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**CASH FINANCIAL SERVICES  
GROUP LIMITED (“CFSG”)**

*(incorporated in Bermuda with limited  
liability)*

**(Stock code: 510)**



**CELESTIAL ASIA SECURITIES  
HOLDINGS LIMITED (“CASH”)**

*(incorporated in Bermuda with limited  
liability)*

**(Stock code: 1049)**

**SUPPLEMENTAL ANNOUNCEMENT**

**AND REVISED TIMETABLE**

**RELATING TO**

**PROPOSED DISTRIBUTION IN SPECIE BY  
CFSG OF SHARES IN THE PRIVATECO**

**MAJOR ACQUISITION**

**POSSIBLE VOLUNTARY CONDITIONAL  
CASH OFFER BY  
CELESTIAL CAPITAL LIMITED ON  
BEHALF OF CIGL FOR ALL THE  
PRIVATECO SHARES (INCLUDING SUCH  
PRIVATECO SHARES TO BE HELD BY CIGL  
CONCERT PARTY GROUP (OTHER THAN  
CIGL))**

**CFSG**

The CFSG Board refers to the Joint Announcement and the CFSG Circular in relation to, inter alia, the Distribution In Specie and the Privateco Offer. The CFSG Board wishes to provide supplemental information to the CFSG Shareholders relating to the continuous provision of the Financial Guarantees by CFSG in respect of the existing banking facilities granted to the Privateco Group upon the Distribution Completion during the Transitional Period and to provide the revised timetable for the Distribution In Specie and the Privateco Offer.

The CFSG Board would like to draw the attention of the CFSG Shareholders that the dates of the CFSG SGM, the closure of register of members and the Record Date have been changed. Details of the other changes to the Original Timetable are set out under the heading “Revised timetable for the Distribution In Specie and the Privateco Offer” in this joint announcement. The proxy form accompanying with the CFSG Circular sent to the CFSG Shareholders on 31 May 2013 will continue to be used and treated as valid proxy form for the CFSG SGM.

## **CASH**

The CASH Board refers to the Joint Announcement and the CASH Circular in relation to, inter alia, the Major Acquisition relating to the Privateco Offer. The CASH Board wishes to provide the revised timetable for the CASH Shareholders relating to the Distribution In Specie and the Privateco Offer.

## **CFSG**

### **INTRODUCTION**

The CFSG Board refers to the Joint Announcement and the CFSG Circular in relation to, inter alia, the Distribution In Specie and the Privateco Offer. The CFSG Board wishes to provide supplemental information to the CFSG Shareholders relating to the continuous provision of the Financial Guarantees by CFSG in respect of the existing banking facilities granted to the Privateco Group upon the Distribution Completion during the Transitional Period and to provide the revised timetable for the Distribution In Specie and the Privateco Offer.

### **IMPLICATION UNDER THE LISTING RULES**

Upon the Distribution Completion, the Privateco will cease to be a subsidiary of CFSG and will continue to remain as a subsidiary of CASH held under CIGL directly. CFSG is currently providing the Financial Guarantees relating to the existing banking facilities granted to the Privateco Group, and the Financial Guarantees will be released and new financial guarantees will be provided by CASH subsequent to the Distribution Completion. Upon the recent discussion with the various banks, it will take the Transitional Period to complete the change of the Financial Guarantees. Upon the Distribution Completion, CASH will remain as a connected person of CFSG and the Privateco will become a connected person of CFSG (as defined under the Listing Rules) by virtue of Rule 14A.11(4) of the Listing Rules. The continuous provision of the Financial Guarantees relating to the existing banking facilities granted to the Privateco Group by CFSG during the Transitional Period will constitute a non-exempt continuing connected transaction of CFSG upon the Distribution Completion under the Listing Rules.

Upon the Distribution Completion, CFSG will issue another announcement to comply with the reporting and announcement requirements to disclose the details of the continuing connected transaction in respect of the provision of the Financial Guarantees pursuant to rule 14A.41 of the Listing Rules.

## THE FINANCIAL GUARANTEES

Details of the terms of the Financial Guarantees are listed below:-

Amount of financial guarantees and terms:	<p>The maximum amount of the Financial Guarantees relating to the existing banking facilities granted to the Privateco Group provided by CFSG is not exceeding HK\$267 million as at the date of this joint announcement.</p> <p>Upon the Distribution Completion, CFSG will continuously provide the Financial Guarantees (as might be necessary as per request of various banks) not exceeding HK\$267 million per annum, for the purpose of assisting the Privateco Group to maintain the banking facilities from various banks for the financial year ending 31 December 2013 during the Transitional Period before provision of new financial guarantees by CASH for the purpose of replacing the Financial Guarantees provided by CFSG becoming effective.</p>
Basis for determination of the Financial Guarantees:	<p>The amount of the Financial Guarantees provided by CFSG is determined with reference to the Financial Guarantees provided by CFSG relating to the existing banking facilities granted to the Privateco Group of not exceeding HK\$267 million per annum.</p>
Duration and terms :	<p>The Transitional Period from the Distribution Completion up to 31 December 2013.</p> <p>The provision of the Financial Guarantees by CFSG to the Privateco Group will be terminated at any time during the Transitional Period upon completion of the change of the provision of the Financial Guarantees from CFSG to CASH.</p>

The maximum amount of banking facilities granted by the banks to the Privateco Group as at 31 December 2012 did not exceed approximately HK\$261.5 million. The outstanding balances of the banking facilities utilised by the Privateco Group as at 31 December 2012 was approximately HK\$131.8 million.

As the Privateco Group intends to continue utilising such banking facilities in order to carry on its business operation, it has been requested by the banks to have CFSG continuously provide the Financial Guarantees during the Transitional Period for smooth completion of the change of guarantor from CFSG to CASH after the Distribution Completion. In addition, the Financial Guarantees being provided is on normal commercial terms. In view of the above, the CFSG Board considers that the continuous provision of the Financial Guarantees upon the Distribution Completion during the Transitional Period is in the interest of CFSG and the CFSG Shareholders as a whole.

## CFSG AND CASH

### REVISED TIMETABLE FOR THE DISTRIBUTION IN SPECIE AND THE PRIVATECO OFFER

Reference is made to the Original Timetable as set out in the Joint Announcement, the CFSG Circular and the CASH Circular relating to the Distribution In Specie and the Privateco Offer.

In view of the disclosure of supplemental information with regard to the Distribution In Specie in this joint announcement for the CFSG Shareholders to consider the resolution(s) in respect of the Distribution In Specie at the CFSG SGM, the CFSG SGM will be changed from Tuesday, 18 June 2013 to Friday, 21 June 2013. As a result, there arise some consequential changes to the Original Timetable.

The CFSG Board and the CASH Board would like to provide the revised timetable for the Distribution In Specie and the Privateco Offer to the CFSG Shareholders and the CASH Shareholders respectively. The revised timetable (with the amended dates being bold and highlighted for easy reference) for the Distribution In Specie and the Privateco Offer is set out below:

#### 2013

Latest time for lodging forms of proxy for the CASH SGM	10:00 am on Sunday, 16 June
The CASH SGM	10:00 am on Tuesday, 18 June
Latest time for lodging forms of proxy for the CFSG SGM	9:30 am on <b>Wednesday, 19 June</b>
The CFSG SGM	9:30 am on <b>Friday, 21 June</b>
Last day of dealing in the CFSG Shares on a cum entitlement basis to the Distribution In Specie	<b>Monday, 24 June</b>
First day of dealing in the CFSG Shares on an ex-entitlement basis to the Distribution In Specie	<b>Tuesday, 25 June</b>
Latest time for lodging transfers of the CFSG Shares for entitlements to the Distribution In Specie	4:00 pm on <b>Wednesday, 26 June</b>
Closure of register of members of CFSG	<b>Thursday, 27 June</b>
Record Date for determination of entitlements to the Distribution In Specie	<b>Thursday, 27 June</b>
Register of members of CFSG re-opens	<b>Friday, 28 June</b>
Distribution Completion	On or before <b>Friday, 28 June</b>
Despatch of the Privateco Offer Document	Friday, 28 June
The Privateco Offer open	Friday, 28 June
Latest time and date for acceptance of the Privateco Offer	4:00 pm on Friday, 19 July
Closing day of the Privateco Offer	Friday, 19 July
Announcement of the results of the Privateco Offer	Friday, 19 July
Latest date of posting the cheques in respect of valid acceptance received under Privateco Shares or the share certificates for Privateco Shares	On or before Friday, 26 July

*Further announcement will be made if there are any further changes to the above timetable. All time references in this joint announcement refer to Hong Kong time.*

## **GENERAL**

The CFSG Board would like to draw the attention of the CFSG Shareholders that the dates of the CFSG SGM, the closure of register of members and the Record Date have been changed. Details of the other changes to the Original Timetable are set out under the heading “Revised timetable for the Distribution In Specie and the Privateco Offer” in this joint announcement.

### **The CFSG SGM and the proxy form**

The date of the CFSG SGM has been changed from Tuesday, 18 June 2013 to Friday, 21 June 2013. The proxy form accompanying with the CFSG Circular sent to the CFSG Shareholders on 31 May 2013 will continue to be used and treated as valid proxy form for the CFSG SGM.

### **Closure of register of members of CFSG and registration procedures**

The register of members of CFSG will be closed on Thursday, 27 June 2013 for the purpose of determining the entitlements of the CFSG Shareholders to Privateco Shares under the Distribution In Specie. No transfer of the CFSG Shares may be registered during the book closure period.

In order to qualify for the Distribution In Specie, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch registrars of CFSG by not later than 4:00 pm on Wednesday, 26 June 2013.

## **DEFINITION**

In this joint announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Acquisition”	the possible acquisition of a maximum of 2,220,058,519 Privateco Shares (representing approximately 57.25% of the equity interest in the Privateco) by CIGL under the Privateco Offer
“acting in concert”	having the meaning defined in the Takeovers Code
“CASH”	Celestial Asia Securities Holdings Limited (Stock code: 1049) , a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange. It is the holding company of CFSG
“CASH Board”	the board of directors of CASH
“CASH Circular”	the circular dated 31 May 2013 issued by CASH in relation to the Privateco Offer
“CASH Directors”	the directors of CASH
“CASH SGM”	the special general meeting of CASH to be held on 18 June 2013 to consider and, if thought fit, approve the relevant resolution(s) in respect of the Privateco Offer (which also constitutes the Major Acquisition) and the transactions contemplated thereunder

“CASH Shareholder(s)”	the holder(s) of the CASH Shares
“Celestial Capital”	Celestial Capital Limited, a company incorporated with limited liability in Hong Kong, and is a wholly-owned subsidiary of CFSG and an indirect non-wholly-owned subsidiary of CASH held through CFSG. It is a licensed corporation under the SFO which is engaged in types 1 (dealing in securities) and 6 (advising on corporate finance) regulated activities, and the financial adviser to CIGL
“CFSG”	CASH Financial Services Group Limited (Stock code: 510), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange. It is currently beneficially owned as to 42.75% equity interests by CIGL and accounted as a non-wholly-owned subsidiary of CASH
“CFSG Board”	the board of directors of CFSG
“CFSG Circular”	the circular dated 31 May 2013 issued by CFSG in relation to the Distribution In Specie
“CFSG Directors”	the directors of CFSG
“CFSG Qualifying Shareholder(s)”	the CFSG Shareholder(s), who are qualified for the Distribution In Specie, whose names appeared on the register of members of CFSG at the close of business on the Record Date
“CFSG SGM”	the special general meeting of CFSG to be held on 21 June 2013 to consider and, if thought fit, approve the resolution(s) in respect of the Distribution In Specie and the transactions contemplated thereunder
“CFSG Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of CFSG
“CFSG Shareholder(s)”	the holder(s) of the CFSG Shares
“CIGL” or “Offeror”	Celestial Investment Group Limited, a company incorporated with limited liability in the British Virgin Islands, and is a wholly-owned subsidiary of CASH
“CIGL Concert Party Group”	CIGL and parties acting in concert with it for purposes of the Takeovers Code, including CASH, the CASH Directors and Cash Guardian Limited (a company ultimately wholly-owned by Mr Kwan Pak Hoo Bankee)
“Distribution Completion”	completion of the Distribution In Specie
“Distribution In Specie”	the distribution in specie of Privateco Shares by CFSG to CFSG Qualifying Shareholders on the Record Date

“Financial Guarantees”	the financial guarantees provided by CFSG pursuant to guarantee agreements previously entered into by CFSG, pursuant to which CFSG has agreed to provide financial guarantees to the banks in respect of the existing banking facilities granted to the Privateco Group for a total amount of not exceeding HK\$267 million per annum
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Joint Announcement”	the joint announcement made by CFSG and CASH on 15 May 2013 in relation to, inter alia, the Distribution In Specie and the Privateco Offer
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Major Acquisition”	the proposed Acquisition under the Privateco Offer which constitutes a major transaction under the Listing Rules
“Original Timetable”	the original timetable relating to the Distribution In Specie and the Privateco Offer as set out in the Joint Announcement, the CFSG Circular and the CASH Circular
“Privateco”	CASH Retail Management (HK) Limited, a company incorporated in British Virgin Islands with limited liability, is the holding company for retail management businesses of the CFSG Group. It is currently a wholly-owned subsidiary of CFSG, and accounted as a non-wholly-owned subsidiary of CASH held through CFSG
“Privateco Group”	the Privateco and its subsidiaries
“Privateco Shares”	shares of the Privateco
“Privateco Offer”	the voluntary conditional cash offer to be made by Celestial Capital on behalf of CIGL to acquire all Privateco Shares (including such Privateco Shares to be held by the CIGL Concert Party Group (other than CIGL))
“Privateco Offer Document”	the offer and response document (in either composite or separate form) and the form of acceptance and transfer to be despatched to the CFSG Qualifying Shareholders pursuant to the Privateco Offer
“Record Date”	the record date for the purpose of ascertaining the entitlements of the CFSG Shareholders to the Distribution In Specie, being amended to 27 June 2013, as set out in the “Revised timetable for the Distribution In Specie and the Privateco Offer” in this joint announcement
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transitional Period”	the transitional period from the Distribution Completion up to 31 December 2013 for the completion of change of the provision of the Financial Guarantees to the Privateco Group from CFSG to CASH

Hong Kong, 5 June 2013

On behalf of the CFSG Board  
**Benson Chan**  
*Executive Director & CEO*

On behalf of the CASH Board  
**Bernard Law**  
*Executive Director & CFO*

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

*Executive directors:*

Mr Kwan Pak Hoo Bankee  
Mr Chan Yau Ching Bob  
Mr Law Ping Wah Bernard  
Mr Ng Kung Chit Raymond

*Independent non-executive directors:*

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

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

*Executive directors:*

Mr Kwan Pak Hoo Bankee  
Mr Chan Chi Ming Benson  
Mr Law Ping Wah Bernard  
Mr Cheng Man Pan Ben  
Ms Cheng Pui Lai Majone

*Independent non-executive directors:*

Mr Cheng Shu Shing Raymond  
Mr Lo Kwok Hung John  
Mr Lo Ming Chi Charles