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



## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
CONDITIONAL VOLUNTARY CASH OFFERS BY  
CELESTIAL SECURITIES LIMITED  
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL ISSUED SHARES OF  
CASH FINANCIAL SERVICES GROUP LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY  
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)  
AND  
TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF  
CASH FINANCIAL SERVICES GROUP LIMITED**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



**Vinco Financial Limited**

References are made to (i) the announcement jointly issued by Celestial Investment Group Limited (“**CIGL**” or the “**Offeror**”), Celestial Asia Securities Holdings Limited (“**CASH**”) and CASH Financial Services Group Limited (the “**Company**”) dated 30 June 2022, in relation to, among other things, pre-conditional voluntary cash offers by Celestial Securities Limited for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and its parties acting in concert) and to cancel all the outstanding Options; (ii) the announcement of the Company dated 18 July 2022 in relation to the appointment of the Independent Financial Adviser; (iii) the joint announcement of the Company, CASH and the Offeror dated 21 July 2022 in relation to delay in despatch of the Composite Document; (iv) the announcements of the Company dated 1 August 2022, 15 August 2022 and 14 September 2022 in relation to Rule 3.8 of the Takeovers Code; (v) the joint announcement of the Company, CASH and the Offeror dated 19 August 2022 in relation to the monthly update on the Offers pursuant to the Takeovers Code; (vi) the joint announcement of the Company, CASH and the Offeror dated 9 September 2022 in relation to fulfilment of the Pre-Condition and the making of the Offers; and (vii) the composite offer and response document (the “**Composite Document**”) jointly issued by the Offeror and the Company on 16 September 2022 in relation to the Offers.

Unless the context requires otherwise, terms defined in the Composite Document have the same meanings when used in this joint announcement.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the terms of the Offers (including the expected timetable); (ii) the letter from the Independent Board Committee in relation to the Offers; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee, the Offer Shareholders and the Optionholders in respect of the Offers, together with the relevant Form(s) of Acceptance, has been despatched to the Shareholders and the Optionholders on 16 September 2022 in accordance with the Takeovers Code.

**EXPECTED TIMETABLE**

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. All time and date references contained in the Composite Document and the Form(s) of Acceptance refer to Hong Kong local time and dates.

<b>Event</b>	<b>Time and Date</b>
Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offers ( <i>Note 1</i> ). . . . .	Friday, 16 September 2022
Latest time and date for acceptance of the Offers on the First Closing Date ( <i>Notes 2 and 5</i> ). . . . .	4:00 p.m. on Friday, 7 October 2022
First Closing Date of the Offers ( <i>Note 1</i> ) . . . . .	Friday, 7 October 2022
Announcement of the results of the Offers as at the First Closing Date, or as to whether the Offers have been extended or become unconditional as at the First Closing Date, on the website of the Stock Exchange ( <i>Note 2</i> ). . . . .	no later than 7:00 p.m. on Friday, 7 October 2022
Latest date for posting of remittance in respect of valid acceptances received under the Offers by the First Closing Date (assuming the Offers become or are declared unconditional on such date) ( <i>Notes 4 and 5</i> ). . . . .	Tuesday, 18 October 2022
Latest time and date for the Offers to remain open for acceptance (assuming the Offers become or are declared unconditional on the First Closing Date) ( <i>Note 3</i> ). . . . .	4:00 p.m. on Friday, 21 October 2022
Final Closing Date of the Offers (assuming the Offers become or are declared unconditional on the First Closing Date) ( <i>Note 3</i> ). . . . .	Friday, 21 October 2022
Announcement of the result of the Offers as at the Final Closing Date to be posted on the website of the Stock Exchange . . . . .	by 7:00 p.m. on Friday, 21 October 2022

**Event**

**Time and Date**

Latest date for posting of remittance in respect of valid acceptances received under the Offers on or before 4:00 p.m. on 21 October 2022, being the latest date on which the Offers remain open for acceptances assuming the Offers become or are declared unconditional in all respects on the First Closing Date (*Notes 4 and 5*) . . . . . Tuesday, 1 November 2022

Latest time and date which the Offers can become or be declared unconditional as to acceptances (*Note 6*) . . . . . 7:00 p.m. on Tuesday, 15 November 2022

*Notes:*

1. *The Offers are made on Friday, 16 September 2022 i.e. the date of posting of the Composite Document and the Form(s) of Acceptance, and is capable of acceptance on and from that date until the First Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of Withdrawal” in Appendix I to the Composite Document.*
2. *In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least twenty-one (21) days following the date on which this Composite Document was posted. The Offers will be closed on the First Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be issued through the website of the Stock Exchange by 7:00 p.m. on the First Closing Date stating the results of the Offers and whether the Offers have been extended, revised or expired. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next Closing Date of the Offers or, if the Offers have become or been declared unconditional, that the Offers will remain open until further notice. At least fourteen (14) days’ notice by way of an announcement will be given before the Offers are closed to those Offer Shareholders and Optionholders who have not accepted the Offers.*
3. *In accordance with the Takeovers Code, where the Offers become or is declared unconditional in all respects, the Offers should remain open for acceptance for not less than fourteen (14) days thereafter. In such case, at least fourteen (14) days’ notice in writing must be given before the Offers are closed to the Offer Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive.*
4. *Remittances in respect of the cash consideration payable for the Shares tendered under the Share Offer and for the Options tendered under the Option Offer respectively will be despatched to the respective accepting holders of the Offer Shares and the Options by ordinary post at their own risks as soon as possible but in any event within seven (7) Business Days following the later of the date on which the Offers become or is declared unconditional and the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.*

*Pursuant to Rule 17 of the Takeovers Code, an acceptor shall be entitled to withdraw it/his/her acceptance after twenty-one (21) days from the First Closing Date if the Offers have not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offers become or is declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document.*

5. *If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or post-super typhoon extreme conditions:
  - (a) *in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or*
  - (b) *in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day.**
  
6. *In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60<sup>th</sup> day after the day on which this Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or is declared unconditional as to acceptance, the Offers will lapse after 7:00 p.m. on Tuesday, 15 November 2022, unless extended with the consent of the Executive and in accordance with the Takeovers Code.*

Save as mentioned above, if the latest time for the acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

#### **WARNING:**

**The Shareholders and the Optionholders are strongly advised to read the Composite Document and Form(s) of Acceptance carefully, including the letter of recommendation from the Independent Board Committee and the letter of advice from Vinco Financial to the Independent Board Committee, the Offer Shareholders and the Optionholders before deciding whether or not to accept the Offers.**

**Shareholders, optionholders and potential investors of the Company and CASH are advised to exercise caution when dealing in the relevant securities of the Company and/or CASH. If any shareholders, optionholders or potential investors of the Company and/or CASH are in any doubt about their position, they should consult their own professional advisers.**

On behalf of the board of  
directors of the Offeror  
**Bankee P. Kwan**  
*Director*

On behalf of the board of  
directors of CASH  
**Bankee P. Kwan**  
*Executive Director and  
Chief Executive Officer*

On behalf of the Board  
**William Cheung**  
*Executive Director and  
Chief Operating Officer*

Hong Kong, 16 September 2022

As at the date hereof, the Board comprises:

*Executive directors:*

Dr Kwan Pak Hoo Bankee, JP  
Mr Kwan Teng Hin Jeffrey  
Mr Cheung Wai Lim William  
Mr Law Hin Ong Trevor  
Ms Wong Sze Kai Angela

*Independent non-executive directors:*

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Directors in their capacities as the 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.*

As at the date hereof, the board of CASH comprises:

*Executive directors:*

Dr Kwan Pak Hoo Bankee, JP  
Mr Leung Siu Pong James  
Mr Li Shing Wai Lewis  
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 the Offeror comprises:

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

*The directors of CASH 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 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 Directors in their capacities as the 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