
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the meanings set out below. Certain other terms are explained in the section headed “Glossary” in this document.

“Access Capital”	Access Capital Limited, one of the Joint Sponsors of the Introduction and a licensed corporation under the SFO which is engaged in types 1 (dealing in securities), 4 (advising on securities), 6 (advising on corporate finance) and 9 (asset management) regulated activities
“Accountants’ Report”	the accountants’ report on the Group for the three years ended 31 December 2006 and the seven months ended 31 July 2007 as set out in Appendix I to this document
“ARTAR”	Abdulrahman Saad Al-Rashid & Sons Company Limited, a substantial Shareholder
“associate(s)”	has the meaning ascribed thereto under the Main Board Listing Rules and/or the GEM Listing Rules (as the case may be)
“Board”	the board of Directors
“Business Day”	a day, excluding Saturday, on which licensed banks are opened for business in Hong Kong
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution at the SGM
“Bye-laws”	the bye-laws of the Company from time to time
“CASH”	Celestial Asia Securities Holdings Limited (Stock code: 1049), the indirect holding company of the Company, a company incorporated with limited liability under the laws of Bermuda and whose shares are listed on the Main Board
“CASH Frederick Taylor”	CASH Frederick Taylor Limited, formerly known as Frederick Taylor International Financial Services Limited, a company incorporated in Hong Kong with limited liability and a 70% owned subsidiary of the Company
“CASH Group”	CASH and its subsidiaries

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“CASH on-line”	CASH on-line Limited (formerly known as CASH on-line Inc.), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Celestial Capital”	Celestial Capital Limited, one of the Joint Sponsors of the Introduction and a licensed corporation under the SFO which is engaged in types 1 (dealing in securities) and 6 (advising on corporate finance) regulated activities; is a wholly-owned subsidiary of the Company
“Celestial Commodities”	Celestial Commodities Limited, a company incorporated with limited liability under the laws of Hong Kong and is a wholly-owned subsidiary of the Company
“Celestial Securities”	Celestial Securities Limited, a company incorporated with limited liability under the laws of Hong Kong and is a wholly-owned subsidiary of the Company
“CFSG” or the “Company”	CASH Financial Services Group Limited (formerly known as CASH on-line Limited) (Stock code on GEM: 8122), a company incorporated with limited liability under the laws of Bermuda on 9 August 2000 and whose Shares are listed on GEM; and upon completion of the Introduction, the Shares will be listed on the Main Board (Stock code on Main Board: 510)
“CIB”	Hong Kong Confederation of Insurance Brokers
“CIGL”	Celestial Investment Group Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and is a wholly-owned subsidiary of CASH; is a Shareholder which was directly interested in 940,221,198 Shares, representing approximately 45.27% of the issued share capital of the Company as at the Latest Practicable Date
“Circular”	the circular to the Shareholders issued by the Company on 30 January 2008 in respect of, inter alia, the Proposed Withdrawal, the Proposed Introduction and the Proposed Share Option Scheme

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“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed thereto under the Main Board Listing Rules and/or GEM Listing Rules (as the case may be)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Main Board Listing Rules and/or GEM Listing Rules (as the case may be). The Company’s controlling shareholder is CIGL, which was directly interested in approximately 45.27% of the issued share capital of the Company as at the Latest Practicable Date, and CASH is the holding company of CIGL
“Convertible Loan Note”	the convertible loan note with a principal amount of HK\$40.5 million at an initial conversion price of HK\$0.27 per Share issued by the Company on 1 September 2004, part of which was converted into Shares by the holder thereof while the remaining balance was fully repaid on 28 June 2006
“CRMG”	CASH Retail Management Group Limited (now known as Oriental Ginza Holdings Limited) (Stock code: 996), a company incorporated with limited liability under the laws of Bermuda and whose shares are listed on the Main Board
“CRMG Group”	CRMG and its subsidiaries
“Directors”	the director(s) of the Company
“First Shanghai”	First Shanghai Capital Limited, the compliance adviser of the Company upon commencement of the listing of the Shares on the Main Board and a licensed corporation under the SFO which is engaged in type 6 (advising on corporate finance) regulated activity
“Futures Exchange”	The Hong Kong Futures Exchanges Limited

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“Futures Exchange Participants”	a person (natural or legal) who is authorised by the Futures Exchange under its rules to trade on or through the Futures Exchange and whose name is registered in the register of exchange participants kept by the Futures Exchange as a person who may trade on or through the Futures Exchange
“GEM”	the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the GEM excludes Main Board
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time and any applicable practice notes, supplementary guidance or other regulation issued by the Stock Exchange
“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
“HK GAAP”	generally accepted accounting principles in Hong Kong
“HKATS”	Hong Kong Futures Automated Trading System operated by the Futures Exchange
“HKEx”	Hong Kong Exchange and Clearing Limited
“HKSCC” or “Hong Kong Clearing”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“HSI”	the Hang Seng Index, a weighted index currently comprising 43 constituent stocks which are representatives of the stock market of the Stock Exchange as a whole
“Independent Third Party(ies)”	any party(ies) which is not connected with any of the Directors, chief executives, substantial Shareholders of the Company or any of its subsidiaries or any of their respective associates
“Introduction” or “Proposed Introduction”	the proposed listing of the entire issued share capital of the Company on the Main Board by way of an introduction pursuant to the Main Board Listing Rules

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“Joint Sponsors”	Access Capital and Celestial Capital
“Latest Practicable Date”	25 January 2008, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Listing Date”	the date on which dealings in the Shares on the Main Board commence, expected to be on 3 March 2008
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which 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 Stock Exchange, as amended, supplemented or otherwise modified from time to time, and any applicable practice notes, supplementary guidance or other regulations issued by the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Netfield”	Netfield Technology Limited, a company incorporated with limited liability under the laws of the British Virgin Islands and was formerly a wholly-owned subsidiary of the Company
“Netfield Group”	Netfield and its subsidiaries which operate and develop online games in the PRC and Taiwan
“OCI”	Office of the Commissioner of Insurance
“PRC”	the People’s Republic of China, for the purpose of this document, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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“Proposed Share Option Scheme”	the proposed share option scheme to be conditionally adopted by the Company at the SGM, a summary of the principal terms of which is set out in the sub-section headed “Proposed Share Option Scheme” in Appendix V to this document
“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the Shares on GEM
“Registered Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SGM”	the special general meeting of the Company to be held on 22 February 2008 to consider and, if thought fit, to approve, among other things, the Proposed Withdrawal, the Proposed Introduction and the Proposed Share Option Scheme
“Share(s)”	ordinary shares(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Exchange Participant”	a person (natural or legal) who is authorised by the Stock Exchange under its rules to trade on or through the Stock Exchange and whose name is entered in the register of exchange participants kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance

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“substantial shareholder(s)”	has the meaning ascribed thereto under the Main Board Listing Rules and/or GEM Listing Rules (as the case may be)
“Takeovers Code”	the Hong Kong Code of Takeovers and Mergers
“Track Record Period”	the period comprising the three financial years ended 31 December 2006 and the seven months ended 31 July 2007
“US”	the United States of America
“HK\$” and “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currencies of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

Unless otherwise specified in this document, amounts denominated in RMB have been translated, for illustration only, into HK\$ at exchange rate of HK\$1.00=RMB0.9569.

The exchange rate above is for reference only. No representation is made that any amounts in RMB, or HK\$ could have been or could be converted at the above rate or at any other rates or at all.