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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

### FURTHER DELAY IN DESPATCH OF THE COMPOSITE OFFER DOCUMENT 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



**Huarong International Capital Limited**



**Guotai Junan Capital Limited**



**China Everbright Capital Limited**



**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 (“**First Joint Announcement**”), 23 September 2016 (“**Second Joint Announcement**”), 30 December 2016 (“**Third Joint Announcement**”) and 23 January 2017 (“**Fourth Joint Announcement**”, together with the First Joint Announcement, the Second Joint Announcement and the Third Joint Announcement, the “**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, the joint announcement of CASH and CFSG dated 9 November 2016 in relation to the updates of the transactions, and the joint announcement of CASH, CFSG and the Offeror dated 16 January 2017 (“**Rule 8.2 Announcement**”) in relation to the delay in despatch of the Composite Offer Document. Unless the context requires otherwise, terms defined in the Previous Joint Announcements and the Rule 8.2 Announcement have the same meanings when used in this joint announcement.

### **Further delay in despatch of the Composite Offer Document**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Offer Document is required to be despatched to the CFSG Shareholders within twenty-one (21) days after the date of the First Joint Announcement, or such later date as the Executive may approve. Note 2 to Rule 8.2 of the Takeovers Code provides that the Executive’s consent is required if the making of an offer is subject to the prior fulfillment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. Based on the previous applications made to the Executive and as disclosed in the Rule 8.2 Announcement, the Executive has granted its consent to extend the latest time for the despatch of the Composite Offer Document to a date falling within seven (7) days of the S&P Completion Date or 14 February 2017, whichever is earlier.

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 application to obtain approval of the SFC in respect of the Condition (a), the Composite Offer Document cannot be despatched to the CFSG Shareholders by 14 February 2017. Accordingly, a further application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent and the Executive has indicated that it is minded to grant its consent to extend the latest time for the despatch of the Composite Offer Document to a date falling within seven (7) days of the S&P Completion Date or 14 March 2017, whichever is earlier.

Further announcement(s) 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, 14 February 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*