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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 1001B, 10/F, Tower 535, 535 Jaffe Road, Causeway Bay, Hong Kong on 18 June 2024 (Tuesday) at 9:30 am is set out on pages 16 to 19 of this circular. If you are unable 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 or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

26 April 2024

* 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 1001B, 10/F, Tower 535, 535 Jaffe Road, Causeway Bay, Hong Kong on 18 June 2024 (Tuesday) at 9:30 am
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate to buy back its fully paid up Shares
“Bye-laws”	the bye-laws of the Company, as amended 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 the holding company of the Company
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of CASH and the controlling Shareholder
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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 64.47%-owned listed subsidiary of CASH
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	19 April 2024, 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“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 up to a maximum of 20% of the number of issued Shares as at the date of the passing of the resolution approving the Share Issue Mandate
“Share(s)”	share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“UK”	United Kingdom
“US”	United States
“%”	per cent

If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.



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Executive Directors

KWAN Pak Hoo Bankee
KWAN Teng Hin Jeffrey
CHEUNG Tsz Yui Morton
WONG Sze Kai Angela
LAI Wai Kwong Daryl

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors

CHENG Shu Shing Raymond
LO Ming Chi Charles
CHAN Ho Wah Terence

Principal Place of Business

22/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

26 April 2024

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;
- (c) information on the re-election of the retiring Directors; and

* For identification purpose only

LETTER FROM THE BOARD

- (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 8 June 2023, the Directors were authorised to exercise the powers of the Company to buy back up to 26,117,477 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing the resolution. 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 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 2023. 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 431,174,779 Shares in issue and an issued share capital of HK\$17,246,991.16.

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 43,117,477 Shares (representing 10% of the issued Shares as at the date of passing of the ordinary resolution) being bought back by the Company. Such Buy-back Mandate, if granted, 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.

LETTER FROM THE BOARD

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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.395	0.340
May	0.340	0.295
June	0.600	0.265
July	0.470	0.280
August	0.580	0.425
September	0.540	0.430
October	0.495	0.410
November	0.445	0.305
December	0.400	0.305
2024		
January	0.320	0.270
February	0.310	0.245
March	0.275	0.221
April (up to the Latest Practicable Date)	0.239	0.185

5. SHARE BUY-BACKS MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back, sold or redeemed any of the listed securities of the Company.

6. GENERAL

The Directors will, so far as the same may be applicable, exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. The Company confirms that this circular contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this circular nor the proposed share buy-back has unusual features.

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 and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, CIGL (the controlling Shareholder) and the parties acting in concert with it (with the meaning ascribed thereto under the Takeovers Code) and their close associates collectively were beneficially interested in 282,933,563 Shares, representing approximately 65.62% of the number of issued Shares. 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 and the parties acting in concert with it together with their close associates in the Company would be increased to approximately 72.91% of the issued share capital.

The Directors are not aware of any consequence under the Takeovers Code as a result of a buyback of Shares made under the Buy-back Mandate and have no present intention to exercise the power to buy back Shares pursuant to the Buy-back Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Buy-back Mandate if the buyback would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the Listing Rules).

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 8 June 2023, 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.

LETTER FROM THE BOARD

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 431,174,779 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 86,234,955 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 granted.

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 Cheung Tsz Yui Morton and Mr Lai Wai Kwong Daryl, being newly appointed executive Directors, shall retire at the annual general meeting of the Company in accordance with the Bye-laws; and
- (ii) Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence 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 Nomination Committee of the Company (the "Nomination Committee"), having reviewed the Board's composition, nominated Mr Cheung Tsz Yui Morton, Mr Lai Wai Kwong Daryl, Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence to the Board for it to recommend to Shareholders for re-election at the AGM.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge. Given their different backgrounds and expertise, the Nomination Committee has assessed and is satisfied with the performance of the retiring Directors and considered that each of them contributes to the diversity of the Board.

Moreover, the Nomination Committee had assessed and reviewed the written confirmations of the independence of Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence, who are independent non-executive Directors and have offered themselves for re-election at the AGM. The committee members are satisfied that Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence remain independent in accordance with Rule 3.13 of the Listing Rules and are of the view that they have provided independent, balanced and objective views to the Company's affairs.

LETTER FROM THE BOARD

Each of Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles had served the Company as an independent non-executive Director for more than nine years and pursuant to the Corporate Governance Code under Appendix C1 to the Listing Rules, their further appointments as independent non-executive Directors should be subject to separate resolutions to be approved by the Shareholders.

Nonetheless, the Board believes that each of Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles can independently express opinions on the affairs and contribute to the growth of the Group as they have not involved in any daily operations and management of the Group. In addition, throughout their directorship with the Company, each of Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles always makes objective and constructive advices to the development of the Group and have given independent yet informed guidance to the Company leveraging on their expertise and experience from their diversified background and professional experiences through their active participations in discussion at Board and various committee meetings. The demonstration of their firm commitments to their independent roles are highly recognised by the Nomination Committee and the Board.

The Board also believes that the continuous appointment of Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles as independent non-executive Directors will help to maintain the stability of the Board as Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles have, over time, gained valuable insights into the business strategy and policies of the Group, and the long service of Mr Cheng Shu Shing Raymond and Mr Lo Ming Chi Charles will not affect the exercise of their independent judgement.

The Board, having considered the nomination of the Nomination Committee, recommends the retiring Directors, Mr Cheung Tsz Yui Morton, Mr Lai Wai Kwong Daryl, Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence, for re-election and the proposed Directors as Directors at the AGM.

Biographical details of the retiring Directors who offer themselves for re-election which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix to this circular.

LETTER FROM THE BOARD

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 16 to 19 of this circular. There is no abstained voting requirement for the resolutions to be proposed at the AGM. All the resolutions will be voted by way of poll at the AGM.

A form of proxy for the AGM is enclosed with this circular. If you are unable to be present at the AGM, please complete and return 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 AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

E. 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 misleading.

F. 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.

G. ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the appendix to this circular.

On behalf of the Board
Bankee P. Kwan
Chairman & CEO

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 Morton Tsz-yui CHEUNG*ED & CFO*

- (a) Mr Cheung, aged 38, joined the Board on 10 January 2024.
- (b) Mr Cheung oversees the finance and treasury function of the Group. He is also the director of subsidiaries of the Group.
- (c) Mr Cheung joined CASH's board on 20 June 2023. He is an executive director and chief financial officer of CASH. Save as herein disclosed, Mr Cheung has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.
- (d) Mr Cheung has extensive experience in the fields of auditing, financial reporting, investment banking and corporate finance. He received a Bachelor in Business Administration (Professional Accountancy) from The Chinese University of Hong Kong and is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.
- (e) Mr Cheung has entered into a service agreement with the Company for a term of three years commencing from 10 January 2024 and will be renewable automatically for successive terms of three years upon expiry of the term of the appointment. Mr Cheung is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company and the Listing Rules.
- (f) Mr Cheung has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.
- (g) Within the meaning of Part XV of the Securities and Futures Ordinance, Mr Cheung does not have any interests in the shares of the Company as at the Latest Practicable Date.
- (h) Mr Cheung is currently entitled to a monthly salary of HK\$50,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service agreement with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.
- (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 Daryl Wai-kwong LAI*ED*

- (a) Mr Lai, aged 61, joined the Board on 29 December 2023.
- (b) Mr Lai oversees the strategic and business development of the Group. He is also the director of subsidiaries of the Group.
- (c) Mr Lai has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.
- (d) Mr Lai has extensive experience in marketing and general management, especially in the fields of wealth management and banking, and in both debt and equity capital markets in Hong Kong and Mainland China. He has also held senior management positions in international banks and an SFC-licensed financial institution of a Mainland State-owned Enterprise. Mr Lai received a Master of Business Administration Degree from Chaminade University of Honolulu, US, and a Bachelor of Business Administration Degree from University of Hawaii, US.
- (e) Mr Lai has entered into a service agreement with the Company for a term of three years commencing from 29 December 2023 and will be renewable automatically for successive terms of three years upon expiry of the term of the appointment. Mr Lai is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company and the Listing Rules.
- (f) Mr Lai has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.
- (g) Within the meaning of Part XV of the Securities and Futures Ordinance, Mr Lai does not have any interests in the shares of the Company as at the Latest Practicable Date.
- (h) Mr Lai is currently entitled to a monthly salary of HK\$50,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service agreement with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.
- (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 68, joined the Board on 18 September 2002.
- (b) Mr Cheng is also the chairman of the Audit Committee and the Remuneration Committee of the Company, and a member of the Nomination Committee.
- (c) Mr Cheng has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) 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 the chairman of The Hospital Authority New Territories West Cluster Hospitals Charitable Trust and is 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, a Principal Honorary President as elected by the Federation and the chairman of The Federation of Hong Kong Watch Trades and Industries Charitable Trust.
- (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 2023. 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 Charles Ming-chi LO*Independent Non-executive Director*

- (a) Mr Lo, aged 74, joined the Board on 27 October 2008.
- (b) Mr Lo is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.
- (c) Mr Lo is an independent non-executive director, chairman of the audit committee, member of the remuneration committee and the nomination committee of Carrianna Group Holdings Company Limited (stock code: 126).

Save as herein disclosed, Mr Lo has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) 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 2023. 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.

Dr Terence Ho-wah CHAN*Independent Non-executive Director*

- (a) Dr Chan, aged 53, joined the Board on 8 June 2023.
- (b) Dr Chan is also a member of the Audit Committee of the Company.
- (c) Dr Chan is an independent non-executive director, a member of the audit committee, nomination committee and remuneration committee of Wang On Properties Limited (stock code: 1243).

Save as herein disclosed, Dr Chan has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

- (d) Dr Chan has almost 30 years of experience in the area of real estate and infrastructure investment, listed company merger and acquisition in the regional capital market. Dr Chan is currently the chairman of Bay Area Capital Partners Limited, an Adjunct Professor in the Department of Real Estate and Construction of the University of Hong Kong. Dr Chan holds a Doctor of Philosophy Degree in Economics and a master's degree in Real Estate, and he also possesses professional fellow membership of CPA Australia and Royal Institute of Chartered Surveyors as well as the professional designation of Chartered Financial Analyst. Dr Chan is the chairman of ESG & Sustainable Investment Committee of Hong Kong Independent Non-Executive Director Association, a member of HKTDC Infrastructure Development Advisory Committee, a member of the Mainland Opportunities Committee of Financial Service Development Council, a member of the Greater Bay Area Committee of CPA Australia, the vice-chairman of the Hong Kong Education University Council, deputy president of the Federation of Hong Kong-Shanghai Associations, the chairman of Shanghai HK Association and a member of the Economic Discipline in the CPPCC Shanghai Municipal Committee since 2017. He is also a member of the Chinese Association of Hong Kong & Macao Studies of the State Council and a member of the 2021 Election Committee of the HKSAR Government.
- (e) There is no service contract entered into between the Company but an appointment letter was signed between the Company and Dr Chan. The term of office of Dr Chan is one year commencing from 8 June 2023 up to the date of the next annual general meeting. Dr Chan 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) Dr Chan 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, Dr Chan 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) Dr Chan is entitled to a director's fee of HK\$150,000 per annum. During the year ended 31 December 2023, he was entitled to a director's fee of HK\$86,000 on a pro rata basis, being the period from 8 June 2023 (the date of his appointment) to 31 December 2023. Dr Chan'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.



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 1001B, 10/F, Tower 535, 535 Jaffe Road, Causeway Bay, Hong Kong on 18 June 2024 (Tuesday) 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 2023.
2. A. To re-elect the following retiring Directors of the Company for the ensuing year:
 - (i) Mr Cheung Tsz Yui Morton
 - (ii) Mr Lai Wai Kwong Daryl
 - (iii) Mr Cheng Shu Shing Raymond
 - (iv) Mr Lo Ming Chi Charles
 - (v) Dr Chan Ho Wah Terence
- 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 earliest 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 earliest 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
Ada S P Cheung
Company Secretary

Hong Kong, 26 April 2024

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 above meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the branch share registrar of the Company, 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 meeting or any adjourned meeting.
3. For determining the entitlement of members to attend and vote at the above meeting, the record date is fixed on 12 June 2024. 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 pm on 12 June 2024.
4. The biographical details of Mr Lai Wai Kwong Daryl, Mr Cheung Tsz Yui Morton, Mr Cheng Shu Shing Raymond, Mr Lo Ming Chi Charles and Dr Chan Ho Wah Terence, being Directors proposed to be re-elected at the forthcoming annual general meeting, are provided in appendix to this circular.
5. The votes to be taken at the meeting for the resolutions 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, *BBS, JP*
Mr Kwan Teng Hin Jeffrey
Mr Cheung Tsz Yui Morton
Ms Wong Sze Kai Angela
Mr Lai Wai Kwong Daryl

Independent non-executive directors:
Mr Cheng Shu Shing Raymond
Mr Lo Ming Chi Charles
Dr Chan Ho Wah Terence