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**CELESTIAL ASIA SECURITIES
HOLDINGS LIMITED**

(incorporated in Bermuda with limited liability)
(Stock code: 1049)



**CASH FINANCIAL SERVICES
GROUP LIMITED**

(incorporated in Bermuda with limited liability)
(Stock code: 510)

AMENDMENT TO THE S&P AGREEMENT

Reference is made to the Joint Announcement.

Pursuant to the Supplemental Agreement, the terms of the S&P Agreement shall be amended to the effect that the Purchaser Call Option shall be exercisable at the discretion of both the Purchaser or its nominee or CGL.

Reference is made to the joint announcement of Celestial Asia Securities Holdings Limited (“CASH”) and CASH Financial Services Group Limited (“CFSG” or “Purchaser”) dated 19 December 2008 (“Joint Announcement”). Unless defined otherwise, terms defined in the Joint Announcement have the same meanings when used in this announcement.

AMENDMENT TO THE S&P AGREEMENT

The S&P Agreement was entered into on 19 December 2008 between CFSG and CGL (a wholly-owned subsidiary of CASH), pursuant to which, inter alia, CFSG has agreed to acquire from CGL the Interest and CGL has agreed to grant to CFSG the Purchaser Call Option upon the First Completion to acquire the remaining 40% of the Equity Interest at the Consideration of approximately HK\$300 million (subject to Adjustments). The Purchaser Call Option is exercisable at the discretion of the Purchaser only.

The parties to the S&P Agreement have entered into a supplemental agreement on 21 May 2009 (“Supplemental Agreement”) pursuant to which the terms of the S&P Agreement shall be amended to the effect that the Purchaser Call Option shall be exercisable at the discretion of both the Purchaser or its nominee or CGL.

Save and except for the aforementioned, the other principal terms of the S&P Agreement remain unchanged.

REASON FOR THE SUPPLEMENTAL AGREEMENT

The CASH Board and CFSG Board consider that the amendment of the exercise right of the Purchaser Call Option will allow higher degree of flexibility for both parties to complete the acquisition of the remaining 40% of the Equity Interest as and when the respective board may consider appropriate, and it will not impose an immediate heavy financial burden on cash flow of the CFSG Group. The terms of the Supplemental Agreement was arrived at arm's length negotiation on normal commercial terms. Accordingly, both the CASH Board and CFSG Board consider that the terms of the Supplemental Agreement are fair and reasonable and beneficial to CASH and CFSG and their respective shareholders as a whole.

By Order of the CASH Board
Suzanne W S Luke
Company Secretary

By Order of the CFSG Board
Suzanne W S Luke
Company Secretary

Hong Kong, 21 May 2009

As at the date hereof, the CASH Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Lin Che Chu George
Mr Law Ping Wah Bernard

Independent non-executive directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin

As at the date hereof, the CFSG Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Chan Chi Ming Benson
Mr Law Ping Wah Bernard
Mr Cheng Man Pan Ben
Mr Yuen Pak Lau Raymond

Independent non-executive directors:

Mr Cheng Shu Shing Raymond
Mr Lo Kwok Hung John
Mr Lo Ming Chi Charles