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**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

OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

**VOLUNTARY CONDITIONAL 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

THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

The respective boards of directors of CASH, CIGL and the Privateco jointly announce that, as the condition set out in the Composite Document has now been satisfied, the Privateco Offer has become unconditional on 17 July 2013.

Pursuant to Rule 15.3 of the Takeovers Code, the Privateco Offer will remain open for acceptance for a period of no less than 14 days after the Privateco Offer become unconditional in all respects, which falls beyond the 21 days offer period requirement of Rule 15.1 of the Takeovers Code in this case. Accordingly, **the latest time and date for acceptance of the Privateco Offer will be extended to 4:00 p.m. on 31 July 2013 (or such other time as the Offeror may further determine and announce in accordance with the Takeovers Code).**

Save as set out above, all other terms of the Privateco Offer as set out in the Composite Document and the Form of Acceptance and Transfer remain unchanged.

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 announcement made by CASH, CIGL and the Privateco on 5 July 2013 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, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

The total number of Privateco Shares for which acceptances of the Privateco Offer have been received up to the date hereof is 281,812,449 Privateco Shares, representing approximately 7.27% of the issued share capital of the Privateco. Among such Privateco Shares, 100,721,680 Privateco Shares have been tendered for acceptance by the CIGL Concert Party Group other than CIGL under the Privateco Offer, representing approximately 2.60% of the issued share capital of the Privateco.

No Privateco Shares were held 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 during the offer period for the Privateco Offer and up to the date hereof by the CIGL Concert Party Group is 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 to the CIGL Concert Party Group under the Distribution In Specie which was completed on 28 June 2013. No other Privateco Shares have been acquired or agreed to be acquired during the offer period for the Privateco Offer and up to the date hereof by the CIGL Concert Party Group.

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

Taken into account the above, as at the date hereof, the CIGL Concert Party Group is interested in an aggregate of 1,939,613,518 Privateco Shares, representing approximately 50.02% of the issued share capital of the Privateco.

Accordingly, as at the date hereof, CIGL has received acceptances of the Privateco Shares which, together with the Privateco Shares already owned or agreed to be acquired by CIGL, has resulted in the CIGL Concert Party Group holding more than 50% of the issued capital of the Privateco. As the condition has now been satisfied, the Privateco Offer has become unconditional on 17 July 2013.

THE OFFER REMAINS OPEN FOR ACCEPTANCE

Pursuant to Rule 15.3 of the Takeovers Code, the Privateco Offer will remain open for acceptance for a period of no less than 14 days after the Privateco Offer becomes unconditional in all respects, which falls beyond the 21 days offer period requirement of Rule 15.1 of the Takeovers Code in this case. Accordingly, **the latest time and date for acceptance of the Privateco Offer will be extended to 4:00 p.m. on 31 July 2013 (or such other time as the Offeror may further determine and announce in accordance with the Takeovers Code).**

Save as set out above, all other terms of the Privateco Offer as set out in the Composite Document and the Form of Acceptance and Transfer remain unchanged. Privateco Shareholders are advised to refer to the Composite Document of the acceptance procedures if they wish to accept the Privateco Offer. Further announcement on the result of the Privateco Offer will be made on 31 July 2013 in accordance with Rule 19.1 of the Takeovers Code.

Remittances for the amounts due to a Privateco Shareholder who accepts the Privateco Offer will be posted by CIGL as soon as possible but in any event within seven business days of the later of the date hereof 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.

Subject to sufficient Privateco Shares being acquired, pursuant to section 176 of the Act, CIGL intends to avail itself of the right to require the Privateco to compulsorily redeem any remaining Privateco Shares not already acquired under the Privateco Offer. For details, please refer to the section headed "Letter from Celestial Capital – The Privateco Offer - Compulsory acquisition" of the Composite Document.

Hong Kong, 17 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.