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If you have sold all your shares in CASH Financial Services Group Limited ("Company"), you should at once hand this circular and the accompanying 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)

GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES,

RE-ELECTION OF THE RETIRING DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 8 June 2017 (Thursday) at 9:30 am is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, 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 not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy 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.

27 April 2017

* for identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 8 June 2017 (Thursday) at 9:30 am
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate to buy back its fully paid up Shares
“CASH”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose shares are listed on the main board of the Stock Exchange, and the holding company of the Company
“Cash Guardian”	Cash Guardian Limited, a company incorporated in the British Virgin Islands, is a close associate of Mr Kwan Pak Hoo Bankee
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of CASH and the substantial Shareholder
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	13 April 2017, being the latest practicable date prior to the printing of this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in the Listing Rules
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period up to a maximum of 20% of the number of issued shares of the Company as at the date of the passing of the resolution approving the Share Issue Mandate
“Share(s)”	share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	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)

Executive Directors

KWAN Pak Hoo Bankee
LAW Ping Wah Bernard
CHENG Pui Lai Majone
HO Tsz Cheung Jack

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

27 April 2017

To Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with:

- (a) information on the proposal to grant to the Directors the Buy-back Mandate which is required under rule 10.06(1)(a)(iii) of the Listing Rules to be approved by Shareholders by a specific or general approval;
- (b) information on the proposal to grant to the Directors the Share Issue Mandate;

* for identification purpose only

LETTER FROM THE BOARD

- (c) information on the re-election of the retiring Directors; and
- (d) the notice of the AGM at which ordinary resolutions will be proposed to approve, inter alia, the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors.

A. BUY-BACK MANDATE

Pursuant to the general mandate approved by the Shareholders at the annual general meeting of the Company held on 6 June 2016, the Directors are authorised to exercise the powers of the Company to buy back up to 413,435,958 Shares, representing 10% of the aggregate number of the issued Shares. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM. The Company is proposing an ordinary resolution at the AGM for granting the general mandate to the Directors to buy back Shares up to 10% of the number of issued Shares of the Company as at the date of passing the resolution.

This circular contains all the information in relation to the Buy-back Mandate required pursuant to the Listing Rules which is set out as follows:

1. REASON FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

The exercise of the Buy-back Mandate in full will not have a material adverse impact on the working capital and gearing position of the Company as compared with that disclosed in its most recent published audited accounts as at 31 December 2016. However, the Directors will not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 4,134,359,588 Shares in issue or issued share capital of HK\$82,687,191.76.

LETTER FROM THE BOARD

Assuming that no further Shares will be issued or purchased prior to the AGM, the exercise of the Buy-back Mandate in full would result in up to 413,435,958 Shares (representing 10% of the issued Shares of the Company as at the date of passing of the ordinary resolution) being bought back by the Company. Such Buy-back Mandate, if passed, will continue in force until the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein or the revocation of the Buy-back Mandate by an ordinary resolution of the Shareholders.

3. FUNDING OF BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Directors propose that the buy-back of Shares under the Buy-back Mandate will be financed from the Company's internal resources.

4. MARKETING PRICES

The highest and lowest prices at which the Shares have been traded as quoted on the Stock Exchange during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.415	0.315
May	0.370	0.325
June	0.385	0.310
July	0.440	0.335
August	0.460	0.385
September	0.540	0.455
October	0.500	0.475
November	0.500	0.455
December	0.475	0.325
2017		
January	0.475	0.395
February	0.475	0.375
March	0.430	0.335
April (up to the Latest Practicable Date)	0.385	0.295

5. SHARE BUY-BACKS MADE BY THE COMPANY

During the previous 6 months prior to the date of this circular, the Company had not bought back, sold or redeemed any of the listed securities of the Company.

6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

LETTER FROM THE BOARD

If as a result of a share buy-back a Shareholder's proportionate interest in the voting rights of the buying-back company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As at the Latest Practicable Date, CIGL (the substantial Shareholder) was interested in 1,667,821,069 Shares, representing approximately 40.34% of the number of issued Shares of the Company. In the event that the Directors exercised the Buy-back Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interest of CIGL in the Company would be increased to approximately 44.82% of the issued share capital. In this case, such increase may give rise to an obligation of CIGL to make a mandatory general offer under rules 26 and 32 of the Takeovers Code. However, the Directors have no intention to exercise the Buy-back Mandate to such an extent that it will trigger the mandatory general offer under rules 26 and 32 of the Takeovers Code. The number of issued Shares held by the public will still be maintained at above 25% of the total number of issued Shares in the event of exercise of the Buy-back Mandate in full.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

B. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 6 June 2016, a general mandate was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the resolution and such general mandate was extended by adding to it the aggregate number of any Shares bought back by the Company under the authority to buy back Shares granted on that date. Such general mandate will also lapse at the conclusion of the AGM.

The Board proposes to seek Shareholder's approval at the AGM to grant to the Directors the Share Issue Mandate. As at the Latest Practicable Date, the Company has an aggregate of 4,134,359,588 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued and/or bought back by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Share Issue Mandate to issue and allot up to 826,871,917 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date. At the AGM, an ordinary resolution will also be proposed for authorising an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares bought back by the Company under the Buy-back Mandate, if grant.

LETTER FROM THE BOARD

C. RE-ELECTION OF THE RETIRING DIRECTORS

The following Directors shall retire and, being eligible, offer themselves for re-election at the AGM:

- (i) Mr Law Ping Wah Bernard, being an executive Director, shall retire at least once in every 3 years at the annual general meeting of the Company in accordance with the Company's bye-laws and corporate governance code;
- (ii) Mr Ho Tsz Cheung Jack, being a newly appointed executive Director, shall retire at the annual general meeting of the Company in accordance with the Company's bye-laws; and
- (iii) Mr Cheng Shu Shing Raymond, Mr Lo Kwok Hung John and Mr Lo Ming Chi Charles, being independent non-executive Directors, shall retire at the annual general meeting of the Company in each year in accordance with their terms of office of directorship.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

Out of the Directors proposed for re-election at the AGM, Mr Cheng Shu Shing Raymond and Mr Lo Kwok Hung John have been the independent non-executive Directors since September 2002 and September 2005 respectively, both for serving the Company for more than nine years. The Board is satisfied that Mr Cheng and Mr Lo are persons of integrity and stature, independent in character and judgment. Mr Cheng and Mr Lo have never held any executive or management position in the Group. There is no evidence that the independence of Mr Cheng and Mr Lo, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by their respective length of service to the Board. Furthermore, Mr Cheng and Mr Lo have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Consequently, the Board recommends the re-election of Mr Cheng and Mr Lo as independent non-executive Directors at the AGM for another one-year term of office until the conclusion of the next annual general meeting.

Particulars of Directors proposed to be re-elected at the AGM are set out in appendix of this circular.

D. AGM

Notice of the AGM containing the proposed ordinary resolutions to approve, *inter alia*, the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors is set out on pages 14 to 17 of this circular for your consideration and approval. There is no abstained voting requirement for the resolutions at the AGM. All the resolutions will be voted by way of poll at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy 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.

E. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the correspondence address of the Company at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM:

- (a) the memorandum of association and the bye-laws of the Company; and
- (b) the annual report of the Company for the year ended 31 December 2016.

F. 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.

G. RECOMMENDATION

The Directors believe that the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

On behalf of the Board

Bankee P. Kwan

Chairman

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr Bernard Ping-wah LAW

Chief Financial Officer

- (a) Mr Law, aged 58, joined the Board on 11 August 2000.
- (b) Mr Law is in charge of the Group's overall financial and accounting management.
- (c) Mr Law joined CASH's board on 9 March 1998. He is an executive director and the chief financial officer of CASH. Save as herein disclosed, Mr Law has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Law has extensive experience in financial management and accountancy. Mr Law received a Master of Business Administration Degree from The University of Warwick, UK. He is a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Securities and Investment Institute.
- (e) There is no service contract entered into between the Company and Mr Law. Mr Law is not appointed for a specific term but he is subject to retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the Company's bye-laws and the corporate governance code.
- (f) Mr Law has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) Within the meaning of Part XV of the SFO, Mr Law has the following personal interests as at the Latest Practicable Date:
 - (i) options with rights to subscribe for 40,000,000 Shares at the exercise price of HK\$0.315 per Share; and
 - (ii) 27,345,312 shares in CASH and options with rights to subscribe for 6,480,000 shares and 4,800,000 shares in CASH at the exercise price of HK\$0.478 per share and HK\$0.460 per share respectively.
- (h) Mr Law is currently entitled to a monthly salary of HK\$80,000, plus year end discretionary bonus which will depend on his working performance.

- (i) Mr Law was a director of Celestial (International) Securities & Investment Limited (“CISI”, a company incorporated in Hong Kong and was a then wholly-owned subsidiary of the Company) which was engaged in money lending. In 2003, a winding-up proceedings was made against CISI for an amount of HK\$1,662,598.31 in relation to rental disputes. A winding-up order was made by the court and a liquidator was appointed to wind up CISI. CISI was dissolved by compulsory liquidation on 9 June 2009.
- (j) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Jack Tsz-cheung HO

Executive Director

- (a) Mr Ho, aged 35, joined the Board on 10 April 2017.
- (b) Mr Ho is in charge of corporate and business development of the Group. He is also the Director of Corporate and Strategic Investment of CASH in charge of the corporate management of CASH.
- (c) Mr Ho has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Ho has extensive experience in the fields of business development, operations and management. He received a Bachelor Degree of Business Administration from The Chinese University of Hong Kong.
- (e) Mr Ho has entered into a service contract with the Company for a term of two years commencing from 10 April 2017 and will continue thereafter until terminated by three months’ notice in writing served by either party on the other. Mr Ho is subject to the retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the Company’s bye-laws and the corporate governance code.
- (f) Mr Ho has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) Within the meaning of Part XV of the SFO, Mr Ho has the following personal interests as at the Latest Practicable Date:
 - (i) options with rights to subscribe for 2,000,000 Shares at the exercise price of HK\$0.315 per Share; and

- (ii) options with rights to subscribe for 1,296,000 shares and 1,000,000 shares in CASH at the exercise price of HK\$0.478 per share and HK\$0.460 per share respectively.
- (h) Mr Ho is currently entitled to a monthly salary of HK\$85,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Raymond Shu-shing CHENG

Independent Non-executive Director

- (a) Mr Cheng, aged 61, joined the independent Board on 18 September 2002.
- (b) Mr Cheng is also the chairman of the Audit Committee and the Remuneration Committee of the Company.
- (c) Mr Cheng has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Cheng has extensive experience in watch manufacturing industry and is the managing director of a watch manufacturing and trading company in Hong Kong. He is an honorary fellow of The Professional Validation Centre of Hong Kong Business Sector and a member of Young Industrialists Council Ltd. He is a committee member of The Hospital Authority New Territories West Cluster Hospitals Charitable Trust and was a member of the Medical Development Sub-committee of the Hospital Governing Committee of Tuen Mun Hospital. Mr Cheng was the winner of The Young Industrialist Awards for the year 1992, a member of The Watches and Clocks Advisory Committee of Hong Kong Trade Development Council, the president of the Lions Club of Tuen Mun and the President of Love U All Charitable Foundation. He was the chairman of The Federation of Hong Kong Watch Trades and Industries Limited and is currently an advisor of the Federation.
- (e) There is no service contract entered into between the Company but an appointment letter was signed between the Company and Mr Cheng. The term of office of Mr Cheng is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Cheng is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Mr Cheng has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

- (g) As at the Latest Practicable Date, Mr Cheng was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.
- (h) Mr Cheng was entitled to a director's fee of HK\$150,000 for the year ended 31 December 2016. Mr Cheng's remuneration for the current year will be recommended and fixed by the Board with reference to the prevailing market rate.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr John Kwok-hung LO

Independent Non-executive Director

- (a) Mr Lo, aged 58, joined the independent Board on 27 September 2005.
- (b) Mr Lo is a member of the Audit Committee of the Company.
- (c) Mr Lo has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Lo has extensive experience in the accounting, auditing and finance field. He received a Master of Business Administration Degree from The Oklahoma City University, US and a Bachelor of Laws Degree (LLB) from The University of London, UK. Mr Lo is a fellow of The Association of Chartered Certified Accountants.
- (e) There is no service contract entered into between the Company and Mr Lo but an appointment letter was signed between the Company and Mr Lo. The term of office of Mr Lo is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Lo is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Mr Lo has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) Within the meaning of Part XV of the SFO, Mr Lo has the following personal interests as at the Latest Practicable Date:
 - (i) 1,255,500 Shares.
- (h) Mr Lo was entitled to a director's fee of HK\$150,000 for the year ended 31 December 2016. Mr Lo's remuneration for the current year will be recommended and fixed by the Board with reference to the prevailing market rate.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Charles Ming-chi LO*Independent Non-executive Director*

- (a) Mr Lo, aged 67, joined the independent Board on 27 October 2008.
- (b) Mr Lo is also a member of the Audit Committee and the Remuneration Committee of the Company.
- (c) Mr Lo has/had held the directorships in the following companies which are listed on the Stock Exchange:
 - (i) Mr Lo is an independent non-executive director of Carrianna Group Holdings Company Limited (stock code: 126);
 - (ii) Mr Lo is a non-executive director of Winshine Science Company Limited (stock code: 209); and
 - (iii) Mr Lo was an executive director of Huajun Holdings Limited (stock code: 377) during the period from 30 September 2010 to 25 September 2014.

Save as herein disclosed, Mr Lo has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.

- (d) Mr Lo has extensive professional and business experience in financial and investment services in Australia, Hong Kong and other Asian countries. He is a Certified Practising Accountant of the CPA Australia, and a fellow member of the Financial Services Institute of Australasia.
- (e) There is no service contract entered into between the Company and Mr Lo but an appointment letter was signed between the Company and Mr Lo. The term of office of Mr Lo is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Lo is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Mr Lo has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) As at the Latest Practicable Date, Mr Lo was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.
- (h) Mr Lo was entitled to a director's fee of HK\$150,000 for the year ended 31 December 2016. Mr Lo's remuneration for the current year will be recommended and fixed by the Board with reference to the prevailing market rate.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CASH Financial Services Group Limited (“Company”) will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 8 June 2017 (Thursday) at 9:30 am for the following purposes:

1. To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2016.
2. A. To re-elect the following retiring Directors of the Company for the ensuing year:
 - (i) Mr Law Ping Wah Bernard
 - (ii) Mr Ho Tsz Cheung Jack
 - (iii) Mr Cheng Shu Shing Raymond
 - (iv) Mr Lo Kwok Hung John
 - (v) Mr Lo Ming Chi Charles
- B. To authorise the Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Directors to fix its remuneration.

* for identification purpose only

NOTICE OF THE AGM

As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

ORDINARY RESOLUTIONS

4. A. “THAT

- (a) subject to paragraph A(c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph A(a) above shall authorise the Directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph A(a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to exercise of options under the share option scheme or similar arrangement of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company;
2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF THE AGM

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT

- (a) subject to paragraph B(b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or on any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the total number of shares in the Company to be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph B(a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company;
2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE AGM

- C. “**THAT** subject to and conditional upon resolutions numbered 4A and 4B above being passed, the total number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution numbered 4B above be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution numbered 4A above.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 27 April 2017

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 above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
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 certified copy of that power of attorney or other authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. The biographical details of Mr Law Ping Wah Bernard, Mr Ho Tsz Cheung Jack, Mr Cheng Shu Shing Raymond, Mr Lo Kwok Hung John and Mr Lo Ming Chi Charles, being Directors proposed to be re-elected at the forthcoming annual general meeting, are provided in this circular.