

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

**If you are in doubt** as to any aspect of this supplemental circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in CASH Financial Services Group Limited (“Company”), you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



**CASH FINANCIAL SERVICES GROUP LIMITED**

**時富金融服務集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 510)**

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR DATED 17 APRIL 2014  
RELATING TO THE RE-ELECTION OF THE RETIRING DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

---

This supplemental circular should be read together with the circular of the Company dated 17 April 2014 (“Circular”) and the notice convening an annual general meeting of the Company (“AGM”) to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 26 May 2014, Monday, at 9:30 am. A revised form of proxy (“Revised Proxy Form”) is also enclosed with this supplemental circular for use at the AGM.

Whether or not you are able to attend the meeting, please complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the Revised Proxy Form will revoke and supersede the Original Proxy Form (as defined herein), but will not preclude you from attending and voting at the meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

9 May 2014

---

## CONTENTS

---

|   | <i>Pages</i> |
|---|--------------|
| <b>Letter from the Board</b>                                    |              |
| Introduction .....  | 1            |
| Re-election of the retiring Director .....                      | 2            |
| Supplemental notice of the AGM and the Revised Proxy Form ..... | 3            |
| Recommendation .....  | 4            |
| Responsibility statement .....                                  | 4            |
| <b>Appendix – The Revised Proxy Form .....</b>                  | <b>5</b>     |
| <b>Supplemental notice of the AGM .....</b>                     | <b>6</b>     |

---

LETTER FROM THE BOARD

---



**CASH FINANCIAL SERVICES GROUP LIMITED**

**時富金融服務集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 510)**

*Executive Directors*

KWAN Pak Hoo Bankee  
LAW Ping Wah Bernard  
CHENG Pui Lai Majone  
NG Kung Chit Raymond

*Registered Office*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-executive Directors*

CHENG Shu Shing Raymond  
LO Kwok Hung John  
LO Ming Chi Charles

*Principal Place of Business*

21/F Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

9 May 2014

*To Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR DATED 17 APRIL 2014  
RELATING TO THE RE-ELECTION OF THE RETIRING DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular which contains, among other matters, information relating to the re-election of the retiring Directors at the AGM. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

Subsequent to the despatch of the Circular, the Company issued an announcement on 30 April 2014 relating to:

- (i) the appointment of Mr Ng Kung Chit Raymond (“Mr Ng”) as an executive Director with effect from 1 May 2014; and
- (ii) the resignation of Mr Chan Chi Ming Benson (“Mr Chan”) as an executive Director and chief executive officer of the Company with effect from 1 May 2014.

Due to the above changes of directors with effect from 1 May 2014,

- (i) Mr Ng, being newly appointed executive Director, shall retire at the AGM and, being eligible, offer himself for re-election at the AGM; and
- (ii) Mr Chan will not offer himself for re-election at the AGM.

In view of the above, the resolution no. 2(A)(i) relating to the re-election of Mr Chan as set out in the notice of the AGM in the Circular will be revised to the re-election of Mr Ng as set out in the supplemental notice of the AGM.

The purpose of this supplemental circular is to provide you with further information in relation to the re-election of the retiring Directors, and to give you a supplemental notice of the AGM and the Revised Proxy Form.

### **RE-ELECTION OF THE RETIRING DIRECTOR**

The Board appointed Mr Ng as an executive Director with effect from 1 May 2014. Details of such appointment were set out in the announcement of the Company dated 30 April 2014.

According to bye-laws 86(2) of the Company, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr Ng will retire at the AGM and, being eligible, will offer himself for re-election.

Below is the biographical information of Mr Ng:

- (1) Mr Ng, aged 45, joined the Board on 1 May 2014. He is in charge of corporate management and operation control of the Group. He is currently the deputy chief executive officer of Pricerite (the retail management business of Celestial Asia Securities Holdings Limited (“CASH”, the holding company of the Company)) in charge of the operations control and back office management of the retail business of CASH. He has extensive management experience in corporate administration and operation.
- (2) Mr Ng graduated from Macquaire University, Australia with a Master degree of Management and the University of Toronto, Canada with a Bachelor degree of Commerce.

---

## LETTER FROM THE BOARD

---

- (3) Mr Ng was an executive director of CASH (stock code: 1049) during the period from 11 December 2009 to 7 October 2013. Save as herein disclosed, Mr Ng has not held any other directorships in listed public companies during the three years preceding the date of this supplemental circular.
- (4) Mr Ng has entered into a service contract with the Company for a term of two years commencing from the date of his appointment and will continue thereafter until terminated by three months' notice in writing served by either party on the other. Mr Ng is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company. Mr Ng is entitled to a monthly salary of HK\$72,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.
- (5) Mr Ng has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.
- (6) Within the meaning of Part XV of the Securities and Futures Ordinance, Mr Ng has the following interests as at the date of this supplemental circular:
  - (a) personal interest of options with right to subscribe for 20,000,000 shares in the Company at the exercise price of HK\$0.0930 each and 30,000,000 shares in the Company at the exercise price of HK\$0.0970 each; and
  - (b) personal interest of options with right to subscribe for 2,250,000 shares in CASH at the exercise price of HK\$0.6240 each.
- (7) Save for disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr Ng that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange ("Listing Rules").

### **SUPPLEMENTAL NOTICE OF THE AGM AND THE REVISED PROXY FORM**

The AGM will be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 26 May 2014, Monday, at 9:30 am as originally scheduled. A supplemental notice of the AGM is set out on pages 6 to 7 of this supplemental circular. A revised ordinary resolution no. 2(A)(i) will be proposed at the AGM for the re-election of Mr Ng as a Director to replace the original resolution for the re-election of Mr Chan as a Director. Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

---

## LETTER FROM THE BOARD

---

The Revised Proxy Form is enclosed with this supplemental circular. Whether or not you are able to attend the meeting, please complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out herein.

Completion and return of the proxy form which was sent together with the Circular (“Original Proxy Form”) and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM should you so wish and in such event, the proxy shall be deemed to be revoked.

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr Ng as a Director as set out in this supplemental circular are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

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

**SPECIAL ARRANGEMENT ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM**

A Shareholder who has not yet lodged the Original Proxy Form with the Company at the correspondence address of 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company.

A Shareholder who has already lodged the Original Proxy Form with the Company should sign and return the Revised Proxy Form in accordance with the instructions printed thereon and should note that:

- (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution for the re-election of Mr Ng as a Director set out in this supplemental circular;
- (ii) if the Revised Proxy Form is lodged with the Company 48 hours prior to the time appointed for holding the AGM (“Closing Time”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company.

Completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.



**CASH FINANCIAL SERVICES GROUP LIMITED**  
**時富金融服務集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 510)**

**SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

**This notice** is supplemental to the notice of the annual general meeting (“**Notice of the AGM**”) dated 17 April 2014 by CASH Financial Services Group Limited (“**Company**”) to convene the annual general meeting (“**AGM**”) of the Company at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 26 May 2014, Monday, at 9:30 am.

Details of the proposed resolutions to be considered at the AGM were stated in the Notice of the AGM. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 17 April 2014. Apart from the amendments stated below, all the information contained in the Notice of the AGM remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 9 May 2014, the following resolution numbered 2.A.(i) as set out in the Notice of the AGM shall be revised from:

“2. A. To re-elect the following retiring Director of the Company for the ensuring year:

(i) **Mr Chan Chi Ming Benson**”

to

“2. A. To re-elect the following retiring Director of the Company for the ensuring year:

(i) **Mr Ng Kung Chit Raymond**”

\* for identification purpose only



---

## SUPPLEMENTAL NOTICE OF THE AGM

---

Save as set out above, all resolutions contained in the Notice of the AGM shall remain to have full force and effect.

By order of the Board  
**Suzanne W S Luke**  
*Company Secretary*

Hong Kong, 9 May 2014

*Notes:*

1. A revised form of proxy ("Revised Proxy Form") is enclosed with the supplemental circular of the Company dated 9 May 2014 ("Supplemental Circular"). Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the Notice of the AGM for details of the other ordinary resolutions to be proposed at the AGM and other relevant matters.