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**CASH Financial Services Group Limited** 

(Stock code: 510)

## **Celestial Asia Securities Holdings Limited**

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

## **DEFERRAL OF DESPATCH OF CIRCULAR**

in relation to **Very Substantial Acquisition and Connected Transaction involving the** proposed issue of convertible note(s) by **CFSG** 

> -Proposed acquisition of Hong Kong retail business

## DEFERRAL OF DESPATCH OF CIRCULAR

in relation to Very Substantial Disposal - Proposed disposal of Hong Kong retail **business** 

**Very Substantial Acquisition** - Upon full conversion of convertible note(s) proposed to be issued by CFSG

**Continuing Connected Transactions** - Proposed intra-group activities

As additional time is required for the issuance of the accountants' report and the compilation of various financial information for inclusion in the respective circular of CASH and CFSG, the despatch of the circulars will be deferred to on or before 26 May 2009.

Reference is made to the joint announcement issued by Celestial Asia Securities Holdings Limited ("CASH") and CASH Financial Services Group Limited ("CFSG") dated 19 December 2008 ("Announcement") in respect of, among other things, a very substantial disposal and a very substantial acquisition for CASH and a very substantial acquisition and connected transaction and continuing connected transactions for CFSG. Terms used herein shall have the same meanings as ascribed in the Announcement unless the context otherwise requires.

Pursuant to Rule 14.38 of the Listing Rules, a circular of CASH containing, among other things, the details of the S&P Agreement, the principal terms and conditions of the Convertible Note(s), the Agreements and the notice of the CASH SGM shall be despatched to the shareholders of CASH within 21 days after the publication of the Announcement, which is on or before 9 January 2009.

Pursuant to Rules 14.38 and 14A.49 of the Listing Rules, a circular of CFSG containing, among other things, the details of the S&P Agreement, the principal terms and conditions of the Convertible Note(s), the Agreements, the letter from the independent financial adviser, the letter from the independent board committee and the notice of the CFSG SGM shall be despatched to the shareholders of CFSG within 21 days after the publication of the Announcement, which is on or before 9 January 2009.

It is also required that accountants' report, pro-forma financial information and various financial information shall be included in the respective circular of CASH and CFSG. The issuance of the accountants' reports and the compilation of the financial information will be completed in or around the same time as the audit of the final results of CASH and CFSG for the year ended 31 December 2008 finished, which is expected to be at around mid-April 2009. As additional time is required for the issuance of the accountants' report, the compilation of various financial information for inclusion into the respective circular of CASH and CFSG, including the proforma financial information, the indebtedness statement, the review on sufficiency of working capital, and the preparation of the respective circular of CASH and CFSG, the despatch of the circulars will be deferred. CASH and CFSG have applied to the Stock Exchange for a waiver from strict compliance with Rule 14.38 and Rules 14.38 and 14A.49 of the Listing Rules respectively by extending the despatch date of their respective circular to on or before 26 May 2009.

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, 9 January 2009

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

Mr Kwan Pak Hoo Bankee Mr Lin Che Chu George Mr Law Ping Wah Bernard Mr Leung Ka Kui Johnny Mr Wong Chuk Yan Dr Chan Hak Sin

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

*Executive directors:* 

Executive directors:

*Independent non-executive directors:* 

*Independent non-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 Mr Cheng Shu Shing Raymond Mr Lo Kwok Hung John Mr Lo Ming Chi Charles