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

Reference is made to the joint announcement issued by CFSG, Celestial Asia Securities Holdings Limited and Oceanwide Holdings International Finance Ltd (“Oceanwide”) dated 9 March 2015 in relation to the 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) (the “**Announcement**”) and the announcement of CFSG dated 5 March 2015 pursuant to Rule 3.8 of Takeovers Code. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The CFSG Board announces that 24,500,000 share options and 38,000,000 share options granted under the existing share option scheme of CFSG at the respective exercise price of HK\$0.097 per share and HK\$0.091 per share were exercised on 11 March 2015, and a total of 62,500,000 new CFSG Shares were issued on 11 March 2015. As at the date hereof, there were 4,134,359,588 CFSG Shares in issue and no share option was outstanding under the existing share option scheme of CFSG.

In accordance with Rule 3.8 of the Takeovers Code, associates of CFSG are reminded to disclose their dealings in any securities of CFSG pursuant to 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.”

The making of the Offers is subject to the S&P Completion which in turn is subject to the conditions precedent under the Sale and Purchase Agreement and therefore is a possibility only and it may or may not proceed. CFSG Shareholders and potential investors 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, 11 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 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 enquiries, 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*