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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)

**ANNOUNCEMENT
PURSUANT TO RULE 3.8 OF THE
TAKEOVERS CODE**

This announcement is made by CASH Financial Services Group Limited (“CFSG”) pursuant to Rule 3.8 of The Code on Takeovers and Mergers (“Takeovers Code”).

Reference is made to the joint announcements of CFSG and Celestial Asia Securities Holdings Limited (“CASH”, the holding company of CFSG) dated 28 July 2014, 26 August 2014, 22 September 2014 and 22 October 2014 in relation to the Possible Transaction and the announcements of CFSG dated 10 September 2014 and 23 September 2014 pursuant to Rule 3.8 of the Takeovers Code (“Previous Announcements”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcements.

The CFSG Board announces that an aggregate of 197,000,000 share options granted under the existing share option scheme of CFSG adopted on 22 February 2008 (“Share Option Scheme”) at an exercise price of HK\$0.0930 per CFSG Share have lapsed upon expiry pursuant to the terms of the Share Option Scheme on 31 October 2014. As at the date hereof and immediately after the lapse of the share options as described above, there were 4,071,859,588 CFSG Shares in issue and 121,000,000 outstanding share options under the Share Option Scheme.

In accordance with 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 and the Purchaser) of CFSG are hereby reminded to disclose their dealings in any securities of CFSG pursuant to the requirements of the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“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.”

As the terms of the Possible Transaction are subject to further negotiation among the Sellers and the Purchaser and the entering into of the Definitive Agreement and the satisfaction (or waiver as applicable) of such conditions precedent as may be specified therein, the Possible Transaction may or may not proceed. **Shareholders and potential investors of CFSG are advised to exercise caution when dealing in the CFSG Shares.**

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

Hong Kong, 31 October 2014

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 announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*