



CASH Financial Services Group Limited

(Stock Code:8122)

2007 3Q Results

1 January to 30 September

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)**

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

*This report, for which the Directors of CASH Financial Services Group Limited (“Company” or “CFSG”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, : (i) the information contained in this report 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 report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

# Highlights

- Net profit attributable to shareholders increased four-fold to HK\$158.4 million.
- Total revenue increased by 83.0% to HK\$449.6 million.
- Market share remained respectable as we continued to develop our China strategy.
- A strong platform is in place to position us favourably for our future growth, particularly Mainland China.
- Continue to diversify our revenue mix through strengthening existing businesses, enriching product types, and sourcing new income streams.

# Results

The unaudited consolidated results of the Company and its subsidiaries ("Group") for the three months and the nine months ended 30 September 2007 together with the comparative figures for the last corresponding periods are as follows:

Notes	Unaudited three months ended 30 September		Unaudited nine months ended 30 September	
	2007 HK\$'000	2006 HK\$'000 (restated)	2007 HK\$'000	2006 HK\$'000 (restated)
<b>Continuing operations:</b>				
Revenue (3)	<b>196,136</b>	72,507	<b>449,615</b>	245,700
Other operating income	<b>532</b>	2,582	<b>1,202</b>	3,162
Salaries, commission and related benefits	<b>(73,975)</b>	(31,945)	<b>(174,142)</b>	(108,249)
Depreciation and amortisation	<b>(2,865)</b>	(1,567)	<b>(5,539)</b>	(4,852)
Finance costs	<b>(23,416)</b>	(9,028)	<b>(60,420)</b>	(31,850)
Other operating, selling and administrative expenses	<b>(33,224)</b>	(13,895)	<b>(76,563)</b>	(50,925)
Net increase in fair value of listed investments held for trading	<b>3,226</b>	2,255	<b>17,549</b>	6,784
Allowance for bad and doubtful debts	<b>(3,000)</b>	-	<b>(3,000)</b>	-
Profit before taxation	<b>63,414</b>	20,909	<b>148,702</b>	59,770
Taxation charge (4)	<b>(6,500)</b>	(1,201)	<b>(16,800)</b>	(5,291)
Profit for the period from continuing operations	<b>56,914</b>	19,708	<b>131,902</b>	54,479
<b>Discontinued operation:</b>				
Profit (Loss) for the period from discontinued operation (5)	-	(5,798)	<b>27,832</b>	(20,376)
Profit for the period	<b>56,914</b>	13,910	<b>159,734</b>	34,103

	Notes	Unaudited three months ended 30 September 2007		Unaudited nine months ended 30 September 2007	
		HK\$'000	2006 HK\$'000 (restated)	HK\$'000	2006 HK\$'000 (restated)
Attributable to:					
Equity holders of the Company		<b>56,782</b>	13,150	<b>158,387</b>	33,054
Minority interests					
– continuing operations		<b>132</b>	760	<b>682</b>	1,049
– discontinued operation		<b>-</b>	-	<b>665</b>	-
		<b>56,914</b>	13,910	<b>159,734</b>	34,103
Dividends recognised as distribution during the period:					
– 2007 interim					
– HK\$0.02 per share (2006: HK\$0.03 per share)		<b>29,671</b>	41,462	<b>29,671</b>	41,462
– 2006 final					
– HK\$0.02 per share (2005: nil)		<b>-</b>	-	<b>27,661</b>	-
		<b>29,671</b>	41,462	<b>57,332</b>	41,462
Earnings per share	(6)				
From continuing and discontinued operations:					
– Basic		<b>3.9 cents</b>	1.0 cent	<b>11.2 cents</b>	2.4 cents
– Diluted		<b>3.9 cents</b>	0.9 cent	<b>11.2 cents</b>	2.4 cents
From continuing operations:					
– Basic		<b>3.9 cents</b>	1.4 cents	<b>9.3 cents</b>	3.9 cents
– Diluted		<b>3.9 cents</b>	1.4 cents	<b>9.3 cents</b>	3.9 cents

Notes:

## (1) Basis of preparation

The unaudited consolidated results of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants. In addition, the unaudited consolidated accounts include applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

The unaudited consolidated results for the nine months ended 30 September 2007 have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

## (2) Significant accounting policies

The accounting policies and methods of computation used in the preparation of these accounts are consistent with those used in the annual accounts for the year ended 31 December 2006.

The new standards, amendment or interpretations which become effective and therefore are adopted in 2007 have no material impact on the results and financial position of the Group.

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these standards, amendment or interpretations will also have no material impact on the results and the financial position of the Group.

HKFRS 8	Operating segments <sup>1</sup>
HK(IFRIC) – INT 11	HKFRS 2 – Group and Treasury Share Transactions <sup>2</sup>
HK(IFRIC) – INT 12	Service concession arrangements <sup>3</sup>

<sup>1</sup> *Effective for annual periods beginning on or after 1 January 2009.*

<sup>2</sup> *Effective for annual periods beginning on or after 1 March 2007.*

<sup>3</sup> *Effective for annual periods beginning on or after 1 January 2008.*

### (3) Revenue

	Unaudited three months ended 30 September 2007		Unaudited nine months ended 30 September 2007	
	HK\$'000	2006 HK\$'000 (restated)	HK\$'000	2006 HK\$'000 (restated)
<b>Continuing operations:</b>				
Fees and commission income	<b>156,269</b>	55,808	<b>352,192</b>	189,072
Interest income	<b>39,867</b>	16,699	<b>97,423</b>	56,628
	<b>196,136</b>	72,507	<b>449,615</b>	245,700
<b>Discontinued operation:</b>				
Online game subscription income	-	11,731	<b>42,702</b>	17,459
Sales of online game auxiliary products	-	-	<b>33,463</b>	-
Licensing income	-	-	<b>195</b>	-
	-	11,731	<b>76,360</b>	17,459

### (4) Taxation charge

	Unaudited three months ended 30 September 2007		Unaudited nine months ended 30 September 2007	
	HK\$'000	2006 HK\$'000	HK\$'000	2006 HK\$'000
Continuing operations:				
Profits tax:				
- Hong Kong	<b>6,500</b>	1,201	<b>16,800</b>	2,791
Deferred taxation charge	-	-	-	2,500
	<b>6,500</b>	1,201	<b>16,800</b>	5,291

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for both periods.

Part of the deferred tax asset of HK\$2,500,000 had been utilised in 2006 due to assessable profit was expected to be earned by certain subsidiaries. No other deferred tax asset has been recognised in the financial statements due to the unpredictability of future taxable profit streams.

Certain subsidiaries of the Group under discontinued operation are operating in overseas. Taxes on profits assessable elsewhere have been calculated at the rates prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

## (5) Discontinued operation

Pursuant to an ordinary resolution passed by the independent shareholders at the special general meeting of the Company held on 23 April 2007, the disposal of the entire equity interest in Netfield Technology Limited and its subsidiaries ("Game Group") was completed on 1 June 2007. Accordingly, the online game services previously engaged by the Game Group was reclassified as discontinued operation under HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. The comparative figures for 2006 have been reclassified to conform with the current period presentation.

The profit (loss) for the period from discontinued operation is analysed as follows:

	Unaudited three months ended 30 September 2007 HK\$'000		Unaudited nine months ended 30 September 2007 HK\$'000	
	2006 HK\$'000 (restated)		2006 HK\$'000 (restated)	
Loss from discontinued operation for the period	-	(5,798)	(5,758)	(20,376)
Profit on disposal of discontinued operation	-	-	33,590	-
	-	(5,798)	27,832	(20,376)



The results of the Game Group for the current period, which have been included in the consolidated income statement, were as follows:

	Unaudited three months ended 30 September 2007		Unaudited period from 1.1.2007 to 31.5.2007	
	HK\$'000	2006 HK\$'000 (restated)	HK\$'000	nine months ended 30 September 2006 HK\$'000 (restated)
Revenue	-	11,731	<b>76,360</b>	17,459
Other operating income	-	8	<b>339</b>	15
Salaries, commission and related benefits	-	(1,503)	<b>(8,149)</b>	(6,348)
Depreciation and amortisation	-	(1,990)	<b>(4,071)</b>	(5,883)
Finance costs	-	-	-	(14)
Other operating, selling and administrative expenses	-	(14,299)	<b>(70,293)</b>	(25,605)
Write back of allowance for bad and doubtful debts	-	255	-	-
Loss before taxation	-	(5,798)	<b>(5,814)</b>	(20,376)
Taxation credit	-	-	<b>56</b>	-
Loss for the period	-	(5,798)	<b>(5,758)</b>	(20,376)

## (6) Earnings per share

The calculation of basic and diluted earnings per share attributable to the ordinary equity holders of the Company for the three months and the nine months ended 30 September 2007 together with the comparative figures for the prior periods are based on the following data:

	Unaudited three months ended 30 September 2007		Unaudited nine months ended 30 September 2007	
	HK\$'000	2006 HK\$'000 (restated)	HK\$'000	2006 HK\$'000 (restated)
Profit for the purpose of basic and diluted earnings per share				
From continuing and discontinued operations	<b>56,782</b>	13,150	<b>158,387</b>	33,054
From continuing operations	<b>56,782</b>	18,948	<b>130,555</b>	53,430
	Unaudited three months ended 30 September 2007		Unaudited nine months ended 30 September 2007	
	2006	2006	2007	2006
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>1,438,314,491</b>	1,381,051,448	<b>1,409,105,294</b>	1,368,142,107
Effect of dilutive potential ordinary shares assumed exercise of share options	<b>2,709,051</b>	5,542,404	<b>1,996,527</b>	3,130,352
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>1,441,023,542</b>	1,386,593,852	<b>1,411,101,821</b>	1,371,272,459

## (7) Reserves

Unaudited three months ended 30 September 2007						
Notes	Share	Contributed	Share-based	Translation	Retained	Total
	premium	surplus	payment	reserve	(Accumulated	
	HK\$'000	HK\$'000	reserve	reserve	losses)	HK\$'000
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Beginning of the three months period	121,166	200,550	2,496	-	91,842	416,054
Profit for the period, representing						
total recognised income for the period	-	-	-	-	56,782	56,782
Amount transferred to set off						
accumulated losses (a)(iii)	-	(30,000)	-	-	30,000	-
2007 interim dividend paid (a)(ii)	-	-	-	-	(29,671)	(29,671)
Issue of new shares (b)(v)	19,698	-	-	-	-	19,698
End of the three months period	140,864	170,550	2,496	-	148,953	462,863

  

Unaudited three months ended 30 September 2006						
	Share	Contributed	Share-based	Translation	(Accumulated	Total
					premium	
	HK\$'000	HK\$'000	reserve	reserve	Retained	HK\$'000
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	profits	HK\$'000
Beginning of the three months period	221,083	173,550	883	64	(33,774)	361,806
Profit for the period, representing						
total recognised income for the period	-	-	-	-	13,150	13,150
Recognition of employee share option benefits	-	-	1,051	-	-	1,051
End of the three months period	221,083	173,550	1,934	64	(20,624)	376,007

**Unaudited nine months ended 30 September 2007**

Notes	Share premium HK\$'000	Contributed surplus HK\$'000	Convertible		Translation reserve HK\$'000	(Accumulated losses) Retained profits HK\$'000	Total HK\$'000
			loan note equity reserve HK\$'000	Share-based payment reserve HK\$'000			
Beginning of the nine months period	220,970	128,550	-	2,496	(288)	(10,102)	341,626
Profit for the period, representing							
total recognised income for the period	-	-	-	-	-	158,387	158,387
Amount transferred from share premium account to contributed surplus account (c)	(100,000)	100,000	-	-	-	-	-
Amount transferred to set off accumulated losses (a)(i)	-	(28,000)	-	-	-	28,000	-
Amount transferred to set off accumulated losses (a)(ii)	-	(30,000)	-	-	-	30,000	-
Reduction arising from disposal of subsidiaries	-	-	-	-	288	-	288
2006 final dividend paid (a)(i)	-	-	-	-	-	(27,661)	(27,661)
2007 interim dividend paid (a)(ii)	-	-	-	-	-	(29,671)	(29,671)
Issue of new shares (b)(iv) to (v)	19,894	-	-	-	-	-	19,894
End of the nine months period	140,864	170,550	-	2,496	-	148,953	462,863

Unaudited nine months ended 30 September 2006

Notes	Share premium HK\$'000	Contributed surplus HK\$'000	Convertible		Translation reserve HK\$'000	(Accumulated losses) Retained profits HK\$'000	Total HK\$'000
			loan note equity reserve HK\$'000	Share-based payment reserve HK\$'000			
Beginning of the nine months period	130,794	173,550	581	883	-	(53,678)	252,130
Profit for the period, representing							
total recognised income for the period	-	-	-	-	-	33,054	33,054
Conversion of convertible loan note (d)	10,508	-	(308)	-	-	-	10,200
Arising from partial repayment of convertible loan note (b)(i) to (iii)	-	-	(273)	-	-	-	(273)
Issue of new shares (b)(i) to (iii)	82,781	-	-	-	-	-	82,781
Transaction costs attributable to issue of new shares (b)(i) to (iii)	(3,000)	-	-	-	-	-	(3,000)
Recognition of employee share option benefits	-	-	-	1,051	-	-	1,051
Exchange difference arising from translation of foreign operations	-	-	-	-	64	-	64
End of the nine months period	221,083	173,550	-	1,934	64	(20,624)	376,007

Notes:

**(a) Transfer of amount from the contributed surplus account**

- (i) Pursuant to a minutes of a board of Directors' meeting held on 8 June 2007, an amount of HK\$28,000,000 was transferred from the contributed surplus account to the retained earnings account for payment of final dividend for the year ended 31 December 2006 of HK\$27,661,000.
- (ii) Pursuant to a minutes of a board of Directors' meeting held on 3 September 2007, an amount of HK\$30,000,000 was transferred from the contributed surplus account to the retained earnings account for payment of interim dividend for the six months ended 30 June 2007 of HK\$29,671,000.

## **(b) Issue of new shares**

- (i) Pursuant to the placing agreement dated 15 September 2005, a total of 155,000,000 new shares of HK\$0.10 each were issued to placees at a placing price of HK\$0.40 each on 10 January 2006. The gross proceeds from the placing were HK\$62,000,000. These shares rank *pari passu* in all respects with other shares in issue.
- (ii) Pursuant to the subscription agreement dated 15 September 2005, a total of 120,000,000 new shares of HK\$0.10 each were issued to Celestial Investment Group Limited ("CIGL"), the controlling shareholder of the Company, at a subscription price of HK\$0.40 each on 10 January 2006. The gross proceeds from the subscription were HK\$48,000,000. These shares rank *pari passu* in all respects with other shares in issue.
- (iii) On 26 January 2006, 1,170,000 share options were exercised at an exercise price of HK\$0.34 each, resulting in the issue of a total of 1,170,000 new shares of HK\$0.10 each for a total consideration (before expenses) of HK\$397,800. These shares rank *pari passu* in all respects with other shares in issue.
- (iv) On 23 April 2007, 1,000,000 share options were exercised at an exercise price of HK\$0.296 each, resulting in the issue of a total of 1,000,000 new shares of HK\$0.10 each for a total consideration (before expenses) of HK\$296,000. These shares rank *pari passu* in all respects with other shares in issue.
- (v) In July 2007 and August 2007, a total of 62,700,000 share options and 37,800,000 share options were exercised at an exercise price of HK\$0.296 each respectively, resulting in the issue of a total of 100,500,000 new shares of HK\$0.10 each for a total consideration (before expenses) of HK\$29,748,000. These shares rank *pari passu* in all respects with other shares in issue.

## **(c) Transfer of amount from the share premium account**

Pursuant to a special resolution passed on 1 June 2007, the share premium account of the Company as at 1 June 2007 was reduced by an amount of HK\$100,000,000 and such amount was transferred to the contributed surplus account of the Company.

## **(d) Conversion of convertible loan note**

On 18 January 2006, a total of 60,000,000 new shares of HK\$0.10 each were issued upon partial exercise of conversion right attaching to the convertible loan note issued on 1 September 2004 in the sum of HK\$16,200,000 at the conversion price of HK\$0.27 each. These shares rank *pari passu* in all respects with other shares in issue.

# Dividend

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2007 (2006: HK\$0.03 per share).

# Review and Outlook

The Hong Kong stock market, already fuelled by optimism over the 2008 Beijing Olympics and Renminbi-denominated asset appreciation, successively broke records in the third quarter. These came after Beijing's announcement that Mainland individuals would be allowed to invest directly on the Hong Kong Stock Exchange. The Hang Seng market capitalization rose more than 50% to exceed HK\$20 trillion this year. The average daily market turnover almost tripled to HK\$98 billion in the third quarter compared to the average in 2006. Globally, market sell-offs triggered by the US sub-prime lending crisis were quickly reversed after the Fed aggressively cut interest rates to contain the liquidity-induced crisis and to revive the weakening US economy. Market volatility jumped on the back of unwinding of yen carry trades, liquidity squeeze in the banking system, high-profile hedge fund failures, and a full-fledge bank run in the UK. Though negatively affected by these events, Hong Kong bucked the trend with a buoyant initial public offering (IPO) market, especially in September after the summer holiday. New issues were heavily sought after and produced handsome initial returns. H-shares rebounded quickly to lead the market by a wide margin on hopes that the price gap between A-H shares will gradually disappear. In the Mainland, the Shanghai and Shenzhen indices continued to propel and recorded new highs during the early part of the quarter but later came to a halt on concerns that the Central Government would intervene by introducing administrative policies to cool down the overheated market after the 17th Congress of the Chinese Communist Party.

The Group achieved superior results for the third quarter of 2007. Revenue and net profit attributable to shareholders rose 83.0% and 379.2%, respectively. The Group recorded a revenue of HK\$449.6 million compared to HK\$245.7 million for the same period of last year. Net profit attributable to shareholders of HK\$158.4 million was recorded for the period ended 30 September 2007.

Our market share has remained respectable thanks to our strategic alliances with a number of brokerage firms in China. These tie-ups have been instrumental in bringing in new referral business from Mainland clients who have significant investment needs outside of China. Importantly, the efforts we made in previous years to optimise our trading platforms and broaden our delivery channels have us meet a sudden increase in trading volume without compromising our service level at all time.

The brokerage turnover experienced significant growth and recorded successive new highs in the third quarter. This was attributable mainly to the large inflow of funds after the announcement that Mainland individuals would be allowed to invest directly in the Hong Kong stock market and the commencement of QDII investments during the third quarter. Another driver of growth came from the income generated from IPO activities and margin financing.

Our wealth management division regained ground and experienced a steady growth after it re-engineered its pricing strategy earlier this year. Yet, the competition in the financial planning business is as intense as ever. To solidify and expand its market share in this increasingly competitive environment, the division has beefed up recruitment and strengthened employee training. At the same time, it will continue to expand its product offerings, raise service level, and strengthen cross-selling synergy with the house-served brokerage clients.

Benefiting from the general market strength and good investment strategies, the asset management business recorded out-performance on a number of its portfolios and registered healthy growth in overall assets. It will continue to focus its efforts to grow client-base and assets under management while maintaining its superior performance.

As the global markets continued to break new highs, corporate activities such as secondary fund raisings, assets injections, and M&As remained robust. Under this favourable environment, the investment banking unit was particularly active in financial advisory, special transactions, and sourcing IPO sponsorships during the third quarter. It will continue to lay ground for capitalising on the growing IPO pipeline of medium-sized companies in the PRC. The division will remain a key revenue contributor within the Group.

The Group is generally optimistic about the business outlook for the rest of the year. Hong Kong's GDP is expected to show a strong growth of 5%-6% while liquidity remains abundant in anticipation of the Renminbi-asset appreciation and Mainland individuals' direct investments in the local stock market. Financial Services companies like us who have a solid execution platform and a well-established PRC network are likely to benefit from this relaxation of PRC investment policies. Granted, there are challenges and factors ahead that could affect the global and local investment sentiments, such as continued global assets inflation, the seemingly bumpy recovery of the US economy, the tension in the Middle East which has resulted in high energy prices, and China's macroeconomic tightening and its impact on the rest of the world.

Locally, we have built a strong platform that positions us favourably as we aim to accelerate the pace of growth. With the PRC market as our future expansion focus, we continue to equip our platform with multifaceted and diversified capabilities in anticipation of the eventual opening up of financial market in the Mainland. In the mean time, we will continue to collaborate with Mainland securities and brokerage firms for referral opportunities. Overall, we will continue to diversify our revenue mix through strengthening existing businesses, enriching product types, and sourcing new income streams. Our goal is to position CFSG as clients' financial services house of choice that has comprehensive product offerings to meet their diverse financial needs and values their business relationships.

# Directors' Interests in Securities

As at 30 September 2007, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules were as follows:

## A. The Company

### (a) Long positions in the ordinary shares

Name	Capacity	Number of shares		
		Personal	Other interest	Shareholding (%)
Kwan Pak Hoo Bankee	Founder of a discretionary trust	6,000,000	711,978,570*	48.40
Wong Kin Yick Kenneth	Beneficial owner	15,860,000	-	1.07
Law Ping Wah Bernard	Beneficial owner	23,264,000	-	1.57
Cheng Man Pan Ben	Beneficial owner	1,508,000	-	0.10
Cheng Shu Shing Raymond	Beneficial owner	1,100,000	-	0.07
Lo Kwok Hung John	Beneficial owner	720,000	-	0.05
		48,452,000	711,978,570	51.26

- \* The shares were held as to 40,392,000 shares by Cash Guardian Limited ("Cash Guardian") and as to 671,586,570 shares by Celestial Investment Group Limited ("CIGL"), a wholly-owned subsidiary of Celestial Asia Securities Holdings Limited ("CASH"). CASH was owned as to approximately 34.80% by Cash Guardian. Mr Kwan Pak Hoo Bankee ("Mr Kwan") was deemed to be interested in all these shares as a result of his interests in CASH through Cash Guardian as disclosed in the "Substantial Shareholders" below.



**(b) Long positions in the underlying shares – options under share option scheme**

Name	Date of grant	Exercise period	Exercise price per share (HK\$)	Note	Number of options		Percentage to issued shares	
					outstanding as at 1 January 2007	exercised during the period (Note [2])	outstanding as at 30 September 2007	as at 30 September 2007 (%)
Kwan Pak Hoo Banksee	7/7/2006	7/7/2006 – 31/7/2008	0.296	(1)	6,000,000	(6,000,000)	-	-
Wong Kin Yick Kenneth	7/7/2006	7/7/2006 – 31/7/2008	0.296		6,000,000	(6,000,000)	-	-
Low Ping Wah Bernard	7/7/2006	7/7/2006 – 31/7/2008	0.296		6,000,000	(6,000,000)	-	-
Cheng Man Pan Ben	7/7/2006	7/7/2006 – 31/7/2008	0.296		6,000,000	(6,000,000)	-	-
Cheng Shu Shing Raymond	7/7/2006	7/7/2006 – 31/7/2008	0.296		1,000,000	(1,000,000)	-	-
Hui Ka Wah Ronnie	7/7/2006	7/7/2006 – 31/7/2008	0.296		1,000,000	(1,000,000)	-	-
Lo Kwok Hung John	7/7/2006	7/7/2006 – 31/7/2008	0.296		1,000,000	(1,000,000)	-	-
					27,000,000	(27,000,000)	-	-

Notes:

- (1) Mr Kwan is also the substantial shareholder of the Company.
- (2) The options were exercised at an exercise price of HK\$0.296 each by the Directors during the period. The weighted average closing price of the Company's shares immediately before the date of exercise was HK\$0.675 per share.
- (3) No option was granted, lapsed or cancelled during the period.

(c) **Aggregate long positions in the ordinary shares and the underlying shares**

Name	Number of shares	Number of underlying shares	Aggregate in number	Percentage to issued shares as at 30 September 2007 (%)
Kwan Pak Hoo Bankee	717,978,570	-	717,978,570	48.40
Wong Kin Yick Kenneth	15,860,000	-	15,860,000	1.07
Law Ping Wah Bernard	23,264,000	-	23,264,000	1.57
Cheng Man Pan Ben	1,508,000	-	1,508,000	0.10
Cheng Shu Shing Raymond	1,100,000	-	1,100,000	0.07
Lo Kwok Hung John	720,000	-	720,000	0.05
	760,430,570	-	760,430,570	51.26

**B. Associated corporation (within the meaning of SFO)**

**CASH**

(a) *Long positions in the ordinary shares*

Name	Capacity	Number of shares		Shareholding (%)
		Personal	Other interest	
Kwan Pak Hoo Bankee	Founder of a discretionary trust	-	314,042,564*	34.80
Law Ping Wah Bernard	Beneficial owner	27,644,300	-	3.06
Cheng Man Pan Ben	Beneficial owner	63,500	-	0.01
		27,707,800	314,042,564	37.87

\* The shares were held by Cash Guardian. Mr Kwan was deemed to be interested in all these shares as a result of his interests in Cash Guardian as disclosed in the "Substantial Shareholders" below.

(b) Long positions in the underlying shares

(i) Options under share option scheme

Name	Date of grant	Exercise period	Exercise price per share (HK\$)	Number of options			Percentage to issued shares as at 30 September 2007 (%)
				outstanding as at 1 January 2007	granted during the period	outstanding as at 30 September 2007	
Kwan Pak Hoo Bankee	13/11/2006	13/11/2006 - 12/11/2008	0.323	4,000,000	-	4,000,000	0.44
	6/6/2007	6/6/2007 - 31/5/2009	0.490	-	2,500,000	2,500,000	0.28
Wong Kin Yick Kenneth	13/11/2006	13/11/2006 - 12/11/2008	0.323	4,000,000	-	4,000,000	0.44
	6/6/2007	6/6/2007 - 31/5/2009	0.490	-	2,500,000	2,500,000	0.28
Law Ping Wah Bernard	13/11/2006	13/11/2006 - 12/11/2008	0.323	4,000,000	-	4,000,000	0.44
	6/6/2007	6/6/2007 - 31/5/2009	0.490	-	2,500,000	2,500,000	0.28
Cheng Man Pan Ben	6/6/2007	6/6/2007 - 31/5/2009	0.490	-	6,500,000	6,500,000	0.72
				12,000,000	14,000,000	26,000,000	2.88

Note: The options are held by the Directors in the capacity of beneficial owners.

(ii) Green-shoe under the green-shoe agreement dated 24 July 2007

On 10 September 2007, Cash Guardian was granted a green shoe with rights to subscribe up to HK\$101,000,000 in cash for a maximum of 50,000,000 new shares of CASH at the exercise price of HK\$2.02 per share. The green-shoe is exercisable during the three months period from 10 September 2007 to 9 December 2007 and is subject to the terms and conditions of the green-shoe agreement dated 24 July 2007. Mr Kwan was deemed to be interested in the green-shoe held by Cash Guardian as disclosed in the section headed "Substantial Shareholders" below.

(c) *Aggregate long positions in the ordinary shares and the underlying shares*

<b>Name</b>	<b>Number of shares</b>	<b>Number of underlying shares</b>	<b>Aggregate in number</b>	<b>Percentage to issued shares as at 30 September 2007 (%)</b>
Kwan Pak Hoo Bankee	314,042,564	56,500,000	370,542,564	41.06
Wong Kin Yick Kenneth	-	6,500,000	6,500,000	0.72
Law Ping Wah Bernard	27,644,300	6,500,000	34,144,300	3.78
Cheng Man Pan Ben	63,500	6,500,000	6,563,500	0.73
	<u>314,750,364</u>	<u>76,000,000</u>	<u>417,750,364</u>	<u>46.29</u>

Save as disclosed above, as at 30 September 2007, none of the Directors, chief executive or their associates had any personal, family, corporate or other beneficial interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

# Share Option Scheme

Details of share options to subscribe for shares in the Company granted to participants under the share option scheme of the Company during the nine months ended 30 September 2007 were as follows:

Date of grant	Exercise period	Exercise price per share (HK\$)	Notes	Number of options		
				outstanding as at 1 January 2007	exercised during the period (Note (3))	outstanding as at 30 September 2007
<b>Directors</b>						
7/7/2006	7/7/2006 – 31/7/2008	0.296	(1)	27,000,000	(27,000,000)	-
<b>Employees</b>						
7/7/2006	7/7/2006 – 31/7/2008	0.296		73,300,000	(73,300,000)	-
7/7/2006	7/7/2006 – 31/7/2010	0.296	(2)	6,000,000	(1,200,000)	4,800,000
				79,300,000	(74,500,000)	4,800,000
				106,300,000	(101,500,000)	4,800,000

Notes:

- (1) Details of the options granted to the Directors are set out in the section headed "Directors' Interests in Securities".
- (2) The options are vested in 4 tranches as to (i) 25% exercisable from the commencement of the exercise period; (ii) 25% exercisable from the expiry of 12 months from the commencement of the exercise period; (iii) 25% exercisable from the expiry of 24 months from the commencement of the exercise period; and (iv) 25% exercisable from the expiry of 36 months from the commencement of the exercise period.
- (3) In April 2007, July 2007 and August 2007, a total of 1,000,000 share options, 62,700,000 share options and 37,800,000 share options were exercised at an exercise price of HK\$0.296 each respectively. The weighted average closing price of the Company's shares immediately before the date of exercise was HK\$0.675 per share.
- (4) No option was granted, lapsed or cancelled during the period.

# Substantial Shareholders

As at 30 September 2007, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

<b>Name</b>	<b>Capacity</b>	<b>Number of shares</b>	<b>Shareholding (%)</b>
Jeffnet Inc (Note (1))	Trustee of a discretionary trust	711,978,570	48.00
Cash Guardian (Note (1))	Interest in a controlled corporation	711,978,570	48.00
CASH (Note (1))	Interest in a controlled corporation	671,586,570	45.27
CIGL (Note (1))	Beneficial owner	671,586,570	45.27
Mr Al-Rashid, Abdulrahman Saad ("Mr Al-Rashid") (Note (2))	Interest in a controlled corporation	207,636,000	14.00
Abdulrahman Saad Al-Rashid & Sons Company Limited ("ARTAR") (Note (2))	Beneficial owner	207,636,000	14.00

Notes:

- (1) This refers to the same number of 711,978,570 shares which were held as to 671,586,570 shares by CIGL, a wholly-owned subsidiary of CASH, and as to 40,392,000 shares by Cash Guardian (which was 100% beneficially owned by Jeffnet Inc). CASH was owned as to approximately 34.80% by Cash Guardian. Jeffnet Inc held these shares as trustee of The Jeffnet Unit Trust, units of which were held by a discretionary trust established for the benefit of the family members of Mr Kwan. Pursuant to the SFO, Mr Kwan, Jeffnet Inc and Cash Guardian were deemed to be interested in all the shares held by CIGL through CASH. The above interests have already been disclosed as other interest of Mr Kwan in the section headed "Directors' Interests in Securities" above respectively.
- (2) This refers to the same number of 207,636,000 shares held by ARTAR. ARTAR was a 45% owned controlled corporation of Mr Al-Rashid. Pursuant to the SFO, Mr Al-Rashid was deemed to be interested in all the shares held by ARTAR.

Save as disclosed above, as at 30 September 2007, no other parties were recorded in the register required by the SFO to be kept as having an interest of 5% or more of the issued share capital of the Company.

## Competing Interests

None of the Directors or the management shareholders of the Company (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

## Purchase, Sale or Redemption of the Company's Securities

During the nine months ended 30 September 2007, neither our Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

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

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

Hong Kong, 9 November 2007