan
Mr. Tang Guliang
Mr. Liu Yuping
Mr. Kong Aiguo

The directors of the Offeror and Oceanwide Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to CFSG, its associates and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by CFSG, its associates and parties acting in concert with any of them) 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 purposes only*