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**CASH FINANCIAL SERVICES GROUP LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 510)**

**Major Transaction**  
**Acquisitions of properties in Hong Kong**

On 10 November 2012, the Purchasers, wholly-owned subsidiaries of the Company, and the Vendor entered into the Provisional Agreements by which the Purchasers have agreed to purchase and the Vendor has agreed to sell the Properties at the total consideration of HK\$230,141,760 to be settled in cash.

As the relevant Percentage Ratios for the Acquisitions under the Listing Rules is more than 25% but less than 100%, the Acquisitions constitute a major transaction for the Company under the Listing Rules and are subject to the Shareholders' approval accordingly.

The Company has obtained written approval for the Acquisitions in accordance with Rule 14.44 of the Listing Rules from the Closely Allied Shareholders (who are beneficially interested in an aggregate of 2,040,292,229 Shares, representing approximately 52.60% of the entire issued capital of the Company as at the date of this announcement). On the basis that (i) no Shareholder is required to abstain from voting if the Company were to convene a special general meeting for the approval of the Acquisitions; and (ii) the written approval of the Closely Allied Shareholders for the Acquisitions as abovementioned has been obtained, no special general meeting will be convened for the purpose of approving the Acquisitions as permitted under Rule 14.44 of the Listing Rules.

Since the Company will require more than 15 business days after publication of this announcement for compiling relevant financial information for inclusion in the circular, a circular of the Company containing, among other things, details of the Acquisitions and the relevant financial information will be despatched to the Shareholders on or before 17 December 2012.

## **INTRODUCTION**

The Purchasers and the Vendor entered into the Provisional Agreements under which the Purchasers shall acquire from the Vendor the Properties at the Consideration.

## THE FIRST PROVISIONAL AGREEMENT

- Date : 10 November 2012
- The First Purchaser : Cheer Wise Investments Limited, a wholly-owned subsidiary of the Company, with principal business of investment holding
- The Vendor : Vital Success Development Limited
- The First Property: The whole floor of 21/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) (with a total gross area of approximately 12,007 square feet), together with four car parking spaces Nos. P15 to P18 on 1/F of the same building
- Consideration : HK\$114,824,960, being the total price of the acquisition of the First Property pursuant to the First Provisional Agreement, to be settled in cash.

The terms of the First Provisional Agreement were determined after arm's length negotiation with reference to the current market conditions and were on normal commercial terms. The Board considers that the terms of the First Provisional Agreement are fair and reasonable and are in the best interest of the Company and the Shareholders.

- Payment terms : The Consideration has been/ will be paid by the First Purchaser in the following manner:
- (a) HK\$5,741,248 (being 5% of the Consideration) has been paid as an initial deposit upon the signing of the First Provisional Agreement;
  - (b) HK\$5,741,248 (being 5% of the Consideration) will be paid as a further deposit upon the signing of the formal sale and purchase agreement on or before 13 November 2012;
  - (c) HK\$5,741,248 (being 5% of the Consideration) will be paid as a further deposit on or before 11 January 2013;
  - (d) HK\$5,741,248 (being 5% of the Consideration) will be paid as a further deposit on or before 8 February 2013; and
  - (e) the balance of the Consideration in the sum of HK\$91,859,968 (being 80% of the Consideration) will be paid within 14 days after receiving the notice of completion of the First Property from the Vendor, which is expected to be on or before 30 June 2013.

The Company intends to finance 50% and 50% of the Consideration by its internal resources and banking facilities respectively.

Completion : According to the First Provisional Agreement, the formal sale and purchase agreement in respect of the First Property is to be signed on or before 13 November 2012 and the completion of the sale and purchase of the First Property is expected to take place on or before 30 June 2013.

## **THE SECOND PROVISIONAL AGREEMENT**

Date : 10 November 2012

The Second Purchaser : Victory Glory Investments Limited, a wholly-owned subsidiary of the Company, with principal business of investment holding

The Vendor : Vital Success Development Limited

The Second Property: The whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) (with a total gross area of approximately 12,060 square feet), together with four car parking spaces Nos. P19 to P22 on 1/F of the same building

Consideration : HK\$115,316,800, being the total price of the acquisition of the Second Property pursuant to the Second Provisional Agreement, to be settled in cash.

The terms of the Second Provisional Agreement were determined after arm's length negotiation with reference to the current market conditions and were on normal commercial terms. The Board considers that the terms of the Second Provisional Agreement are fair and reasonable and are in the best interest of the Company and the Shareholders.

Payment terms : The Consideration has been/ will be paid by the Second Purchaser in the following manner:

- (a) HK\$5,765,840 (being 5% of the Consideration) has been paid as an initial deposit upon the signing of the Second Provisional Agreement;
- (b) HK\$5,765,840 (being 5% of the Consideration) will be paid as a further deposit upon the signing of the formal sale and purchase agreement on or before 13 November 2012;
- (c) HK\$5,765,840 (being 5% of the Consideration) will be paid as a further deposit on or before 11 January 2013;
- (d) HK\$5,765,840 (being 5% of the Consideration) will be paid as a further deposit on or before 8 February 2013; and

- (e) the balance of the Consideration in the sum of HK\$92,253,440 (being 80% of the Consideration) will be paid within 14 days after receiving the notice of completion of the Second Property from the Vendor, which is expected to be on or before 30 June 2013.

The Company intends to finance 50% and 50% of the Consideration by its internal resources and banking facilities respectively.

Completion : According to the Second Provisional Agreement, the formal sale and purchase agreement in respect of the Second Property is to be signed on or before 13 November 2012 and the completion of the sale and purchase of the Second Property is expected to take place on or before 30 June 2013.

## **THE PROPERTIES**

The Properties are commercial building located in Kowloon East, which has been designated as the second central business district of Hong Kong. The Properties comprise the whole floors of 21/F and 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) with a total gross area of approximately 24,067 square feet, together with eight car parking spaces Nos. P15 to P22 on 1/F of the same building. The Properties are currently uncompleted. It is expected that construction of the Properties shall be completed on or before 30 June 2013.

The value of the Properties is the same as the Consideration, which is the selling price of the Properties directly acquired from the developer.

## **INFORMATION ON THE GROUP**

The current principal activities of the Group consist of provision of (a) online and traditional brokerage of securities, futures, options and leveraged foreign exchange contracts as well as mutual funds and insurance-linked investment products, (b) principal investments of securities and options, (c) margin financing and money lending services, (d) corporate finance services; and (e) sales of furniture and household goods and electrical appliances.

## **REASONS FOR THE ACQUISITIONS**

The Consideration was arrived at after arm's length negotiation between the Purchasers and the Vendor and by reference to the market value of similar properties in similar locations. The Board considers that through the Acquisitions the Group will possess office premises for its own use so as to meet the Group's need for office for business and operation.

The Directors consider that the Acquisitions and the terms of which are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

## **GENERAL**

As the relevant Percentage Ratios for the Acquisitions under the Listing Rules is more than 25% but less than 100%, the Acquisitions constitute a major transaction for the Company under the Listing Rules and are subject to the Shareholders' approval accordingly.

The Company has obtained written approval for the Acquisitions in accordance with Rule 14.44 of the Listing Rules from the Closely Allied Shareholders (who are beneficially interested in an aggregate of 2,040,292,229 Shares, representing approximately 52.60% of the entire issued capital of the Company as at the date of this announcement). On the basis that (i) no Shareholder is required to abstain from voting if the Company were to convene a special general meeting for the approval of the Acquisitions; and (ii) the written approval of the Closely Allied Shareholders for the Acquisitions as abovementioned has been obtained, no special general meeting will be convened for the purpose of approving the Acquisitions as permitted under Rule 14.44 of the Listing Rules.

Since the Company will require more than 15 business days after publication of this announcement for compiling relevant financial information for inclusion in the circular, a circular of the Company containing, among other things, details of the Acquisitions and the relevant financial information will be despatched to the Shareholders on or before 17 December 2012.

## **DEFINITIONS**

“Acquisitions”	the First Acquisition and the Second Acquisition altogether
“Board”	the board of Directors
“Closely Allied Shareholders”	Celestial Investment Group Limited (a substantial shareholder of the Company and is holding 1,657,801,069 Shares (42.75%)), Cash Guardian Limited (a company controlled by Mr Kwan Pak Hoo Bankee (Chairman of the Company and is holding 67,359,520 Shares (1.73%)) and Abdulrahman Saad Al-Rashid & Sons Company Limited (the Shareholder and is holding 315,131,640 Shares (8.12%)), who are beneficially interested in an aggregate of 2,040,292,229 Shares, representing approximately 52.60% of the entire issued capital of the Company as at the date of this announcement
“Company”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and which securities are listed on the main board of the Stock Exchange
“Consideration”	consideration for the First Acquisition or the Second Acquisition (as the case may be)

“Directors”	the director(s) of the Company
“First Acquisition”	the acquisition of the First Property by the First Purchaser pursuant to the First Provisional Agreement
“First Property”	the whole floor of 21/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) (with a total gross area of approximately 12,007 square feet), together with four car parking spaces Nos. P15 to P18 on 1/F of the same building
“First Provisional Agreement”	the provisional sale and purchase agreement dated 10 November 2012 entered into between the First Purchaser and the Vendor in relation to the First Acquisition
“First Purchaser”	Cheer Wise Investments Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Percentage Ratios”	the percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules
“Properties”	the First Property and the Second Property
“Provisional Agreements”	the First Provisional Agreement and the Second Provisional Agreement
“Purchasers”	the First Purchaser and the Second Purchaser
“Second Acquisition”	the acquisition of the Second Property by the Second Purchaser pursuant to the Second Provisional Agreement
“Second Property”	the whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) (with a total gross area of approximately 12,060 square feet), together with four car parking spaces Nos. P19 to P22 on 1/F of the same building
“Second Provisional Agreement”	the provisional sale and purchase agreement dated 10 November 2012 entered into between the Second Purchaser and the Vendor in relation to the Second Acquisition

“Second Purchaser”	Victory Glory Investments Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary shares of HK\$0.02 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Vital Success Development Limited, with the principal activity of real estate development and investment
	To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor and the ultimate beneficial owner of the Vendor are third parties independent of the Company and connected persons (as defined under the Listing Rules) of the Company

By Order of the Board  
**Suzanne W S Luke**  
*Company Secretary*

Hong Kong, 10 November 2012

As at the date hereof, the 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