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**CASH Financial Services Group Limited**  
**時富金融服務集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8122)**

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON  
THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
PROPOSED LISTING OF THE ENTIRE ISSUED SHARE CAPITAL OF  
THE COMPANY ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF INTRODUCTION**

**AND**

**PROPOSED REDUCTION OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED WITHDRAWAL**

*Sponsor and financial adviser*



The Company is proposing to list the Shares on the Main Board by way of introduction.

An advance booking form for the proposed listing of the Shares on the Main Board by way of introduction has been made to the Main Board on 14 July 2006. The Company has also informed GEM of its intention to voluntarily withdraw the listing of the Shares on GEM conditional upon, amongst other things, the Shareholders' approval of the Proposed Withdrawal.

\* for identifications purpose only

**There is no assurance that permission will be obtained from the Main Board for the Proposed Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal and the Proposed Introduction are subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Proposed Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **INTRODUCTION**

The Directors would like to announce that the Company submitted an advance booking form to the Main Board on 14 July 2006 for the proposed listing of the Shares on the Main Board by way of introduction. The Company has also informed GEM of its intention to voluntarily withdraw the listing of the Shares on GEM subject to the conditions set out below.

The Directors would like to emphasise that the Proposed Withdrawal and the Proposed Introduction are at a preliminary stage and that the definitive timetable for the Proposed Withdrawal and the Proposed Introduction have not yet been finalised. There is no assurance that the Company will proceed with the Proposed Withdrawal and the Proposed Introduction.

The Proposed Withdrawal and the Proposed Introduction will not involve any fund raising.

In connection with the Proposed Withdrawal and the Proposed Introduction, the Board proposes to seek the approval of the Shareholders for, amongst other things, the Proposed Withdrawal, the proposed termination of the GEM Share Option Scheme and the proposed adoption of the Proposed Share Option Scheme.

A circular containing, amongst other things, details of the Proposed Withdrawal and the Proposed Introduction, the expected timetable, the proposed termination of the GEM Share Option Scheme, the proposed adoption of the Proposed Share Option Scheme and the notice of the SGM will be despatched to the Shareholders as soon as practicable. A listing document in connection with the Proposed Introduction will also be despatched to the Shareholders if the Company proceeds with the Proposed Introduction.

## **CONDITIONS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

If the Company proceeds with the Proposed Withdrawal and the Proposed Introduction, the following conditions must be fulfilled:

- (i) the Main Board Listing Committee granting approval for the listing of, and permission to deal in, the Shares in issue and any Shares which may fall to be allotted and issued upon (a) the exercise of any outstanding options which were granted under the GEM Share Option Scheme; and (b) the exercise of any options which may be granted under the Proposed Share Option Scheme (i.e. the Proposed Withdrawal and the Proposed Introduction are conditional upon the Listing Committee granting approval for listing of the Shares on the Main Board.);
- (ii) the passing of an ordinary resolution by the Shareholders at the SGM to approve, amongst other things, the Proposed Withdrawal and the proposed reduction of the notice period for the Proposed Withdrawal;
- (iii) the publication of a notice of the Proposed Withdrawal after the approval of the Shareholders referred to in condition (ii) above on a date that is not less than five clear Business Days prior to the Effective Date (if and when a waiver from strict compliance with Rule 9.19(3) of the GEM Listing Rules is granted); and
- (iv) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction, and the fulfillment of all conditions which may be attached to such consents, if any.

In this regard, the SGM will be convened at an appropriate time to seek the approval of the Shareholders for, amongst other things, the Proposed Withdrawal, the proposed termination of the GEM Share Option Scheme and the proposed adoption of the Proposed Share Option Scheme.

**There is no assurance that permission will be obtained from the Main Board for the Proposed Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal and the Proposed Introduction are subject to the conditions set out above being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Proposed Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **APPLICATION FOR A WAIVER FROM STRICT COMPLIANCE WITH RULE 9.19(3) OF THE GEM LISTING RULES**

If the Company proceeds with the Proposed Withdrawal and the Proposed Introduction, immediately prior to the Proposed Introduction, the listing of the Shares on GEM will be withdrawn. Pursuant to Rule 9.19 of the GEM Listing Rules, an issuer that has an alternative listing on another stock exchange or securities market recognised for this purpose by the Stock Exchange may not voluntarily withdraw its listing on GEM unless:

- (1) the prior approval of the shareholders of the issuer has been obtained by way of an ordinary resolution passed at a duly convened meeting of the shareholders of the issuer; and
- (2) the issuer has given its shareholders at least three months' notice of the proposed withdrawal of listing.

In connection with the Proposed Withdrawal, the Company has applied to GEM on 14 July 2006 for a waiver from strict compliance with the minimum three months' notice required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear Business Days.

The Directors consider that it is in the best interests of the Company and the Shareholders as a whole that the notice period for the Proposed Withdrawal be reduced so that the Proposed Withdrawal and the Proposed Introduction can be carried out as soon as practicable after obtaining the relevant approvals from the Shareholders at the SGM to avoid any market uncertainties. **The waiver may or may not be granted by GEM.**

## **EFFECTS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

If the Company proceeds with the Proposed Withdrawal and the Proposed Introduction, it is expected that dealings in the Shares on GEM will cease at 4:30 p.m. on the Business Day prior to the Effective Date and dealings in the Shares on the Main Board will commence at 9:30 a.m. on the Effective Date.

The Company will make an announcement after the SGM to publish the results of the SGM and other information in relation to the Proposed Withdrawal and the trading arrangements of the Shares with respect to the Proposed Withdrawal and the Proposed Introduction.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title for trading and settlement purposes and will not involve any transfer or exchange of the existing share certificates. No change will be made to the board lot size, trading currency of the Shares and the share registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. **Shares will continue to be traded in board lots of 4,000 Shares each following the Proposed Introduction. If and when the Shares are listed on the Main Board, Shareholders may be required to sign a new client agreement with their stockbrokers.**

## **REASONS FOR THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

Since the listing of the Shares on GEM on 15 December 2000, the Group has experienced continued growth and has established strong market positions in each of its business segments. Nevertheless, the Directors believe that the listing of the Shares on the Main Board will enhance the profile of the Group and could lead to higher trading liquidity of the Shares. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Company. No change in the business of the Group is being contemplated by the Directors following the Proposed Introduction.

The Proposed Introduction will involve no issue of new Shares by the Company.

## **GENERAL**

Access Capital has been retained as the financial adviser and sponsor to the Company with regard to the Proposed Withdrawal and the Proposed Introduction.

The Company will make further announcement(s) to keep the Shareholders and potential investors informed on the progress.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Access Capital”	Access Capital Limited, the sponsor and financial adviser to the Company in relation to the Proposed Withdrawal and the Proposed Introduction, a licensed corporation to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
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“Board”	the board of Directors
“Business Day”	a day on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Company”	CASH Financial Services Group Limited, a company incorporated with limited liability under the laws of Bermuda on 9 August 2000 and whose shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Proposed Withdrawal and the Proposed Introduction become effective
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“GEM Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 19 February 2002
“Group”	the Company and its subsidiaries (as defined in the GEM Listing Rules)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange responsible for the Main Board listing matters
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Main Board, as amended, supplemented or otherwise modified from time to time, and any applicable practice notes, supplementary guidance or other regulations issued by the Main Board
“Proposed Introduction”	the proposed listing of the Shares on the Main Board by way of introduction pursuant to the Main Board Listing Rules

“Proposed Share Option Scheme”	the proposed share option scheme to be conditionally adopted at the SGM
“Proposed Withdrawal”	the proposed voluntary withdrawal of listing of the Shares on GEM
“SGM”	a special general meeting of the Company to be convened to approve, amongst other things, the Proposed Withdrawal and the Proposed Introduction
“Shares(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

On behalf of the Board  
**Bankee P Kwan**  
*Chairman*

Hong Kong, 17 July 2006

As at the date of this announcement, the Board comprises:

*Executive Directors*

Kwan Pak Hoo Bankee  
Law Ping Wah Bernard  
Wong Kin Yick Kenneth  
Cheng Man Pan Ben

*Independent non-executive Directors*

Cheng Shu Shing Raymond  
Hui Ka Wah Ronnie  
Lo Kwok Hung John

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting.*