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**CASH FINANCIAL SERVICES
GROUP LIMITED**

(Incorporated in Bermuda with limited liability)
(Stock Code: 8122)



**CELESTIAL ASIA SECURITIES
HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)
(Stock Code: 1049)

PLACING AND TOP UP OF SHARES

**CONNECTED TRANSACTION –
APPOINTMENT OF PLACING AGENT**

**CONNECTED TRANSACTIONS -
APPOINTMENT OF PLACING AGENT
AND PROPOSED GRANT OF
GREEN-SHOE TO PLACEEES AND A
CONTROLLING SHAREHOLDER**

AND

RESUMPTION OF TRADING

The Board announces that the following agreements were entered into on 24 July 2007:

- (a) Top Up Agreement among the Company, Cash Guardian (the controlling Shareholder of the Company) and the Placing Agent; and
- (b) Agreement between the Company, Cash Guardian (the controlling Shareholder of the Company) and the Placing Agent.

Pursuant to the Top Up Agreement,:

- (i) the Placing Agent agreed, on a best-efforts basis, to procure the placing of the Placing Shares, being 130,300,000 existing Shares held by Cash Guardian, to Placees at the Placing Price of HK\$2.02 per Placing Share; and
- (ii) Cash Guardian agreed, subject to the Top Up Conditions, to subscribe for the Top Up Shares, being 130,300,000 new Shares at the Top Up Price of HK\$2.02 per Top Up Share.

The Placing is unconditional and will be completed within 3 Business Days from the resumption of trading in Shares, or any other date as Cash Guardian and the Placing Agent may mutually agree. The Top Up is conditional and will be completed within 3 Business Days from the fulfilment of the Top Up Conditions, or any other date as the Company and Cash Guardian may mutually agreed and in any event within 14 days after the date of the Top Up Agreement. The Top Up Shares will be issued under the general mandate granted by the Shareholders to the Board on 1 June 2007.

Pursuant to the Agreement, the Company conditionally agreed, subject to Green-shoe Conditions, to grant Green-shoe to the Placees and Cash Guardian conferring them the rights to subscribe up to HK\$364,206,000 in aggregate in cash for Shares at the Exercise Price of HK\$2.02 per Green-shoe Share (subject to adjustments). Notwithstanding completion of the Placing under the Top Up Agreement, the Company emphasizes that the grant of the Green-shoe, which is subject to Green-shoe Conditions, may or may not proceed. In addition, the successful grant of the Green-shoe is not a condition precedent of the Placing which may complete without any grant of the Green-shoe. The Green-shoe Shares will be issued under a specific mandate proposed to be sought from the Independent Shareholders at the SGM.

Cash Guardian is the controlling Shareholder of the Company and is connected person of the Company under the Listing Rules. The entering into the Agreement constitutes a connected transaction for the Company under the Listing Rules which requires the approval of the Independent Shareholders at the SGM. Cash Guardian and its Associates are required to abstain from voting in the resolution to approve the Agreement at the SGM.

The Company also proposes to (i) refresh the 20% general mandate so as to allow flexibility for the Board to issue new Shares as and when necessary, and without seeking further approval from the Shareholders; and (ii) increase the authorised share capital of the Company in order to facilitate the issue of the Green-shoe Shares.

An independent financial adviser will be appointed to advise the independent board committee and the Independent Shareholders concerning the terms of the Agreement and the transactions contemplated thereunder and the refreshment of the 20% general mandate.

A circular containing the details of the Agreement, the refreshment of general mandate, the increase of authorised share capital, the letter from the independent financial adviser and the notice of the SGM will be despatched to the Shareholders as soon as practicable.

Trading in the Shares on the Stock Exchange was suspended from 9:30 am on 23 July 2007. The Company has applied to the Stock Exchange for resumption of trading in the Shares from 9:30 am on 26 July 2007.

INTRODUCTION

The Board announces that the following agreements were entered into on 24 July 2007:

- (a) the Top Up Agreement; and
- (b) the Agreement.

The principle terms of the agreements are set out below.

TOP UP AGREEMENT

Pursuant to the Top Up Agreement:

- (a) the Placing Agent agreed, on a best effort basis, to procure the Placing, being the placing of the Placing Shares to Placees at the Placing Price; and
- (b) Cash Guardian agreed for the Top Up, being the subscription for the Top Up Shares at the Top Up Price.

Placing

Seller: Cash Guardian, the controlling Shareholder of the Company.

Placing Agent: Celestial Securities Limited, being a corporation licensed under SFO to conduct types 1 and 3 regulated activities under SFO.

The Placing Agent is a wholly-owned subsidiary of CFSG (a non-wholly-owned subsidiary of the Company). ARTAR holds 103,000,000 Shares (representing approximately 13.34% of the total issued share capital) of the Company. ARTAR is a substantial Shareholder of the Company within the meaning of the Listing Rules and a connected person of the Company. ARTAR also holds 207,636,000 shares (representing approximately 14.45% of the total issued share capital) of CFSG and a connected person of CFSG within the meaning of the GEM Listing Rules. As CFSG is a non-wholly-owned subsidiary of the Company where ARTAR is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of CFSG, CFSG is a connected person of the Company by virtue of rule 14A.11(5) of the Listing Rules. The appointment of the Placing Agent is a connected transaction of the Company under the Listing Rules.

As the Company is the indirect controlling shareholder of CFSG, the Company is a connected person of CFSG under the GEM Listing Rules. The appointment of the Placing Agent is also a connected transaction of CFSG under the GEM Listing Rules.

As the amount of commission involved is less than 2.5% of each of the percentage ratios (other than the profits ratio) of each of the Company and CFSG, it is only subject to the announcement requirements and is exempt from the independent shareholders' approval requirement pursuant to rule 14A.32 of the Listing Rules and rule 20.32(1) of the GEM Listing Rules.

Placees: Parties who are Independent Third Parties. There are over 6 placees, all of whom are independent professional, institutional and/or individual investors.

Placing Shares: 130,300,000 of existing Shares held by Cash Guardian.

Placing Price: HK\$2.02 per Placing Share, being the same price for the Top Up Price. The Placing Price for the Placing Shares represents:

- a discount of approximately 5.4% to the closing price of HK\$2.13 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 0.1% to the average of the closing prices as quoted on the Stock Exchange for the last 5 consecutive trading days immediately prior to the Last Trading Day, being approximately HK\$2.022 per Share;
- a discount of approximately 7.4% to the average of the closing prices as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to the Last Trading Day, being approximately HK\$1.88 per Share; and
- a premium of 339.1% over the audited net asset value of HK\$0.46 per Share based on the audited net assets of the Group as at 31 December 2006.

The Placing Price for the Placing Shares is determined after arm's length negotiation among the Company, Cash Guardian and the Placing Agent with reference to the recent market Share prices. In view of the volume of the Placing Shares and the only slight discount represented by the Placing Price to the recent market price of Shares as shown above, the Board is of the opinion that the Placing Price is fair and reasonable and in the interests of the Shareholders as a whole.

Conditions: The Placing is unconditional.

Completion: Within 3 Business Days from the resumption of trading in Shares, or any other date as Cash Guardian and the Placing Agent may mutually agree and in any event within 14 days after the date of the Top Up Agreement.

Placing commission: 1% on the aggregate placing amount received for the Placing Shares and shall be borne by the Company.

Top Up

Issuer: The Company

Subscriber: Cash Guardian

Top Up Shares: The same number of shares of the Placing Shares, being 130,300,000 new Shares.

Top Up Price: HK\$2.02 per Top Up Share, which is same as the Placing Price. The Top Up Price represents:

- a discount of approximately 5.4% to the closing price of HK\$2.13 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 0.1% to the average of the closing prices as quoted on the Stock Exchange for the last 5 consecutive trading days immediately prior to the Last Trading Day, being approximately HK\$2.022 per Share;
- a discount of approximately 7.4% to the average of the closing prices as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to the Last Trading Day, being approximately HK\$1.88 per Share; and
- a premium of 339.1% over the audited net asset value of HK\$0.46 per Share based on the audited net assets of the Group as at 31 December 2006.

The Top Up Price is the same as the Placing Price which was determined after arm's length negotiation among the Company, Cash Guardian and the Placing Agent with reference to the recent market Share prices. In view of the volume of the Top Up Shares, and the only slight discount represented by the Top Up Price (which is the same as the Placing Price) to the recent market price of Shares as shown above, the Board is of the opinion that the Top Up Price is fair and reasonable and in the interests of the Shareholders as a whole.

Proceeds: The gross and net proceeds of the Top Up will be around HK\$263.2 million and HK\$260.6 million respectively, representing a net Top Up Price of approximately HK\$2.00 per Top Up Share.

Ranking of the Top Up Shares: The Top Up Shares, when issued and fully paid, will rank pari passu in all respects with the then existing Shares at the date of allotment.

Mandate to issue Top Up Shares: The general mandate to issue Shares granted by the Shareholders to the Board on 1 June 2007 has not been applied immediately before the execution of the Top Up Agreement and the Top Up Shares will be issued under such general mandate granted.

Top Up Conditions: The Top Up is conditional upon:

- (a) the Listing Committee of the Stock Exchange having granted listing of and permission to deal in the Top Up Shares;
- (b) the completion of the Placing;
- (c) the SFC having granted a waiver from the obligation to make a general offer under Rule 26 of the Takeovers Code to make a general offer by Cash Guardian as a result of the Top Up; and
- (d) any other requirement under the Listing Rules and the Takeovers Code.

Completion: Within 3 Business Days from the fulfilment of the Top Up Conditions, or any other date as the Company and Cash Guardian may mutually agree and in any event within 14 days after the date of the Top Up Agreement.

AGREEMENT

Pursuant to the Agreement, the Company has conditionally agreed to grant the Green-shoe to the Placees and Cash Guardian, subject to the Green-shoe Conditions. Notwithstanding completion of the Placing under the Top Up Agreement, the Company emphasizes that the grant of the Green-shoe, which is subject to Green-shoe Condition, may or may not proceed. In addition, the successful grant of the Green-shoe is not a condition precedent of the Placing which may complete without any grant of the Green-shoe.

The principal terms of the Green-shoe proposed to be issued are set out below.

Green-shoe

Date: 24 July 2007

Grantor: The Company

Grantees: Placees of the Placing Shares identified by the Placing Agent and Cash Guardian

Green-shoe: The rights to subscribe up to HK\$364,206,000 in aggregate in cash for Shares at the Exercise Price of HK\$2.02 per Share (subject to adjustments) during the Exercise Period. Based on the initial Exercise Price, such number of Green-shoe Shares which shall be the same as the Placing Shares acquired by a particular Placee will be issued to such Placee, and 50,000,000 Green-shoe Shares will be issued to Cash Guardian respectively upon their exercise of the Green-shoe.

The exercise of rights under the Green-shoe by each of the Placees and Cash Guardian is at their discretion. If the exercise of rights by any of them under the Green-shoe will trigger an obligation to make a general offer under Rule 26 of the Takeovers Code by the Placees and Cash Guardian, the Placees and Cash Guardian will not exercise such rights unless a waiver(s) from the obligation to make a general offer under Rule 26 of the Takeovers Code is granted by the SFC. No such application for waiver to the SFC has yet been made as at the date of this announcement.

Exercise Price: HK\$2.02 per Green-shoe Share, which is same as the Placing Price and the Top Up Price.

Terms of the Green-shoe to be granted to the Placees and Cash Guardian are after arm's length negotiation between Company, the Placing Agent and Cash Guardian in consideration of the agreement to purchase of the Placing Shares under the Placing by the Placees, the dilution effect upon the shareholding interest of Cash Guardian upon any exercise of the rights to subscribe for Shares by the Placees under the Green-shoe, and the amount of funds to be raised upon exercise of the Green-shoe. The Board (including the independent non-executive Directors) is of the opinion that the Exercise Price, and the terms of the Green-shoe are fair and reasonable and are in the interests of the Shareholders as a whole.

Exercise Period: The Green-shoe is exercisable during the period from the date of grant of the Green-shoe up to and including the expiry of the three-month period from the date of grant of the Green-shoe. The Company reserves its rights to extend or change the Exercise Period, and any such changes will be announced by the Company in compliance with the Listing Rules.

On the basis that (i) the Exercise Period was determined after arm's length negotiation between the Company, Cash Guardian and the Placing Agent on commercial terms, which is part of the arrangement under the Top Up Agreement, (ii) the grantees of the Green-shoe are given rights to subscribe for additional Shares such that the Company may raise additional funds within the three-month period, (iii) the Exercise Price represents only a slight discount with reference to the recent market Share prices and a substantial premium as compared with the net asset value of Shares as at 31 December 2006 as disclosed above, the Board is of the opinion that the Exercise Period is fair and reasonable.

Green-shoe Conditions: The issue of the Green-shoe is conditional upon, among other things,:

- (i) approval by Independent Shareholders at the SGM;
- (ii) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal the new Shares that may fall to be issued upon exercise of the subscription rights pursuant to the Green-shoe;
- (iii) the authorised share capital of the Company being increased from the existing 1,000,000,000 Shares to 3,000,000,000 Shares; and
- (iv) any other requirement under the Listing Rules and/or of the Stock Exchange.

Completion of the Agreement shall take place on the 3 Business Days upon fulfillment of the Green-shoe Conditions in full, at which time the Green-shoe will be granted to the Placees and Cash Guardian. The Green-shoe Conditions are required to be fulfilled on or before 31 October 2007 or such later date as may be agreed between the Company, the Placing Agent and Cash Guardian. If the Green-shoe Conditions are not fulfilled by such date, the Agreement will terminate.

Transferability: The Green-shoe is not transferable unless written consent of the Company is obtained for such transfer.

Green-shoe Shares to be issued upon exercise

The Green-shoe Shares to be issued upon exercise of the Green-shoe will rank pari passu in all respects with the Shares then in issue at the relevant dates of exercise.

Upon full exercise of the Green-shoe at the initial Exercise Price, a total of 180,300,000 Green-shoe Shares, representing approximately 19.98% of the issued share capital of the Company as enlarged by the Top Up Shares, and approximately 16.65% of the issued share capital of the Company as further enlarged by the Green-shoe Shares (if the Agreement becomes unconditional and is completed).

The Green-shoe Shares will be issued under the special mandate proposed to be sought from the Independent Shareholders at the SGM.

Voting rights of the holders of the Green-shoe

A holder of the Green-shoe will not have any right to vote at the general meetings of the Company by virtue of its being the holder of the Green-shoe.

Listing of the Green-shoe

No listing of the Green-shoe will be sought on the Stock Exchange or any other stock exchange. However, the Company will apply for the listing on the Stock Exchange of the Green-shoe Shares issuable upon the exercise of the Green-shoe.

SHAREHOLDING STRUCTURE

The shareholding structures of the Company (based on information received by the Company and notified pursuant to Part XV of the SFO as at the date of this announcement) before, and after the issue of the Top Up Shares and the Green-shoe Shares are as follows:

	Existing		After issue of the Placing Shares		After issue of the Placing Shares and the Top Up Shares		After issue of the Placing Shares, the Top Up Shares and the Green-shoe Shares	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Cash Guardian, and its Associates and its concert parties	296,140,439	38.35	165,840,439	21.47	296,140,439	32.81	346,140,439	31.97
Other Directors	7,644,300	0.99	7,644,300	0.99	7,644,300	0.85	7,644,300	0.71
ARTAR	103,000,000	13.34	103,000,000	13.34	103,000,000	11.41	103,000,000	9.51
The Places	9,300,000	1.20	139,600,000	18.08	139,600,000	15.47	269,900,000	24.93
Other public	356,141,001	46.12	356,141,001	46.12	356,141,001	39.46	356,141,001	32.88
Total	772,225,740	100.00	772,225,740	100.00	902,525,740	100.00	1,082,825,740	100.00

Note: The Company is not aware that any Places will become a substantial Shareholder of the Company under the Listing Rules after the issue of the Placing Shares, Top Up Shares or Green-shoe Shares.

IMPLICATIONS UNDER THE TAKEOVERS CODE AND APPLICATION FOR WAIVER

As there will be changes in the aggregate percentage shareholdings in respect of Cash Guardian and parties acting in concert with it from 38.35% to 21.47% after the Placing and from 21.47% to 32.81% after the Top Up (namely an increase from below 30% to 30% or more), Cash Guardian and parties acting in concert with it would be obliged to make a general offer for all the other issued Shares under Rule 26.1 of the Takeovers Code. Application for waiver from the obligation to make a general offer under Rule 26 of the Takeovers Code will be made by Cash Guardian to the SFC.

USE OF PROCEEDS

The current principal activities of the Group consist of (a) financial services provided via CFSG including online and traditional brokerage of securities, options, futures and leveraged foreign exchange contracts as well as mutual funds and insurance-linked investment products, margin financing, corporate finance, other financial services; (b) retailing of furniture and household items and trendy digital products; (c) provision of online game services, sales of online game auxiliary products and licensing services; and (d) investment holding.

The Group has been continuously looking for new business opportunities, which could broaden the base of the income stream of the Group and enhance the Shareholders' value. The Board believes that it is fair and reasonable and in the interests of the Shareholders of the Company as a whole to strengthen its funding and capital base of the Group so that the Group will be in the best position to capture investment opportunities ahead. The gross proceeds from the Top Up of approximately HK\$263.2 million and from the exercise (if any) of Green-shoe of approximately HK\$364.2 million shall be used for general investments purposes, including but without limitation, to finance part of the capital contribution under the joint venture agreement in respect of the TD-SCHMA technology as announced by the Company on 19 July 2007.

REFRESHMENT OF GENERAL MANDATE

The general mandate has not been used up since the date of grant on 1 June 2007. The Top Up Shares will use up 96.28% of the general mandate. The Board therefore proposed to pass an ordinary resolution at the SGM to refresh the 20% general mandate so as to allow flexibility for the Board to issue new Shares in the Company as and when necessary, and without seeking further approval from the Shareholders. This could give the Company the flexibility and ability to capture any capital raising or investment or business opportunity as and when it arises. The refreshment of general mandate is subject to approval by the Independent Shareholders at the SGM. An independent financial adviser will be appointed to advise the independent board committee and the Independent Shareholders on the refreshment of the 20% general mandate.

INCREASE IN AUTHORISED SHARE CAPITAL

In order to facilitate the issue of the Green-shoe Shares, an ordinary resolution will be proposed at the SGM to increase the authorised share capital of the Company from 1,000,000,000 Shares to 3,000,000,000 Shares by the creation of an additional 2,000,000,000 Shares.

FUND RAISING FOR THE PAST 12 MONTHS

- (a) In November 2006, the Company effected a 2-for-1 rights issue and had raised new capital of around HK\$60.2 million (after expenses), which had been used as to approximately HK\$40 million to expand its retail business in China and the balance of approximately HK\$20.2 million for general working capital, being the same purpose as disclosed in the announcement issued by the Company dated 11 October 2006.
- (b) On 12 June 2007, the Company announced proposed subscription of 50 million new Shares by each of Cash Guardian and an independent third party at a subscription price of HK\$0.52 per Share. The subscription has been completed on 23 July 2007 and the funds has not been utilised as at the date of this announcement. The Company intends to apply the net proceeds from the subscription of approximately HK\$52 million for general working capital purposes.

Save for the aforesaid, the Company had no fund raising activity in the past 12 months.

GENERAL

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Top Up Shares and the Green-shoe Shares to be issued upon exercise of the Green-shoe.

Cash Guardian is the controlling Shareholder of the Company and is connected person of the Company under the Listing Rules. The entering into the Agreement constitutes a connected transaction for the Company under the Listing Rules which requires the approval of the Independent Shareholders at the SGM. Cash Guardian and its Associates are required to abstain from voting in the resolution to approve the Agreement at the SGM.

An independent financial adviser will be appointed to advise the independent board committee and the Independent Shareholders the terms of the Agreement and the transactions contemplated thereunder and the refreshment of the 20% general mandate.

A circular containing the details of the Agreement, the refreshment of general mandate, the increase of authorised share capital, the letter from the independent financial adviser and the notice of the SGM will be despatched to the Shareholders as soon as practicable.

Trading in the Shares on the Stock Exchange was suspended from 9:30 am on 23 July 2007. The Company has applied to the Stock Exchange for resumption of trading in the Shares from 9:30 am on 26 July 2007.

DEFINITIONS

“Agreement”	the agreement dated 24 July 2007 entered into among the Company, the Placing Agent and Cash Guardian in relation to the proposed grant of the Green-shoe and issue of the Green-shoe Shares upon exercise of the Green-shoe
“ARTAR”	Abdulrahman Saad Al-Rashid & Sons Company Limited, a substantial Shareholder of the Company
“Associates”	has the same meaning ascribed in the Listing Rules
“Business Day”	a business day is a day on which the Stock Exchange is open for the transaction of business
“Cash Guardian”	Cash Guardian Limited, is currently holding 296,042,564 Shares, representing about 38.34% of the existing issued share capital of the Company. Cash Guardian is a controlling Shareholder of the Company, and a company controlled by Mr Kwan Pak Hoo Bankee (Chairman of the Company)
“CFSG Board”	the board of directors of CFSG
“Board”	the board of Directors

“CFSG”	CASH Financial Services Group Limited (stock code: 8122), a company incorporated in Bermuda, whose shares are listed on the Growth Enterprise Market of the Stock Exchange, and is a non-wholly-owned subsidiary and a connected person of the Company
“Company”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda, whose shares are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Exercise Period”	the exercise period of the Green-shoe as set out in the sub-section headed “Exercise Period” in this announcement
“Exercise Price”	the initial exercise price of HK\$2.02 (subject to adjustments) per Green-shoe Share, being the same price of the Placing Share and the Top Up Share. The adjustment events will arise as a result of certain change in the share capital of the Company, including but without limitation to, consolidation or sub-division of Shares, capitalisation of profits or reserves, capital distributions in cash or specie or subsequent issue of securities in the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Green-shoe”	the unlisted green-shoe proposed to be granted by the Company, subject to Green-shoe Conditions, to the Placees and Cash Guardian which confers the rights to subscribe up to HK\$364,206,000 in aggregate in cash for Shares at the Exercise Price of HK\$2.02 per Share (subject to adjustments) during the Exercise Period
“Green-shoe Conditions”	the conditions of the Agreement as set out in the sub-section headed “Green-shoe Conditions” in this announcement
“Green-shoe Share(s)”	the new Shares that may fall to be issued upon exercise of the subscription rights pursuant to the Green-shoe
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than the Placees and Cash Guardian and their respective Associates

“Independent Third Party(ies)”	to the best of the knowledge, information and belief of the Board having made all reasonable enquiry, such company(ies) or person(s) and their respective ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined under the Listing Rules) of the Company
“Last Trading Day”	20 July 2007, being the last trading day for the Shares prior to the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange on the Stock Exchange
“Placing”	the placing of the Placing Shares at the Placing Price pursuant to the Top Up Agreement
“Placing Shares”	130,300,000 existing Shares held by Cash Guardian and to be placed under to the Top Up Agreement
“Placees”	the placees of the Placing Shares to be placed by the Placing Agent under the Placing pursuant to the Placing Agreement, which are all Independent Third Parties
“Placing Agent”	Celestial Securities Limited, being a corporation licensed under SFO to conduct types 1 and 3 regulated activities under SFO, and a wholly-owned subsidiary of CFSG and a non-wholly-owned subsidiary of the Company. It is a also a connected person of the Company under the Listing Rules
“Placing Price”	HK\$2.02 per Placing Share
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held to approve inter alia, the Agreement and the transaction contemplated thereunder, the refreshment of 20% general mandate and the increase of authorised share capital
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholders of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Top Up”	the subscription of the Top Up Shares at the Top Up Price pursuant to the Top Up Agreement

“Top Up Agreement”	the agreement entered into among the Company, Cash Guardian and the Placing Agent on 24 July 2007 in relation to the Placing and the Top Up
“Top Up Conditions”	the conditions of the Top Up as set out in the item of “Top Up Conditions” under the sub-section of “Top Up” under the section of “Top Up Agreement” in this announcement
“Top Up Price”	HK\$2.02 per Top Up Share
“Top Up Share(s)”	130,300,000 new Shares (being the same number of Placing Shares) to be subscribed by Cash Guardian under the Top Up
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the currency of Hong Kong

On behalf of the CFSG Board
Bernard P Law
 Director

On behalf of the Board
Bankee P Kwan
 Chairman

Hong Kong, 25 July 2007

As at the date hereof, the executive directors of the Company are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth and Mr Lin Che Chu George, and the independent non-executive directors of the Company are Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin.

As at the date hereof, the executive directors of CFSG are Mr Kwan Pak Hoo Bankee, Mr Wong Kin Yick Kenneth, Mr Law Ping Wah Bernard and Mr Cheng Man Pan Ben, and the independent non-executive directors of CFSG are Mr Cheng Shu Shing Raymond, Dr Hui Ka Wah Ronnie and Mr Lo Kwok Hung John.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

This announcement, for which the directors of CFSG 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 CFSG. The directors of CFSG, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 for a minimum period of 7 days from the date of its publication and on the website of CFSG at www.cfsg.com.hk.