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If you have sold or transferred all your shares in CASH Financial Services Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)****CONTINUING CONNECTED TRANSACTION
IN RELATION TO
PROVISION OF THE BROKERAGE SERVICES
AND
NOTICE OF SPECIAL GENERAL MEETING****The Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders****VINCO**  **城高****Grand Vinco Capital Limited***(A wholly-owned subsidiary of Vinco Financial Group Limited)*

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Independent Board Committee containing its advice to the Independent Shareholders in relation to the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) is set out on pages 13 to 14 of this circular. A letter from Vinco Capital containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) is set out on pages 15 to 23 of this circular.

A notice convening the SGM of CASH Financial Services Group Limited to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 2 December 2015 (Wednesday) at 9:30 am is set out on pages 29 to 30 of this circular. Whether or not you are able to attend the SGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no later than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Algo Group”	CASH Algo Finance Group Limited and its subsidiaries from time to time, which are principally engaged in algorithmic trading and alternative trading business
“Announcement”	the announcement made by the Company on 23 October 2015 in respect of, among other things, the provision of the Brokerage Services
“associate(s)”	has the same meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Brokerage Fees”	the commission, brokerage and fees received by Celestial Securities and Celestial Commodities in respect of the provision of the Brokerage Services to the Confident Profits Group, as more particularly set out in the sub-heading of “The Brokerage Fees” under the heading of “The Brokerage Services Agreement” in the letter from the Board
“Brokerage Services”	the brokerage services for trading of securities, futures and options contracts in Hong Kong and/or any other overseas exchanges
“Brokerage Services Agreement”	the written brokerage services agreement dated 23 October 2015 on same terms and conditions as disclosed in this circular relating to the proposed provision of the Brokerage Services by Celestial Securities and/or Celestial Commodities to the Confident Profits Group from time to time
“CASH”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange, and is the holding company of the Company
“CASH Group”	CASH and its subsidiaries, including the Group
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Celestial Commodities”	Celestial Commodities Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company, and a subsidiary of CASH held through the Company. It is a licensed corporation under the SFO to carry out type 2 (dealing in futures contracts) regulated activity

DEFINITIONS

“Celestial Securities”	Celestial Securities Limited, a company incorporated in Hong Kong with limited liability, which is a wholly-owned subsidiary of the Company, and a subsidiary of CASH held through the Company. It is a licensed corporation under the SFO to carry out type 1 (dealing in securities) regulated activity
“CFSG (China) Group”	CFSG (China) Limited and its subsidiaries, which mainly holds the China’s operation of the Group
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of CASH. It is the substantial shareholder of the Company
“Company”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange, and is a subsidiary of CASH
“Confident Profits”	Confident Profits Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of CASH. It is the holding company of the Confident Profits Group
“Confident Profits Group”	Confident Profits Limited and its subsidiaries (comprising the Algo Group and the CFSG (China) Group), which are subsidiaries of CASH held under CIGL directly
“Directors”	the directors of the Company
“Futures Exchange”	The Hong Kong Futures Exchange Limited
“Group”	the Company and its subsidiaries
“Independent Board Committee”	an independent board committee of the Board, comprising all the independent non-executive Directors, namely Mr Cheng Shu Shing Raymond, Mr Lo Kwok Hung John and Mr Lo Ming Chi Charles, which has been established to advise the Independent Shareholders on the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps)
“Independent Shareholders”	the Shareholders other than CASH and its associates (including CIGL)

DEFINITIONS

“Independent Financial Adviser” or “Vinco Capital”	Grand Vinco Capital Limited, a wholly-owned subsidiary of Vinco Financial Group Limited (stock code: 8340), a corporation licensed to carry out business in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps)
“Latest Practicable Date”	12 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the required standards of dealings regarding securities transactions by Directors or the Model Code for Securities Transactions by Directors of Listed Issuers as set out in the Listing Rules
“Parties”	the parties to the Brokerage Services Agreement, being Confidential Profits, Celestial Securities and/or Celestial Commodities
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held on 2 December 2015 (Wednesday) at 9:30 am to approve the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps), notice of which is set out on pages 29 to 30 of this circular
“Share(s)”	share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollar(s), the currency of Hong Kong

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“US”	United States of America
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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)

Board of Directors:

Executive:

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

Independent non-executive:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business:*

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

13 November 2015

To the Shareholders

Dear Sir/Madam,

CONTINUING CONNECTED TRANSACTION IN RELATION TO PROVISION OF THE BROKERAGE SERVICES

INTRODUCTION

On 23 October 2015, the Company made the Announcement containing, among other things, the proposed provision of the Brokerage Services by the Group to the Confident Profits Group.

* For identification purpose only

LETTER FROM THE BOARD

The Confident Profits Group is a subsidiary of CASH held under CIGL (a wholly-owned subsidiary of CASH), being the substantial shareholder of the Company, and is a connected person of the Company (as defined under the Listing Rules) by virtue of Rule 14A.07(4) of the Listing Rules. The provision of the Brokerage Services constitutes continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the respective applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Brokerage Fees on an annual basis under the Brokerage Services Agreement exceed 5% and the aggregate amount exceeds HK\$10,000,000, the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) are subject to, among other things, the Independent Shareholders' approval at the SGM and annual review requirements under the Listing Rules.

The Independent Board Committee has been established to consider and advise the Independent Shareholders of the terms of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps). Vinco Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms and conditions of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps).

An ordinary resolution will be proposed for approval by the Shareholders at the SGM. CIGL (a wholly-owned subsidiary of CASH and is an associate of CASH) controls or is entitled to exercise control over the voting right in respect of 1,657,801,069 Shares (representing approximately 40.09% of the total issued Shares) as at the Latest Practicable Date, has material interest in the Brokerage Services Agreement. Accordingly, CIGL is required to abstain from voting at the SGM in respect of the ordinary resolution for approving the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps).

The purpose of this circular is to provide you with, among other things, further information regarding the Brokerage Services Agreement and the notice of the SGM.

THE BROKERAGE SERVICES AGREEMENT

Date:	23 October 2015
Parties:	Celestial Securities and Celestial Commodities as services providers and Confident Profits as client.
Services provided:	Celestial Securities and/or Celestial Commodities will provide the Brokerage Services, being brokerage services for trading of securities, futures and options contracts in Hong Kong and/or any other overseas exchanges, to the Confident Profits Group from time to time.
The Brokerage Fees:	The Brokerage Fees will be calculated at: (i) flat brokerage commission rate and fees at commission rate of not more than 0.25% (as agreed from time to time in accordance with the prevailing market rate) subject to monthly minimum of HK\$800,000 to monthly cap of HK\$2,500,000, plus CCASS stock settlement fee charged at 0.002% on transaction value for securities trading under the Stock Exchange for an account of the Confident Profits Group opened at Celestial Securities; and

LETTER FROM THE BOARD

- (ii) commission and fees of not more than HK\$100 per lot per side for trading of futures/options on the Futures Exchange, and commission and fees of not more than US\$25 per lot per side for trading of Singapore Exchange (SGX), Chicago Mercantile Exchange (CME) futures/options products and other overseas exchanges products, and not more than US\$50 per lot per side for trading of London Metal Exchange (LME) products, subject to any other special circumstances such as arm's length negotiated trading volume discounts.

The Brokerage Fees are determined based on arm's length negotiation between the Group and the Confident Profits Group.

The pricing terms for the commission rate and fees as mentioned in (i) above was determined with reference to (a) the current pricing policy of the Group of not more than 0.25% charged to independent clients depending on the type of securities accounts, the trading volume of securities and whether there are commissioned accounts executives servicing the clients in which the account executives shall receive a portion of the fees; (b) the historical low commission rate of not more than 0.1% charged to the Confident Profits Group for its securities trading transactions in year 2014 and for the six months ended 30 June 2015; (c) the discount offered to the Confident Profits Group in lieu of the type of securities accounts without the serving of accounts executives, the minimum monthly commission of HK\$800,000 and the bulk trading volume of securities after taking reference of the prevailing commission rate and fees charged by independent securities firm in Hong Kong for similar brokerage services under the Stock Exchange; and (d) the buffer set in the price range for any increase in commission and fees according to the Group's pricing policy in the coming years.

The pricing terms for the commission and fees as mentioned in (ii) above are charged (a) within the price range of the Group as posted on the website of the Company at www.cashon-line.com depending on the type of contracts and products in different overseas markets, the trading volume, and whether there are commissioned accounts executives servicing the clients in which the account executives shall receive a portion of the fees; (b) the historical low commission rate charged to the Confident Profits Group for its futures/options trading transactions in year 2014 and for the six months ended 30 June 2015; (c) the discount offered to the Confident Profits Group in lieu of the type of futures/options accounts without the serving of accounts executives and the bulk trading volume of futures/options after taking reference of the prevailing commission rate and fees charged by independent brokers firm in Hong Kong for similar trading services under different overseas exchanges; and (d) the buffer set in the price range for any increase in commission and fees according to the Group's pricing policy in the coming years.

LETTER FROM THE BOARD

The Brokerage Services to be provided to the Confident Profits Group are on normal commercial terms and at market rates, which will not be more favorable than those available to independent third party clients of the Group.

The Brokerage Fees (including the CCASS fees) is to be payable when the transaction is concluded. At the end of each month, Celestial Securities will charge additional or refund the excess commission to the Confident Profits Group based on the monthly cap as set out in (i) above.

The annual caps:

The annual caps of the Brokerage Fees will be:

- (i) a sum of up to HK\$100 million for the year ending 31 December 2016;
- (ii) a sum of up to HK\$200 million for the year ending 31 December 2017; and
- (iii) a sum of up to HK\$300 million for the year ending 31 December 2018.

Basis for determining
the annual caps:

The annual caps of the Brokerage Fees were determined after arm's length negotiation between Confident Profits with Celestial Securities and Celestial Commodities based on (i) the Brokerage Fees paid and/or estimated to be paid by the Confident Profits Group for the period from 30 June 2015 to 31 December 2015; (ii) an expected annual growth rate of approximately 20% to 90% in the three years period with anticipated increase in the Brokerage Services due to increase in investment and trading activities of the Algo Group; (iii) the potential increase in the number of the algorithmic trading teams due to expansion of the business the Algo Group in the coming three years; (iv) the buffer of transaction value that the Confident Profits Group would like to obtain in order to provide more flexibility for its investment and trading activities; (v) the benefits taken into consideration by the Group to capture the securities trading activities of the Confident Profits Group so as to earn more commission and fees.

The sentiment of the Hong Kong stock market has been low for the past two years with average daily turnover of the Hang Seng Index (HSI) of HK\$69.5 billion and HK\$62.65 billion for the year 2014 and 2013 respectively. Following the announcement of Shanghai – Hong Kong Stock Connect for the establishment of mutual stock market access between Mainland China and Hong Kong in late 2014, the average daily turnover of HSI soared to HK\$125.3 billion in the first half of 2015. As disclosed in the 2015 interim report of the Group, the Group's revenue for the first half of 2015 also increased significantly by 71.3% to HK\$148.2 million when compared to HK\$86.5 million in 2014.

LETTER FROM THE BOARD

The Board anticipates that with the forthcoming Shenzhen-Hong Kong Stock Connect, the securities turnover of Hong Kong market will keep going upward with the continuous inflow of capital from Mainland China into Hong Kong. The Board is optimistic about the market situation and sentiment in Hong Kong in the near future, and at the same time, the demand of the Confident Profits Group for its investment and trading activities will be experiencing substantial growth in the coming three years with expected growth rate as follows:

	Year 2016	Year 2017	Year 2018
Expected growth rate of Brokerage Services	<u>90%</u>	<u>30%</u>	<u>20%</u>

In addition to the expected growth rate, the Algo Group is in its fast business expansion stage and the number of algorithmic trading teams will be increased significantly in the coming three years. The Board also intends to include a buffer in the proposed annual caps to allow higher flexibility in case of any unexpected market bloom and increase in the need of investment and trading activities of the Algo Group.

Taking into consideration of the above factors, the Board is of the view that the annual caps are set on reasonable assumptions mentioned above.

Duration: Fixed term of three financial years ending 31 December 2018.

The condition precedent of the Brokerage Services Agreement

The Brokerage Services Agreement is conditional upon (among other things) the approval by the Independent Shareholders at the SGM.

If the above condition is not satisfied on or before 31 March 2016 or such later date as may be agreed among the Parties, the Brokerage Services Agreement shall lapse and become null and void immediately (other than the rights and obligations already accrued).

Reasons for and benefits of the Brokerage Services Agreement

The provision of the Brokerage Services is conducted in the ordinary and usual course of business of the Group and on normal commercial terms. The Confident Profits Group intends to utilize the Brokerage Services in order to carry on its algorithmic trading business for investment and trading of securities and futures and options contracts in its ordinary and usual course of business.

LETTER FROM THE BOARD

The Board (including the independent non-executive Directors) considers that the provision of the Brokerage Services will enable the Group to capture the investment and trading activities of the Confident Profits Group and to earn commission, brokerage fees and interest in the usual and ordinary course of business of the Group. The Board (including the independent non-executive Directors) considers that (i) the Brokerage Services is being provided on normal commercial terms and in the ordinary course of business which will not be more favourable than those available to other independent third party clients; (ii) the terms of the Brokerage Services Arrangement are fair and reasonable; and (iii) the provision of the Brokerage Services is in the interest of the Company and the Shareholders as a whole.

RELATIONSHIP AMONG THE PARTIES AND BACKGROUND INFORMATION

Celestial Securities and Celestial Commodities are wholly-owned subsidiaries of the Company, and subsidiaries of CASH held through the Company.

The Confident Profits Group was a subsidiary of the Company prior to its transfer to CASH Group on 30 June 2015. The Confident Profits Group has become a subsidiary of CASH held under CIGL (a wholly-owned subsidiary of CASH), being the substantial shareholder of the Company directly since 30 June 2015, and is a connected person of the Company (as defined under the Listing Rules) by virtue of Rule 14A.07(4) of the Listing Rules.

The Confident Profits Group has been using the brokerage services of Celestial Securities and/or Celestial Commodities for investment and trading of securities and futures and options contracts in its ordinary and usual course of business.

The historical brokerage fees received by the Group from the Confident Profits Group are listed below:

	For the year ended 31 December 2014 HK\$'000	For the six months ended 30 June 2015 HK\$'000
Brokerage Fees received	<u>34,775</u>	<u>26,966</u>

Remarks: The above historical figures and rates were charged to the Confident Profits Group when it was a wholly-owned subsidiary of the Group prior to 30 June 2015, which was one of the factors taken into consideration by the Board in determining the annual caps and the pricing term.

The continuous provision of the brokerage services by the Group to the Confident Profits Group since 30 June 2015 constitutes continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As disclosed in the announcement of the Company dated 15 September 2015 issued in compliance with Rule 14A.76(2) of the Listing Rules in relation to continuing connected transactions, the brokerage fees received by the Group from the Confident Profits Group has exceeded HK\$3 million but less than HK\$10 million. The Board would like to seek approval from the Independent Shareholders at the SGM for the ordinary resolution regarding the provision of the Brokerage Services under the terms and conditions of the Brokerage Services Agreement and the respective annual caps for the three years from 1 January 2016 to 31 December 2018 in compliance with the Listing Rules.

LETTER FROM THE BOARD

As one or more of the respective applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Brokerage Fees on an annual basis under the Brokerage Services Agreement exceed 5% and the aggregate amount exceeds HK\$10,000,000, the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) are subject to, among other things, Independent Shareholders' approval requirement at the SGM and annual review requirements under the Listing Rules.

INFORMATION ON THE GROUP, THE CONFIDENT PROFITS GROUP AND THE CASH GROUP

The current principal activities of the Group consist of brokerage and financial services business including (a) online and traditional brokerage of securities, margin financing and mutual funds investment products mainly conducted through Celestial Securities as well as futures and options trading conducted through Celestial Commodities, and (b) provision of corporate finance, financial advisory, insurance-linked investment products and asset management services mainly conducted through other members of the Group. For additional information, please visit www.cashon-line.com.

Confident Profits (the holding company of the Confident Profits Group) is an investment holding company, which is holding the Algo Group and the CFSG (China) Group. The principal activities of the Algo Group are algorithmic trading business including algorithmic trading and alternative trading, and the principal activity of the CFSG (China) Group is holding the China's operation of the Group, which subsidiaries are mainly engaged in provision of consulting services in the PRC and investment holding.

The current principal activities of the CASH Group consist of (a) the financial services business carried out via the Group as aforementioned; (b) algorithmic trading business including algorithmic trading and alternative trading; (c) retail management business including sales of furniture and household items and electrical appliances through the chain stores under the brand names of "Pricerite" in Hong Kong and "生活經艷" (translated as Sheng Huo Jing Yan) in the PRC; (d) mobile internet services business including provision of mobile internet (to include content, operations and distribution activities) services and online game (sales of online game auxiliary products and licensing) services; and (e) investment holding. For additional information, please visit www.cash.com.hk.

GENERAL

The Independent Board Committee has been established to consider and advise the Independent Shareholders of the terms of the Brokerage Services Agreement. Vinco Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms and conditions of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps).

THE SGM

Set out on pages 29 to 30 of this circular is a notice convening the SGM to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong at 9:30 am on 2 December 2015 (Wednesday) at which an ordinary resolution will be proposed to be considered and, if thought fit, be passed by the Independent Shareholders for the approval of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) by poll.

LETTER FROM THE BOARD

As no Director has material interest in the Brokerage Services Agreement, no Director has abstained from voting on the relevant board resolution approving the Brokerage Services Agreement.

CIGL (a wholly-owned subsidiary of CASH and is an associate of CASH) controls or is entitled to exercise control over the voting right in respect of 1,657,801,069 Shares (representing approximately 40.09% of the total issued Shares) as at the Latest Practicable Date, has material interest in the Brokerage Services Agreement. Accordingly, CIGL is required to abstain from voting at the SGM in respect of the ordinary resolution for approving the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps).

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, please complete and return the form of proxy 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 SGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors (including the members of the Independent Board Committee after receiving and considering the advice from the Independent Financial Adviser) are of the opinion that the terms of the Brokerage Services Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the Brokerage Services Agreement is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the members of the Independent Board Committee after receiving and considering the advice from the Independent Financial Adviser) recommend the Independent Shareholders to vote in favour of the ordinary resolution relating to the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) to be proposed at the SGM.

Your attention is also drawn to the letters from the Independent Board Committee and Vinco Capital and their respective recommendations set out on pages 13 to 14 and pages 15 to 23 of this circular, respectively.

ADDITIONAL INFORMATION

Your attention is also drawn to the appendix to this circular.

Yours faithfully,
On behalf of the Board
Bankee P. Kwan
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

13 November 2015

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION IN RELATION TO PROVISION OF THE BROKERAGE SERVICES

We refer to the circular dated 13 November 2015 of the Company (“Circular”) of which this letter forms part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

We have been appointed to form an Independent Board Committee to consider the terms of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps) and to advise the Independent Shareholders whether, in our opinion, the terms of the Brokerage Services Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the Brokerage Services Agreement is in the interests of the Company and the Shareholders as a whole. Vinco Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps).

We wish to draw your attention to the letter from the Board set out on pages 5 to 12 of the Circular which contains, inter alia, information on the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps) and the letter from Vinco Capital set out on pages 15 to 23 of the Circular which contains its advice in respect of the terms of the Brokerage Services Agreement and transactions contemplated thereunder (including the annual caps).

* For identification purpose only

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms and conditions of the Brokerage Services Agreement and taken into account the advice of Vinco Capital, we consider that the terms of the Brokerage Services Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the Brokerage Services Agreement is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps).

Yours faithfully
Independent Board Committee
Cheng Shu Shing Raymond
Lo Kwok Hung John
Lo Ming Chi Charles
Independent non-executive Directors

LETTER FROM VINCO CAPITAL

The following is the text of a letter of advice from Vinco Capital to the Independent Board Committee and the Independent Shareholders in connection with the continuing connected transaction under the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps), which has been prepared for the purpose of incorporation in this circular:



Grand Vinco Capital Limited

Units 4909-4910, 49/F., The Center
99 Queen's Road Central, Hong Kong

13 November 2015

*To the Independent Board Committee and the Independent Shareholders of
CASH Financial Services Group Limited*

Dear Sirs,

CONTINUING CONNECTED TRANSACTION IN RELATION TO PROVISION OF THE BROKERAGE SERVICES

A. INTRODUCTION

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms and conditions of the Brokerage Services Agreement and the respective annual caps, details of which are set out in the Letter from the Board contained in the circular of the Company dated 13 November 2015 ("Circular") to the Shareholders, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings ascribed to them in the Circular unless the context otherwise requires.

The Board announced on 23 October 2015 that Celestial Securities and Celestial Commodities (being wholly-owned subsidiaries of the Company) as service providers and Confident Profits (a subsidiary of CASH, the holding company of the Company) as customer entered into the Brokerage Services Agreement relating to the proposed provision of the Brokerage Services.

Given that the Confident Profits Group is a subsidiary of CASH held under CIGL (a wholly-owned subsidiary of CASH), being the substantial shareholder of the Company, and is a connected person of the Company under Chapter 14A.07(4) of the Listing Rules and the corresponding transactions contemplated under the Brokerage Services Agreement constitute continuing connected transaction for the Company.

As one or more of the respective percentage ratios calculated with reference to the Brokerage Fees on an annual basis under the Brokerage Services Agreement exceed 5%, and the annual amounts exceed HK\$10 million, the Brokerage Services Agreement constitutes non-exempt continuing connected transaction for the Company. Accordingly, the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

LETTER FROM VINCO CAPITAL

The Independent Board Committee comprising Mr Cheng Shu Shing Raymond, Mr Lo Kwok Hung John and Mr Lo Ming Chi Charles, all being the independent non-executive Directors, has been formed to advise the Independent Shareholders on the terms of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps). We have been appointed and approved by the Independent Board Committee, as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Brokerage Service Agreement and the transactions contemplated thereunder (including the annual caps). In our capacity as the independent financial adviser to the Independent Board Committee and the Independent Shareholders for the purposes of the Listing Rules, our role is to give you an independent opinion as to whether the terms of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) are on normal commercial terms, in the ordinary course of business, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

As at the Latest Practicable Date, we are not connected with the directors, chief executive and substantial shareholders of the Company or any of their respective subsidiaries or their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any of their respective subsidiaries or their respective associates and, as at the Latest Practicable Date, did not have any shareholding, directly or indirectly, in any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group. We were not aware of any relationships or interest between us and the Company or any other parties that could be reasonably be regarded as hindrance to our independence as defined under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Brokerage Services Agreement, including the respective annual caps. We are eligible to give independent advice and recommendations on the Brokerage Services Agreement, including the respective annual caps. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates. During the past two years, we have been appointed as (i) the independent financial adviser to the Company regarding to continuing connected transaction for financial assistance of which the circular date 14 February 2014 and (ii) the independent financial adviser to the Company regarding the special deal of which the circular dated 22 April 2015. The professional fees in connections with the appointments have been fully settled and we are not aware of the existence of or change in any circumstances that would affect our independence. Accordingly, we consider that we are eligible to give independent advice on the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps).

B. BASIS OF OUR OPINION AND RECOMMENDATION

In forming our opinion and recommendation, we have relied on the information, facts and representations contained or referred to in the Circular and the information, facts and representations provided by, and the opinions expressed by the Directors, management of the Company and its subsidiaries. We have assumed that all information, facts, opinions and representations made or referred to in the Circular were true, accurate and complete at the time they were made and continued to be true, accurate and complete as at the date of the Circular and that all expectations and intentions of the Directors, management of the Company and its subsidiaries, will be met or carried out as the case may be. We have no reason to doubt the truth, accuracy and completeness of the information, facts, opinions

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and representations provided to us by the Directors, management of the Company and its subsidiaries. The Directors have confirmed to us that no material facts have been omitted from the information supplied and opinions expressed. We have no reason to doubt that any relevant material facts have been withheld or omitted from the information provided and referred to in the Circular or the reasonableness of the opinions and representations provided to us by the Directors, management of the Company and its subsidiaries.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading.

We have relied on such information and opinions and have not, however, conducted any independent verification of the information provided, nor have we carried out any independent investigation into the business, financial conditions and affairs of the Group or its future prospect.

Based on the foregoing, we confirm that we have taken all reasonable steps to arrive at our opinion and recommendation, which are applicable to the terms of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps), as referred to in Rule 13.80 of the Listing Rules (including the notes thereto).

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) and, except for its inclusion in the Circular and for the purpose of the SGM, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

C. PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps), we have considered the following principal factors and reasons:

1. Background and reasons for the entering into of the Brokerage Services Agreement

(i) Information of the Group

The current principal activities of the Group consist of provision of brokerage and financial services business including (a) online and traditional brokerage of securities, margin financing and mutual funds investment products mainly conducted through Celestial Securities as well as futures and options trading conducted through Celestial Commodities, and (b) provision of corporate finance, financial advisory, insurance-linked investment products and asset management services mainly conducted through other members of the Group. For additional information, please visit www.cashon-line.com.

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(ii) Information on the Confident Profits Group

Confident Profits (the holding company of the Confident Profits Group) is an investment holding company, which is holding the Algo Group and the CFSG (China) Group. The principal activities of the Algo Group are algorithmic trading business including algorithmic trading and alternative trading, and the principal activity of the CFSG (China) Group is holding the China's operation of the Group, which subsidiaries are mainly engaged in provision of consulting services in the PRC and investment holding.

(iii) Information on the CASH Group

The current principal activities of the CASH Group consist of (a) the financial services business carried out via the Group as aforementioned; (b) algorithmic trading business including algorithmic trading and alternative trading; (c) retail management business including sales of furniture and household items and electrical appliances through the chain stores under the brand names of "Pricerite" in Hong Kong and "生活經艷" (translated as Sheng Huo Jing Yan) in the PRC; (d) mobile internet services business including provision of mobile internet (to include content, operations and distribution activities) services and online game (sales of online game auxiliary products and licensing) services; and (e) investment holding. For additional information, please visit www.cash.com.hk.

(iv) Reasons for entering into the Brokerage Services Agreement

Regarding the financial services provided by the Group, the Group has been providing brokerage services for investment and trading of securities and futures and options contracts in its ordinary and usual course of business to the Confident Profits Group. We noted that brokerage services have been a stable source of revenue to consolidated accounts of the Group. According to the audited consolidated financial report of the Group for year ended 31 December 2014 ("2014 Annual Report"), financial services (including brokerage services) is now the only one reportable and operating segment of the Group.

Moreover, the Confident Profits Group intends to utilise the Brokerage Services in order to carry on its algorithmic trading business for investment and trading of securities and futures and options contracts in its ordinary and usual course of business. The financial services to be provided to the Confident Profits Group are of the similar nature to those provided to ordinary clients of the Group. As such, we are of the view that the entering into of the Brokerage Services Agreement is conducted in the ordinary and usual course of business of the Company.

As stated in the Letter from the Board, the Directors consider that the provision of the Brokerage Services will enable the Group to capture the investment and trading activities of the Confident Profits Group and to earn commission, brokerage fees and interest in the usual and ordinary course of business of the Group.

Having considered that (i) the provision of the Brokerage Services is one of the principal business activities of the Group; (ii) the entering into of the Brokerage Services Agreement would allow flexibility for Celestial Securities and/or Celestial Commodities to provide Brokerage Services to Confident Profits, which is in line with the dedication of the Group in expanding its

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business; and (iii) the historical and potential revenue distribution from the Confident Profits Group which can enhance revenue portfolio of the Group, we consider that the entering into of the Brokerage Services Agreement would provide the Group with additional opportunity to maximise its commission and brokerage fees, and to broaden its income source when Confident Profits utilise the Brokerage Services, and are therefore of the opinion that the entering into of the Brokerage Services Agreement is conducted in the ordinary and usual course of business of the Company, and is in the interest of the Company and the Shareholders as a whole.

(v) *Prospects of Hong Kong financial market*

With reference to the HKEx Fact Book 2014, the equity markets continued to show signs of growth in multiple dimensions amid buoyant primary market activities. At the end of 2014, the total market capitalisation of the securities market (including the Main Board and the Growth Enterprise Market (GEM) of the Stock Exchange) was approximately HK\$25,071.8 billion which is 4% higher than at year-end 2013. The year's highest single-day turnover in the securities market was approximately HK\$148.3 billion on 5 December while the lowest level was approximately HK\$39.7 billion on 26 May as compared to the high of approximately HK\$128.4 billion and low of approximately HK\$38.6 billion in 2013. In 2014, there were also a record high of 122 newly listed companies on the Main Board and GEM and the funds raised through initial public offering (IPO) increased year-on-year by approximately 38% to HK\$232.5 billion.

According to the HKEx monthly market highlights for September 2015, we noted that the average daily turnover of securities for the first nine months of 2015 was approximately HK\$117.2 billion, an increase of approximately 78% when compared with approximately HK\$65.7 billion for the same period last year. In addition, the average daily turnover of futures and options for the first nine months of 2015 was 812,043 contracts, an increase of approximately 51% when compared with the 536,593 contracts for the same period last year.

As discussed with the Directors, given the aforementioned favourable market situation, they are optimistic about the stock markets in Hong Kong, anticipate that more potential investment opportunities may arise in the near future. Based on the aforesaid analysis, we concur with the Directors' view that there would be an expected increase in the trading volume of securities amid the improvement in the stock market and the prevailing investment sentiment in Hong Kong. Given that the Group is exploring further business opportunities with the Confident Profits Group involving provision of the Brokerage Services by the Group, we consider that the proposed annual caps in respect of the transactions contemplated under the Brokerage Services Agreement to be justifiable.

2. Principal terms of the Brokerage Services Agreement

The following table summarises the major terms of the Brokerage Services Agreement:

Date:	23 October 2015
Effective Period:	From 1 January 2016 to 31 December 2018

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Parties:	Celestial Securities and Celestial Commodities, as services providers and Confident Profits as client
Nature of transactions contemplated thereunder:	Provides to the Confident Profits Group the Brokerage Services, being brokerage services for trading of securities, futures and options contracts in Hong Kong and/or any other overseas exchanges
Calculation of the Brokerage Fees:	<p>(i) flat brokerage commission rate at commission rate range of not more than 0.25% (as agreed from time to time in accordance with the prevailing market rate) subject to monthly minimum of HK\$800,000 to monthly cap of HK\$2,500,000, plus CCASS stock settlement fee charged at 0.002% on transaction value for securities trading under the Stock Exchange for an account of the Confident Profits Group opened at Celestial Securities; and</p> <p>(ii) commission and fees of not more than HK\$100 per lot per side for trading of futures/options on the Futures Exchange and commission and fees of not more than US\$25 per lot per side for trading of Singapore Exchange (SGX), Chicago Mercantile Exchange (CME) futures/options products and other overseas exchanges products, and not more than US\$50 per lot per side for trading of London Metal Exchange (LME) products, subject to any other special circumstances such as arm's length negotiated trading volume discounts.</p>

Set out below are the proposed annual caps under the Brokerage Services Agreement:

	Proposed annual caps		
	For the financial year ending		
	31 December		
	2016	2017	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Brokerage Fees	<u>100,000</u>	<u>200,000</u>	<u>300,000</u>

Pursuant to the Brokerage Services Agreement, the provision of the Brokerage Services by Celestial Securities and Celestial Commodities to the Confident Profits Group shall be on normal commercial terms in accordance with market price and practice and at any event no more favourable than those available to other independent third party clients of the Group. The Brokerage Fees are determined based on arm's length negotiation between the Group and the Confident Profits Group. The Brokerage Fees (including the CCASS fees) is to be payable when the transaction is concluded. At the end of each month, Celestial Securities will charge additional or refund the excess commission to the Confident Profits Group based on the monthly cap as set out in (i) above.

For our due diligence purpose, we discussed with the Directors that the Company has been searching for the quotation of which has similar principal terms of the Brokerage Services Agreement in the relevant market. With reference to a quotation from an independent securities broking firm in

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Hong Kong regarding the flat brokerage commission rate and fees for securities trading under the Stock Exchange, we noted that the flat brokerage commission rate and fees charged by other securities broking firm on the market and the principal terms thereunder were generally comparable to those offered by Celestial Securities to the Confident Profits Group as mentioned in above. The pricing and payment terms quoted by the independent securities broking firm are similar with those agreed between the Celestial Securities and the Confident Profits Group as the monthly commission cap quoted by the independent securities broking firm is within the range of the monthly cap offered by the Celestial Securities and the payment terms of securities transactions stated by the independent securities broking firm are paying on a transaction date plus two days, the independent securities broking firm is entitled to charging additional or refunding the excess commission based on the monthly cap set which are the same payment terms stipulated in the Brokerage Services Agreement. With reference to the prevailing market price and practice of the major securities broking firms in the relevant market, we noted that the current market commission rates on dealing in securities in Hong Kong are generally ranging from 0.01% to 0.25% of the transaction amount of which are similar to those stipulated in the Brokerage Services Agreement. And we also noted that we were not aware of any material difference between the terms of the market comparable and those offered by Celestial Securities to the Confident Profits Group.

Regarding to the commission and fees for futures and options trading, we have reviewed the quotation from three independent securities broking firms in Hong Kong for trading of futures and options under the Futures Exchange, Singapore Exchange (SGX), Chicago Mercantile Exchange (CME) and London Metal Exchange (LME). We noted that the commission and fees charged by other securities broking firms on the market and the principal terms thereunder were generally comparable to those offered by Celestial Commodities to the Confident Profits Group as mentioned in above. The capped pricing quoted by the independent securities broking firm are ranging from approximately HK\$90 – HK\$100 per lot per side for Future Exchange, US\$15 – US\$40 per lot per side for SGX, US\$20 – US\$40 per lot per side for CME and US\$30 – US\$40 per lot per side for LME which are similar with those pricing stipulated in the Brokerage Services Agreement. The settlement date of the transactions stated by the independent securities broking firm is on trading date which is the same with settlement date agreed between the Celestial Commodities and the Confident Profits Group. And we also noted that we were not aware of any material difference between the terms of the market comparables and those offered by Celestial Commodities to the Confident Profits Group.

Moreover, we have reviewed the Group's internal record of the Confident Profits Group and the independent third party clients. We noted that similar terms and clauses including but not limited to the brokerage commission rate and payment terms for the Brokerage Services were offered to the Confident Profits Group and the independent third party clients. For the pricing and payment term agreed between the independent third party clients and the Celestial Commodities, they are similar with those agreed between the Confident Profits Group and the Celestial Commodities as the capped prices are approximately HK\$100 per lot per side for Future Exchange, US\$25 per lot per side for SGX, US\$25 per lot per side for CME and US\$50 per lot per side for LME and the settlement date of the transactions agreed with the independent third party clients with Celestial Commodities is on trading date which is the same with settlement date agreed between Celestial Commodities and the Confident Profits Group. Furthermore, as confirmed by the Directors, going forward the rates, fees and terms for Brokerage Services to be offered to the Confident Profits Group will be similar to those offered by Celestial Commodities to independent third party clients, which will be determined with reference to the then prevailing market price and practice of the major securities broking firms in the relevant market and after considering the trading volume, creditworthiness and financial standing of the clients and the prevailing market condition.

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3. Basis of the proposed annual caps

The proposed annual caps were determined by the Company after taking into consideration the principal factors as set out under the paragraph headed “Basis for determining the annual caps” in the Letter from the Board.

In determining the proposed annual caps for the Brokerage Fees on dealing in securities, futures and options trading from the Confident Profits Group, the Directors have made reference to the Brokerage Fees paid and/or estimated to be paid by the Confident Profits Group for in relation to commission and brokerage income from dealings in securities, futures and options. We have reviewed the basis and the assumptions of the annual caps for the Brokerage Fees from the Confident Profits Group. We noted that the caps for the brokerage fee from the Confident Profits Group was arrived by taken into consideration of (i) the Brokerage Fees paid and/or estimated to be paid by the Confident Profits Group for the period from 30 June 2015 to 31 December 2015; (ii) an expected annual growth rate of approximately 20% to 90% in the three years period with anticipated increase in the Brokerage Services due to increase in investment and trading activities of the Algo Group; (iii) the potential increase in the number of the algorithmic trading teams due to expansion of the business the Algo Group in the coming three years; (iv) the buffer of transaction value that the Confident Profits Group would like to obtain in order to provide more flexibility for its investment and trading activities; and (v) the benefits taken into consideration by the Group to capture the securities trading activities of the Confident Profits Group so as to earn more commission and fees.

We have discussed with the Directors regarding the principal factors in determining the annual caps for the Brokerage Fees to the Confident Profits Group. Regarding the fairness and reasonableness on the expected annual growth rate, as advised by the Directors, with reference to riding on the implementation of the Shanghai-Hong Kong Stock Connect scheme which was launched on 17 November 2014 by the Stock Exchanges of Hong Kong and the Mainland, a non-binding memorandum of understanding (MOU) for the proposed development of a trading link between Hong Kong Futures Exchange Ltd (HKFE) and the London Metal Exchange (LME) called “London-Hong Kong Connect” was signed on 21 October 2015 and The People’s Bank of China Governor Zhou Xiaochuan announced plan in article on 4 November 2015 that the Stock Exchange and Securities and Futures Commission have completed the preparation. Once the approval from the Chinese authorities is received, the scheme of the Shenzhen-Hong Kong Stock Connect can be launched very soon. The Directors are optimistic about the market condition in Hong Kong in the near future and expect there would be more dealing activities of securities, futures and options or financing activities arising from the investments and business expansion of the Confident Profits Group. According to the Stock Exchange monthly market highlights for September 2015, we noted that the average daily turnover of securities for the first nine months of 2015 was approximately HK\$117.2 billion, an increase of approximately 78% when compared with approximately HK\$65.7 billion for the same period last year and such increase was mainly due to the launched Shanghai-Hong Kong Stock Connect scheme. Thus, we concur with the Directors’ view that with the forthcoming Shenzhen-Hong Kong Stock Connect, the securities turnover of Hong Kong market will keep going upward with the continuous inflow of capital from Mainland China into Hong Kong.

Moreover, as stated in the interim report 2015 of the Group, revenue of the financial services group from securities brokerage increased significantly in the second quarter of 2015 and commodities brokerage increased steadily in the first half of 2015 and commission income from brokerage grows

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by approximately 82% to HK\$132.2 million compared to the first half of 2014. We noted that there is significant increase in commission income and fee. Furthermore, we have reviewed the Group's internal records of the independent third parties. We noted that there was approximately 352% growth of turnover from the first nine months of 2014 to that of 2015 for the independent third parties of which turnover was approximately 30% of the total turnover of the Company. Thus, we concur with the Director's view that the expected annual growth rate was approximately 90% with 14% buffer for pricing adjustment due to significant increase of trading volume. As the expected annual growth rate proposed by the Company were based on the future market condition in Hong Kong and were within the historical growth rate of the Company, we are of the view that the expected annual growth rate in determining the annual caps is fair and reasonable as far as the Company and the Independent Shareholders are concerned.

After our discussion with the Directors, we are given to understand that the business of the Algo Group has been expanding in the coming three years through a significant increase in the number of the algorithmic trading teams. We concur with the Directors' view that the expanding of the algorithmic trading teams may add value to the Confident Profits Group for capturing the potential business opportunities and generating future revenue.

In addition, we consider the fact that the size of securities, futures and options and the Brokerage Fees may vary annually in accordance with the market conditions. Hence, we concur with the Directors' view that the inclusion of a buffer into the annual caps for the Brokerage Fees is justifiable.

In light of the above and given that (i) the positive trend in the equity market in Hong Kong and (ii) such caps are of revenue nature which will inevitably enable the Group to capture the potential business opportunities, from the Confident Profits Group and therefore increase the revenue of the Group, we consider that the proposed annual caps for the Brokerage Fees from the Company for the three financial years ending 31 December 2018 to be fair and reasonable as far as the Company and the Independent Shareholders are concerned.

D. CONCLUSION

Having considered the above reasons, we are of the view that the terms of the Brokerage Services Agreement and the transactions contemplated thereunder (including the annual caps) are entered into in the ordinary and usual course of business of the Group and on normal commercial terms, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the SGM in this regard.

Yours faithfully,
For and on behalf of
Grand Vinco Capital Limited
Alister Chung
Managing Director

Note: Mr Alister Chung is a licensed person registered with the Securities and Future Commission of Hong Kong and a responsible officer of Grand Vinco Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong for over 10 years.

1. RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

2. DIRECTORS' INTERESTS IN SECURITIES

As at the Latest Practicable Date, the interests and 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 SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were recorded in the register required to be kept under section 352 of the SFO, or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

A. The Company

Long positions in the Shares

Name	Capacity	Number of Shares		Shareholding (%)
		Personal	Corporate interest	
Kwan Pak Hoo Bankee	Beneficial owner and interest in a controlled corporation	–	1,657,801,069*	40.09
Lo Kwok Hung John	Beneficial owner	1,255,500	–	0.03
		<u>1,255,500</u>	<u>1,657,801,069</u>	<u>40.12</u>

* The Shares were held by CIGL, a wholly-owned subsidiary of Praise Joy Limited (which was 100% beneficially owned by CASH (the holding company of the Company)). Pursuant to the SFO, Mr Kwan Pak Hoo Bankee ("Mr Kwan") was deemed to be interested in a total of 34.41% shareholding interest in CASH, details of which are disclosed in the heading of "substantial shareholders" below. Mr Kwan was deemed to be interested in all these Shares held by CIGL as a result of his interests in CASH.

B. Associated corporation (within the meaning of SFO)

CASH

(a) Long positions in the ordinary shares of HK\$0.10 each

Name	Capacity	Number of shares		Shareholding (%)
		Personal	Corporate interest	
Kwan Pak Hoo Bankee	Beneficial owner and interest in a controlled corporation	4,260,000	281,767,807*	34.41
Law Ping Wah Bernard	Beneficial owner	27,345,312	–	3.29
		<u>31,605,312</u>	<u>281,767,807</u>	<u>37.70</u>

* The shares were held by Cash Guardian Limited, which was 100% beneficially owned by Mr Kwan. Mr Kwan was deemed to be interested in all these shares as a result of his interests in Cash Guardian Limited.

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

Name	Date of grant	Option period	Exercise price per share (HK\$)	Number of options outstanding	Percentage to issued shares (%)
Kwan Pak Hoo Bankee	02/09/2014	02/09/2014 – 31/08/2018	0.478	6,480,000	0.77
Law Ping Wah Bernard	02/09/2014	02/09/2014 – 31/08/2018	0.478	6,480,000	0.77
Cheng Pui Lai Majone	02/09/2014	02/09/2014 – 31/08/2018	0.478	2,982,000	0.35
Ng Kung Chit Raymond	02/09/2014	02/09/2014 – 31/08/2018	0.478	2,982,000	0.35
				<u>18,924,000</u>	<u>2.24</u>

Notes:

- (1) Mr Kwan Pak Hoo Bankee is also the substantial shareholder of CASH.
- (2) The options are held by the Directors in the capacity of beneficial owners.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company or their associates had any interests and 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) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were recorded in the register required to be kept under section 352 of the SFO, or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, 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 which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any options in respect of such capital:

Name	Capacity	Number of Shares	Shareholding (%)
Hobart Assets Limited (<i>Note</i>)	Interest in a controlled corporation	1,657,801,069	40.09
Cash Guardian Limited (<i>Note</i>)	Interest in a controlled corporation	1,657,801,069	40.09
CASH (<i>Note</i>)	Interest in a controlled corporation	1,657,801,069	40.09
Praise Joy Limited (<i>Note</i>)	Interest in a controlled corporation	1,657,801,069	40.09
CIGL (<i>Note</i>)	Beneficial owner	1,657,801,069	40.09

Note: This refers to the same number of 1,657,801,069 Shares held by CIGL, a wholly-owned subsidiary of Praise Joy Limited (which was 100% beneficially owned by CASH (the holding company of the Company)). CASH was owned as to a total of approximately 34.41% by Mr Kwan, being approximately 33.90% by Cash Guardian Limited (a wholly-owned subsidiary of Hobart Assets Limited, which in turn was 100% beneficially owned by Mr Kwan) and approximately 0.51% by Mr Kwan in his personal name. Pursuant to the SFO, Mr Kwan and Hobart Assets Limited were deemed to be interested in all the shares held by CIGL through CASH. The above interest has already been disclosed as corporate interest of Mr Kwan in the section headed "Directors' interests in securities" above.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, no other parties (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 which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any options in respect of such capital.

4. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and their respective associates had any interest in a business which competes or may compete with the business of the Group.

5. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with any member of the Group (excluding contracts expiring or terminable by the employer within one year without payment of compensation (other than statutory compensation)).

6. INTEREST OF DIRECTORS IN THE GROUP'S ASSETS

Since 31 December 2014, the date to which the latest published audited accounts of the Group have been made up, none of the Directors has, or has had, any direct or indirect interest in any assets which have been acquired, disposed of by or leased to or which are proposed to be acquired, disposed of by or leased to, any member of the Group.

7. INTERESTS OF DIRECTORS IN CONTRACTS

The following set out the contract(s) or arrangement(s) subsisting as at the Latest Practicable Date entered into between the Directors and the Group:

- (1) the margin financing agreements dated 14 December 2012 entered into between Celestial Securities with each of the Directors, namely Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Ms Cheng Pui Lai Majone, Mr Ng Kung Chit Raymond and Cash Guardian Limited (a wholly-owned subsidiary of Mr Kwan) in relation to the grant of margin financing facility (details as set out in the circular of the Company dated 2 January 2013).

Save as disclosed above, the Directors confirm that there is no contract or arrangement subsisting as at the Latest Practicable Date in which a Director was materially interested which was significant in relation to the business of the Group.

8. MATERIAL ADVERSE CHANGE

The Directors have confirmed that, at the Latest Practicable Date, there is no material adverse change in the financial or trading position of the Group since 31 December 2014, the date to which the latest published audited financial statements of the Group were made up.

9. LITIGATION

As at the Latest Practicable Date, neither the Company nor any other company in the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against either the Company or any other company in the Group.

10. EXPERT, QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular:

Name	Qualification
Vinco Capital	a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO

As at the Latest Practicable Date, Vinco Capital was not interested beneficially in the shares in any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.

As at the Latest Practicable Date, Vinco Capital did not have any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Group or are proposed to be acquired or disposed of by or leased to the Group since 31 December 2014, being the date up to which the latest published audited consolidated accounts of the Company were made up.

As at the Latest Practicable Date, Vinco Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of and reference to its name and statements in the form and context in which it appears.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong during normal business hours on any day up to the holding of the SGM:

- (a) the Brokerage Services Agreement;
- (b) the letter from the Independent Board Committee, the text of which is set out on pages 13 to 14 of this circular;
- (c) the letter from Vinco Capital, the text of which is set out on pages 15 to 23 of this circular; and
- (d) the letter of consent from Vinco Capital as referred to in paragraph headed “Expert, qualification and consent” in this appendix.

NOTICE OF THE SGM



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of CASH Financial Services Group Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 2 December 2015 (Wednesday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, the brokerage services agreement dated 23 October 2015 (“Brokerage Services Agreement”, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Celestial Securities Limited (“Celestial Securities”) and Celestial Commodities Limited (“Celestial Commodities”) as services providers and Confident Profits Limited (and together with its subsidiaries, “Confident Profits Group”) as client in relation to the provision of brokerage services by Celestial Securities and Celestial Commodities to the Confident Profits Group at brokerage fees with respective annual caps of HK\$100 million, HK\$200 million and HK\$300 million for each of the three financial years ending 31 December 2018, details of the terms and conditions are set out in the circular of the Company dated the same date of this notice, and all the transactions contemplated thereunder (including the annual caps) be and are hereby approved and confirmed, and that any one director of the Company be and is hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the Brokerage Services Agreement and the transactions contemplated thereunder.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 13 November 2015

* For identification purpose only

NOTICE OF THE SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. A form of proxy is also enclosed for the SGM.
2. In order to be valid, the form of proxy must be deposited at the correspondence address of the Company at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, not less than 48 hours before the time for holding the SGM or any adjournment thereof.