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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)



EVER BILLION GROUP LIMITED
恆億集團有限公司
(incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

THIRD AMENDMENT AGREEMENT FOR FURTHER EXTENSION OF LONG STOP DATE REGARDING

(i) VERY SUBSTANTIAL DISPOSAL FOR CASH IN RELATION TO THE DISPOSAL OF 36.28% SHAREHOLDING IN CFSG TO EVER BILLION; AND

(ii) POSSIBLE CONDITIONAL MANDATORY CASH OFFER BY HUARONG INTERNATIONAL SECURITIES LIMITED ON BEHALF OF EVER BILLION TO ACQUIRE ALL ISSUED SHARES IN THE ISSUED SHARE CAPITAL OF CFSG (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY EVER BILLION AND PARTIES ACTING IN CONCERT WITH IT)

Financial adviser to CFSG

時富金融 CFSG
Celestial Capital Limited

Joint financial advisers to Ever Billion

華融國際融資有限公司
HUARONG INTERNATIONAL CAPITAL LIMITED

Huarong International Capital Limited

國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Capital Limited

光大證券
EBS INTERNATIONAL
China Everbright Capital Limited

China Everbright Capital Limited

中信建投國際
China Securities International

China Securities (International) Corporate Finance Company Limited

References are made to the joint announcements of Celestial Asia Securities Holdings Limited (“**CASH**”), CASH Financial Services Group Limited (“**CFSG**”) and Ever Billion Group Limited (“**Offeror**”) dated 14 September 2016, 23 September 2016, 30 December 2016 and 16 January 2017 (“**Previous Joint Announcements**”), the announcement of CASH dated 28 October 2016 relating to poll results of the special general meeting of CASH held on 28 October 2016 approving the very substantial disposal of CASH and the joint announcement of CASH and CFSG dated 9 November 2016 in relation to the updates of the transactions. Unless the context requires otherwise, terms defined in the Previous Joint Announcements have the same meanings when used in this joint announcement.

Entering into of the Third Amendment Agreement for further extension of the Long Stop Date

Pursuant to the terms of the Sale and Purchase Agreement and the Second Amendment Agreement, the S&P Completion is to take place on the fifth (5th) Business Day following the day on which the Conditions are fulfilled, or such other date as the Parties may agree in writing, and in any event, not later than the New Long Stop Date (i.e. 31 January 2017 (or such other date as may be agreed by the Parties in writing)).

As at the date of this joint announcement, the Condition (a) described in the Previous Joint Announcements relating to the approval of the SFC allowing the Offeror and/or its shareholder(s) to be substantial shareholders of CFSG and its licensed subsidiaries is still in process. Save for the Condition (a) and the Conditions which are to be satisfied on the S&P Completion Date, all of the Conditions have been satisfied.

As more time is required for the fulfillment of the Condition (a) above, CIGL, CASH and the Offeror entered into a third amendment agreement to the Sale and Purchase Agreement dated 23 January 2017 (“**Third Amendment Agreement**”) to further extend the New Long Stop Date from 31 January 2017 to 28 February 2017 (or such other date as may be agreed by the Parties in writing) (“**Revised Long Stop Date**”).

Save for the aforesaid changes to the Sale and Purchase Agreement, there are no material changes in other terms of the Sale and Purchase Agreement.

REASON FOR THE THIRD AMENDMENT AGREEMENT

As more time is required for the application to obtain approval of the SFC in respect of the Condition (a), the further extension of the Long Stop Date will facilitate the completion of the Disposal. The terms of the Third Amendment Agreement are arrived at by the Parties after arm’s length negotiation and on normal commercial terms. The CASH Board considers that the terms of the Third Amendment Agreement are fair and reasonable and in the best interest of CASH Shareholders as a whole.

Further announcement(s) in relation to the S&P Completion will be made as and when appropriate.

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*

On behalf of the board of
directors of the Offeror
GAO Gunter
Director

Hong Kong, 23 January 2017

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

Executive directors:

Mr. Kwan Pak Hoo Bankee, JP
Mr. Law Ping Wah Bernard
Ms. Cheng Pui Lai Majone
Mr. Lam Man Michael

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 relating to the CFSG Group and their associates and parties acting in concert with any of them (other than that relating to the Offeror, Sunbase 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, Sunbase 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 CASH Board comprises:-

Executive directors:

Mr. Kwan Pak Hoo Bankee, JP
Mr. Law Ping Wah Bernard
Mr. Law Ka Kin Eugene
Mr. Ng Hin Sing Derek
Ms. Kwok Lai Ling Elaine

Independent non-executive directors:

Mr. Leung Ka Kui Johnny
Mr. Wong Chuk Yan
Dr. Chan Hak Sin

The CASH 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, Sunbase 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, Sunbase 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 sole director of the Offeror is:-

Mr. GAO Gunter, JP

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

Mr. GAO Gunter, JP
Ms. YANG Linda
Mr. YU Bun
Ms. LIU Jun

The directors of the Offeror and Sunbase Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the CFSG Group, the CASH Group, 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 CFSG Group, the CASH Group, 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.

** For identification purposes only*