

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of CFSG or CASH.



**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)*

**CELESTIAL
INVESTMENT
GROUP
LIMITED**

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

JOINT ANNOUNCEMENT

POLL RESULTS OF THE SPECIAL GENERAL MEETING OF CELESTIAL ASIA SECURITIES HOLDINGS LIMITED HELD ON 14 MAY 2021

AND

FULFILLMENT OF THE S&P CONDITION IN RELATION TO THE ACQUISITIONS AND MAKING OF THE OFFERS

References are made to (i) the joint announcement of CASH Financial Services Group Limited (“CFSG”), Celestial Asia Securities Holdings Limited (“CASH”) and Celestial Investment Group Limited (“Offeror”) dated 31 December 2020 in relation to, inter alia, the Offers (“Initial Announcement”); (ii) the circular of CASH dated 23 April 2021 regarding the possible very substantial acquisition in relation to the acquisition of shares in CFSG (“CASH Circular”); and (iii) the notice of the special general meeting of CASH (“CASH SGM”) dated 23 April 2021 (“CASH SGM Notice”) (collectively, “Previous Documents”). Unless the context requires otherwise, terms defined in the Previous Documents have the same meanings when used in this joint announcement.

POLL RESULTS OF THE CASH SGM

The board of directors of CASH (“CASH Board”) is pleased to announce that the proposed ordinary resolution as set out in the CASH SGM Notice (“Resolution”) was duly passed at the CASH SGM held on 14 May 2021 by the independent shareholders of CASH by way of poll. Details of the poll results are set out below:

	Number of CASH Shares voted (Approximate %)	
	For	Against
Ordinary resolution		
To approve the Acquisitions and making of the Offers and the transactions contemplated thereunder (in the terms as set out in the Resolution).	13,691,161 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution at the CASH SGM.		

Note: Please refer to the CASH SGM Notice for the full text of the Resolution.

As at the date of the CASH SGM, the total number of issued shares of CASH was 80,720,181 shares. As set out in the CASH Circular, Dr Kwan (together with Cash Guardian, being a 100% controlled corporation of Dr Kwan), Mr Leung Siu Pong James and Mr Law Ping Wah Bernard were required to abstain from voting on the Resolution at the CASH SGM. As at the date of the CASH SGM, (a) Dr Kwan together with Cash Guardian held 40,197,599 CASH Shares (representing approximately 49.79% of the total issued share capital of CASH); (b) Mr Leung Siu Pong James held 37,642 CASH Shares (representing approximately 0.05% of the total issued share capital of CASH); and (c) Mr Law Ping Wah Bernard held 2,501,166 CASH Shares (representing approximately 3.10% of the total issued share capital of CASH). As Dr Kwan together with Cash Guardian, Mr Leung Siu Pong James and Mr Law Ping Wah Bernard, holding an aggregate of 42,736,407 CASH Shares (representing approximately 52.94% of the total issued share capital of CASH as at the date of the CASH SGM), were regarded as having material interests in the Acquisitions, each of Dr Kwan, Cash Guardian, Mr Leung Siu Pong James and Mr Law Ping Wah Bernard had abstained from voting on the Resolution at the CASH SGM. Accordingly, the total number of CASH Shares held by the independent shareholders of CASH who were entitled to attend and vote for or against the Resolution would be 37,983,774 CASH Shares (representing approximately 47.06% of the total issued share capital of CASH).

Save as disclosed above, there were no CASH Shares entitling the CASH Shareholders to attend and abstain from voting in favour of the Resolution at the CASH SGM as set out in Rule 13.40 of the Listing Rules. None of the CASH Shareholders has stated their intention in the CASH Circular to vote against or to abstain from voting on the Resolution of the CASH SGM.

Tricor Standard Limited, the branch share registrar and transfer office of CASH in Hong Kong, was appointed as scrutineer for the vote-taking at the CASH SGM.

FULFILLMENT OF THE S&P CONDITION

As disclosed in the Initial Announcement and the CASH Circular, the S&P Completion is conditional upon CASH having obtained approvals from its shareholders or independent shareholders at the CASH SGM for approving the Acquisitions and the making of the Offers on or before the Long Stop Date, being 30 September 2021 (or such later date as the Vendors and the Offeror may agree in writing).

As at the date of this joint announcement, CASH has obtained approvals from its shareholders or independent shareholders for approving the Acquisitions and the making of the Offers and accordingly, the S&P Condition has been fulfilled. The S&P Completion is expected to take place on the seventh (7th) Business Day following the day on which the S&P Condition has been fulfilled (being 26 May 2021). It is currently expected that the Composite Document will be despatched within seven (7) days after the date of S&P Completion (being 2 June 2021).

Further announcement(s) will be made by CFSG, CASH and/or the Offeror in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Offers and the despatch of the Composite Document as and when appropriate.

The Offers will only be made if S&P Completion takes place. Accordingly, the Offers may or may not be made. Shareholders, optionholders and potential investors of CFSG and CASH are advised to exercise caution when dealing in the relevant securities of CFSG and/or CASH. If any shareholders, optionholders or potential investors of CFSG and/or CASH are in any doubt about their position, they should consult their own professional advisers.

On behalf of the CFSG Board

Lewis Li

*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

Bankee P. Kwan

Director and Chairman

Hong Kong, 14 May 2021

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

Executive directors:

Dr Kwan Pak Hoo Bankee, JP
Mr Li Shing Wai Lewis
Mr Kwan Teng Hin Jeffrey
Mr Kwok Ka Lok Lionel
Mr Ng Hin Sing Derek

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 to the extent it relates to the CFSG Group 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 CASH Directors and directors of the Offeror) 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:

Dr Kwan Pak Hoo Bankee, JP
Mr Li Shing Wai Lewis
Mr Leung Siu Pong James
Mr Kwan Teng Hin Jeffrey

Independent non-executive directors:

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

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

Dr Kwan Pak Hoo Bankee, JP
Mr Li Shing Wai Lewis
Mr Leung Siu Pong James
Mr Kwan Teng Hin Jeffrey

The CASH Directors and the directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the CFSG Group) 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 Directors) 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*