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CASH FINANCIAL SERVICES GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 510)

**CONTINUING CONNECTED TRANSACTION
- PROVISION OF BROKERAGE SERVICES**

The Confident Profits Group has been using the Brokerage Services of Celestial Securities and/or Celestial Commodities (being wholly-owned subsidiaries of the Company) for investment and trading of securities and futures and options contracts in its ordinary and usual course of business. The Confident Profits Group was a subsidiary of the Company prior to its transfer to CASH Group on 30 June 2015. The Confident Profits Group has become a subsidiary of CASH held under CIGL (a wholly-owned subsidiary of CASH), being the substantial shareholder of the Company directly since 30 June 2015, and is a connected person of the Company (as defined under the Listing Rules) by virtue of Rule 14A.07(4) of the Listing Rules.

The continuous provision of the Brokerage Services by the Group to the Confident Profits Group since 30 June 2015 constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Brokerage Fees received by the Group from the Confident Profits Group on an annual basis exceeds 5% but less than 25% and the total amount is less than HK\$10,000,000, the transaction constitutes a non-exempt continuing connected transaction of the Company under Rule 14A.76(2) of the Listing Rules and is subject to announcement and reporting requirements but exempt from circular and shareholders' approval requirements.

Details of the terms of the provision of the Brokerage Services are listed below:-

THE PROVISION OF THE BROKERAGE SERVICES

- Parties:
- (1) Celestial Securities and/or Celestial Commodities (being the wholly-owned subsidiaries of the Company) as service providers.
 - (2) Certain members of the Confident Profits Group (being subsidiaries of CASH) as customers.

As the Confident Profits Group is a subsidiary of CASH held under CIGL (being the substantial shareholder of the Company) directly, the Confident Profits Group is an associate of CASH and a connected person of the Company by virtue of Rule 14A.07(4) of the Listing Rules.

Services provided: Celestial Securities and/or Celestial Commodities will continue to provide the Brokerage Services, being brokerage services for trading of securities, futures and options contracts in Hong Kong and/or any other overseas exchanges, to certain members of the Confident Profits Group from time to time.

The Brokerage Fees: The Brokerage Fees currently charged are calculated at (i) flat brokerage commission rate as agreed from time to time, which is currently not more than HK\$1,200,000 per month for securities trading in Hong Kong and any other overseas exchanges; and (ii) a commission of not more than HK\$100 per lot per side for trading of futures/options on the Futures Exchange and a commission of not more than US\$25 per lot per side for trading of SGX, CME products and other overseas exchanges, subject to any other special circumstances such as arm's length negotiated trading volume discounts.

The Brokerage Fees are determined based on arm's length negotiation between the Group and the Confident Profits Group based on the trading volume of the Brokerage Services, the prevailing commission and fees charged by other independent brokers and securities companies for similar brokerage services and the fees charged by the Group on independent clients for the same brokerage services.

The Brokerage Services provided to the Confident Profits Group are on normal commercial terms and at commercial rates, which will not be more favorable than those available to independent third party clients of the Group.

The Brokerage Fees is payable when the transaction is concluded.

The Brokerage Fees amounted to approximately HK\$3,076,000 for the period from 30 June 2015 to 14 September 2015, being the date preceding the date of this announcement.

Reasons for and benefits of the transaction

The Brokerage Services are conducted in the ordinary and usual course of business of the Group. The Confident Profits Group intends to continue utilizing the Brokerage Services in order to carry on its algorithmic trading business. The Board (including all the independent non-executive Directors) considers that the continuous provision of the Brokerage Services will enable the Group to continue capturing the securities and futures and options trading activities of the Confident Profits Group and to earn commission and brokerage fees. The Board (including all the independent non-executive Directors) considers that (i) the Brokerage Services are being provided on normal commercial terms and in the ordinary course of business which will not be more favorable than those available to the independent third party clients; (ii) the terms of the Brokerage Services are fair and reasonable; and (iii) the continuous provision of the Brokerage Services is in the interest of the Company and the shareholders as a whole. No Director has a material interest in the transaction.

INFORMATION ON THE GROUP AND THE CONFIDENT PROFITS GROUP

The current principal activities of the Group consist of brokerage and financial services business including (a) online and traditional brokerage of securities, margin financing and mutual funds investment products mainly conducted through Celestial Securities as well as futures and options trading conducted through Celestial Commodities, and (b) provision of corporate finance, financial advisory, insurance-linked investment products and asset management services mainly conducted through other members of the Group. For additional information, please visit www.cashon-line.com.

Confident Profits Limited (the holding company of the Confident Profits Group) is an investment holding company, which is holding the Algo Group and the CFSG (China) Group. The principal activities of the Algo Group are algorithmic trading business including algorithmic trading and alternative trading, and the principal activity of the CFSG (China) Group is holding the China's operation of the Group, which subsidiaries are mainly engaged in provision of consulting services in the PRC and investment holding.

The Confident Profits Group has become a subsidiary of CASH held under CIGL (a wholly-owned subsidiary of CASH), being the substantial shareholder of the Company, directly since 30 June 2015, and is a connected person of the Company (as defined under the Listing Rules) by virtue of Rule 14A.07(4) of the Listing Rules.

The current principal activities of the CASH Group consist of (a) the financial services business carried out via the Group as aforementioned; (b) algorithmic trading business including algorithmic trading and alternative trading; (c) retail management business including sales of furniture and household items and electrical appliances through the chain stores under the brand names of "Pricerite" in Hong Kong and "生活經艷" (translated as Sheng Huo Jing Yan) in the PRC; (d) mobile internet services business including provision of mobile internet (to include content, operations and distribution activities) services and online game (sales of online game auxiliary products and licensing) services; and (e) investment holding. For additional information, please visit www.cash.com.hk.

GENERAL

The continuous provision of the Brokerage Services by the Group to the Confident Profits Group since 30 June 2015 constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Brokerage Fees received by the Group from the Confident Profits Group on an annual basis exceeds 5% but less than 25% and the total amount is less than HK\$10,000,000, the transaction constitutes a non-exempt continuing connected transaction of the Company under Rule 14A.76(2) of the Listing Rules and is subject to announcement and reporting requirements but exempt from circular and shareholders' approval requirements.

The Company will issue any further announcements in the event that the amount of the Brokerage Fees on an annual basis exceeds HK\$10,000,000, which shall be subject to circular and shareholders' approval requirements under the Listing Rules.

DEFINITIONS

"Algo Group"	CASH Algo Finance Group Limited and its subsidiaries from time to time, which are principally engaged in algorithmic trading and alternative trading business
"associate"	has the same meaning ascribed in the Listing Rules
"Board"	the board of directors of the Company
"Brokerage Fees"	the commission and brokerage fees received by Celestial Securities and/or Celestial Commodities in respect of the provision of the Brokerage Services to certain members of the Confident Profits Group
"Brokerage Services"	the brokerage services for trading of securities, futures and options contracts in Hong Kong and/or any other overseas exchanges, as more particularly set out in the sub-heading of "Services provided" under the heading of "The provision of the Brokerage Services"

“CASH”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange, and is the holding company and the substantial shareholder of the Company
“CASH Group”	CASH and its subsidiaries, including the Group
“Celestial Commodities”	Celestial Commodities Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company, and a subsidiary of CASH held through the Company. It is a licensed corporation under the SFO to carry out type 2 (dealing in futures contracts) regulated activity
“Celestial Securities”	Celestial Securities Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company, and a subsidiary of CASH held through the Company. It is a licensed corporation under the SFO to carry out type 1 (dealing in securities) regulated activity
“CFSG (China) Group”	CFSG (China) Limited and its subsidiaries, which is mainly holding the China’s operation of the Group
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of CASH. It is a substantial shareholder of the Company
“Company”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange, and is a subsidiary of CASH
“Confident Profits Group”	Confident Profits Limited and its subsidiaries (comprising the Algo Group and the CFSG (China) Group), which are subsidiaries of CASH held under CIGL directly
“Directors”	the directors of the Company
“Futures Exchange”	The Hong Kong Futures Exchange Limited
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“US”	United States of America
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

On behalf of the Board
Bankee P Kwan
Executive Director and Chairman

Hong Kong, 15 September 2015

As at the date hereof, the Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee, JP
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