

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.



**CELESTIAL ASIA SECURITIES
HOLDINGS LIMITED**

*(Incorporated in Bermuda with
limited liability)*

(Stock code: 1049)

**CELESTIAL INVESTMENT
GROUP LIMITED**

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

**CASH RETAIL MANAGEMENT
(HK) LIMITED**

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

JOINT ANNOUNCEMENT

**CLOSE OF VOLUNTARY UNCONDITIONAL CASH OFFER
BY CELESTIAL CAPITAL LIMITED ON BEHALF OF
CELESTIAL INVESTMENT GROUP LIMITED
FOR ALL THE SHARES IN THE CAPITAL OF CASH RETAIL MANAGEMENT (HK) LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY
CELESTIAL INVESTMENT GROUP LIMITED)**

Financial Adviser to Celestial Investment Group Limited



Celestial Capital Limited

CLOSE AND RESULTS OF THE PRIVATECO OFFER

The Privateco Offer made by Celestial Capital, for and on behalf of CIGL, closed on Wednesday, 31 July 2013.

As at 4:00 p.m. on Wednesday, 31 July 2013, being the latest time and date for acceptance of the Privateco Offer as announced in the joint announcement made by CASH, CIGL and the Privateco on 17 July 2013, CIGL has received valid acceptances under the Privateco Offer in respect of 1,868,669,065 Privateco Shares, representing approximately 48.19% of the total issued share capital of the Privateco as at the date of this joint announcement.

Immediately upon close of the Privateco Offer, the CIGL Concert Party Group is interested in an aggregate of 3,526,470,134 Privateco Shares, representing approximately 90.94% of the issued share capital of the Privateco.

References are made to (i) the joint announcements made by CASH and CFSG on 15 May 2013, 5 June 2013 and 28 June 2013 respectively and the joint announcements made by CASH, CIGL and the Privateco on 5 July 2013 and 17 July 2013 respectively in relation to, inter alia, the Privateco Offer, and (ii) the composite offer and response document jointly issued by CASH, CIGL and the Privateco on 5 July 2013 (“**Composite Document**”). Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE AND RESULTS OF THE PRIVATECO OFFER

The Privateco Offer made by Celestial Capital, for and on behalf of CIGL, closed on Wednesday, 31 July 2013. The Privateco Offer has not been extended or revised.

As at 4:00 p.m. on Wednesday, 31 July 2013, being the latest time and date for acceptance of the Privateco Offer as announced in the joint announcement made by CASH, CIGL and the Privateco on 17 July 2013, CIGL has received valid acceptances under the Privateco Offer in respect of 1,868,669,065 Privateco Shares, representing approximately 48.19% of the total issued share capital of the Privateco as at the date of this joint announcement. Among such Privateco Shares tendered for acceptances under the Privateco Offer, 100,721,680 Privateco Shares have been tendered for acceptance by the CIGL Concert Party Group other than CIGL, representing approximately 2.60% of the issued share capital of the Privateco as at the date of this joint announcement.

No Privateco Shares or other rights over Privateco Shares were held, controlled or directed by the CIGL Concert Party Group before the commencement of the offer period for the Privateco Offer on 15 May 2013.

The total number of Privateco Shares acquired or agreed to be acquired by the CIGL Concert Party Group during the offer period for the Privateco Offer and up to the close of the Privateco Offer on 31 July 2013 is a total of 1,758,522,749 Privateco Shares, representing approximately 45.35% of the issued share capital of the Privateco. All of such Privateco Shares were issued under the Distribution In Specie which was completed on 28 June 2013, as to approximately 1,657,801,069 Privateco Shares were issued to CIGL and approximately 100,721,680 were issued to the CIGL Concert Party Group other than CIGL, respectively representing approximately 42.75% and approximately 2.60% of the issued share capital of the Privateco. Save for those Privateco Shares issued to the CIGL Concert Party Group under the Distribution In Specie and those Privateco Shares tendered for acceptance under the Privateco Offer, no other Privateco Shares or other rights over Privateco Shares have been acquired or agreed to be acquired by the CIGL Concert Party Group during the offer period for the Privateco Offer and up to the close of the Privateco Offer.

During the offer period for the Privateco Offer and up to the close of the Privateco Offer, there have been no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Privateco which any member of the CIGL Concert Party Group has borrowed or lent.

Taking into account the above, immediately upon close of the Privateco Offer, the CIGL Concert Party Group is interested in an aggregate of 3,526,470,134 Privateco Shares, representing approximately 90.94% of the issued share capital of the Privateco.

SETTLEMENT OF THE PRIVATECO OFFER AND DESPATCH OF CERTIFICATES OF THE PRIVATECO SHARES

Remittances for the amounts due to a Privateco Shareholder who accepts the Privateco Offer has been or will be posted by CIGL as soon as possible but in any event within seven business days of the later of 17 July 2013 (being the date on which the Privateco Offer was announced to become unconditional in all respect) or the date of receipt of the duly completed Form of Acceptance and Transfer from such Privateco Shareholder in accordance with the Takeovers Code. The share certificates of the Privateco will be posted within ten

days after the close of the Privateco Offer on 31 July 2013 only to the Privateco Shareholders who do not accept the Privateco Offer in respect of all or part of the Privateco Shares held by them. All documents and remittances will be posted by ordinary post at the own risk of the recipients.

NO COMPULSORY ACQUISITION

Upon close of the Privateco Offer, acceptances in respect of a total of 1,767,947,385 Privateco Shares, representing approximately 83.42% of the disinterested Privateco Shares (there are a total of 2,119,336,839 disinterested Privateco Shares, being all Privateco Shares issued under the Distribution In Specie other than those issued to the CIGL Concert Party Group), were received by the CIGL Concert Party Group under the Privateco Offer. As the requirement of the Rule 2.11 of the Takeovers Code has not been met, CIGL will not exercise any compulsory acquisition rights.

Hong Kong, 31 July 2013

On behalf of the CASH Board
Bankee P. Kwan
Executive Director & CEO

On behalf of the CIGL Board
Bob Chan
Director

On behalf of the Privateco Board
Bernard Law
Director

As at the date hereof, the CASH Directors comprise:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Dr Chan Yau Ching Bob
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive directors:

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

As at the date hereof, the CIGL Directors comprise:-

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Dr Chan Yau Ching Bob
Mr Ng Kung Chit Raymond

As at the date hereof, the Privateco Directors comprise:-

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Hin Sing Derek
Mr Leung Siu Pong James

The CASH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CIGL and the Privateco Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.

The CIGL Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CASH Group and the Privateco Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions

expressed in this joint announcement 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.

The Privateco Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CASH Group and CIGL) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.