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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of CASH Financial Services Group Limited (the “**Company**”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 24 May 2023 (Wednesday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 19 December 2022 (the “**Agreement**”) entered into between Confident Profits Limited as vendor and the Company as purchaser (a copy of which marked “A” has been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) in relation to, among other matters, the proposed sale and purchase of fifty-one (51) shares of US\$1.00 each in the share capital of CASH Algo Finance Group International Limited, representing 51% of the issued shares thereof, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to and conditional upon the fulfilment or waiver of the conditions precedent set out in the Agreement, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to exercise the powers to allot and issue 120,000,000 new ordinary shares of HK\$0.04 each of the Company (the “**Consideration Shares**”) at the issue price of HK\$0.425 to Celestial Investment Group Limited in accordance with the terms and conditions of the Agreement; and

* For identification purpose only

- (c) subject to and conditional upon the fulfilment or waiver of the conditions precedent set out in the Agreement, any one or more Directors be and is/are hereby authorised, for and on behalf of the Company, to execute all such documents, instruments and agreements, and take such action, do all such acts or things, as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implement of or giving effect or completion of any matters relating to the Agreement and the transactions contemplated thereunder, the issue and allotment of the Consideration Shares, and all matters incidental thereto.”

By order of the Board
Ada S P Cheung
Company Secretary

Hong Kong, 9 May 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*
22/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or, if he is a holder of two or more shares, more than one proxy to attend and vote on his behalf. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, 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 SGM or any adjournment thereof.
3. For determining the entitlement of members to attend and vote at the above meeting, the record date is fixed on 18 May 2023. Members whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the above meeting. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company, Tricor Standard Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 18 May 2023.
4. The votes to be taken at the meeting for the resolution will be by way of poll.

As at the date of this notice, the directors of the Company comprise:

Executive directors:

Dr Kwan Pak Hoo Bankee, JP
Mr Kwan Teng Hin Jeffrey
Mr Cheung Wai Lim William
Mr Law Hin Ong Trevor
Ms Wong Sze Kai Angela

Independent non-executive directors:

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