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

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

時富金融
CFSG

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 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) at 9:30 am is set out on pages 15 to 18 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.

24 April 2026

* *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 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) 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 64.78%-owned listed subsidiary of CASH
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"Latest Practicable Date"	17 April 2026, 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)

"Share Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution approving the Share Issue Mandate
"Share(s)"	share(s) of HK$0.04 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"Treasury Share(s)"	shall have the meaning ascribed to it under the Listing Rules
"HK$"	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.



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

Independent Non-executive Directors
CHENG Shu Shing Raymond
CHAN Ho Wah Terence
LUKE Wing Sheung Suzanne

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business
28/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

24 April 2026

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;

(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

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

* *For identification purpose only*

A. BUY-BACK MANDATE

Pursuant to the general mandate approved by the Shareholders at the annual general meeting of the Company held on 3 June 2025, the Directors were authorised to exercise the powers of the Company to buy back up to 43,117,477 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 issued Shares (excluding treasury shares, if any) as at the date of passing the resolution to approve the Buy-back Mandate.

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 2025. 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. On such basis and assuming that no new Shares will be issued and no issued Shares will be bought back and cancelled or held in treasury immediately after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Buy-back Mandate would result in the buy-back by the Company of up to 43,117,477 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. 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. As at the Latest Practicable Date, the Company does not hold any Treasury Share.

If the Company buys back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to the market conditions and the Company's capital management needs at the relevant time any buy-back of Shares is made.

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. SHARE 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**
	HK$	*HK$*
2025		
April	0.250	0.185
May	0.211	0.180
June	0.350	0.186
July	0.600	0.265
August	0.430	0.300
September	0.990	0.340
October	1.640	0.540
November	0.670	0.450
December	0.560	0.470
2026		
January	0.760	0.470
February	0.740	0.600
March	0.740	0.570
April (up to the Latest Practicable Date)	0.620	0.450

5. SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

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.

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 314,115,563 Shares, representing approximately 72.85% 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 and all the Shares bought back are cancelled, 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 80.95% 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/she 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 3 June 2025, 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 to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution.

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 new Shares will be issued and no issued Shares will be bought back and cancelled or held in treasury by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Share Issue Mandate to issue and allot up to a maximum of 86,234,955 Shares, being 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date.

Subject to the passing of the respective ordinary resolutions to grant the Buy-back Mandate and the Share Issue Mandate at the AGM, an ordinary resolution will also be proposed thereat to extend the Share Issue Mandate by including the number of Shares bought back by the Company under the Buy-back Mandate.

C. RE-ELECTION OF THE RETIRING DIRECTORS

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

(i) Ms Wong Sze Kai Angela, being executive Director, shall retire at the annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules;

(ii) Ms Luke Wing Sheung Suzanne, being newly appointed independent non-executive Director, shall retire at the annual general meeting of the Company in accordance with the Bye-laws; and

(iii) Mr Cheng Shu Shing Raymond 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 Ms Wong Sze Kai Angela, Ms Luk Wing Sheung Suzanne, Mr Cheng Shu Shing Raymond 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, Dr Chan Ho Wah Terence and Ms Luke Wing Sheung Suzanne, 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, Dr Chan Ho Wah Terence and Ms Luke Wing Sheung Suzanne 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.

Mr Cheng Shu Shing Raymond 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, his further appointment as independent non-executive Director should be subject to separate resolution to be approved by the Shareholders.

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

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

The Board, having considered the nomination of the Nomination Committee, recommends the retiring Directors, Ms Wong Sze Kai Angela, Ms Luke Wing Sheung Suzanne, Mr Cheng Shu Shing Raymond 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.

D. THE 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 15 to 18 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 all the resolutions to be proposed at the AGM.

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:

Ms Angela Sze-kai WONG
Executive Director

(a) Ms Wong, aged 58, joined the Board on 11 July 2022.

(b) Ms Wong is in charge of the overall sales and business development, including institutional wealth management, private wealth management and asset management businesses of the Group.

(c) Ms Wong 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) Ms Wong has extensive experience in financial services and wealth management in North America, Hong Kong and Mainland China. She is an Executive MBA of Tsinghua University, Beijing and a Chartered Financial Analyst of CFA Institute, US.

(e) Ms Wong has entered into a service contract with the Company for a term of three years with effect from 11 July 2022 and shall be terminated by two months' prior notice in writing served by either party on the other. The service contract will be renewable automatically for successive terms of three years upon expiry of the term of the appointment. Ms Wong 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 Bye-laws and the corporate governance code.

(f) Ms Wong 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, Ms Wong has personal interests of options with rights to subscribe for 1,000,000 shares in the Company at the exercise price of HK$0.440 each as at the Latest Practicable Date.

(h) Ms Wong is currently entitled to a monthly salary of HK$50,000, plus year end discretionary bonus which will depend on her working performance, as specified in her service contract with the Company. The salary is determined by reference to her 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.

Ms Suzanne Wing-sheung LUKE
Independent Non-executive Director

(a) Ms Luke, aged 57, joined the Board on 1 September 2025.

(b) Ms Luke is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

(c) Ms Luke has not held any other directorships in public companies (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) Ms Luke formerly the company secretary of the Company and CASH and she has extensive listed company secretarial experiences. She is a fellow of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

(e) Ms Luke has entered into a letter of appointment with the Company for a term of one year with effect from the date of her appointment and will continue thereafter until termination but is subject to retirement and re-election at every annual general meeting of the Company subsequently to be held for each financial year.

(f) Ms Luke 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, Ms Luke 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) Ms Luke was entitled to a director's fee of HK$150,000 per year. During the year ended 31 December 2025, she was entitled to a director's fee of HK$50,000 on a pro-rata basis. Ms Luke'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 Raymond Shu-shing CHENG
Independent Non-executive Director

(a) Mr Cheng, aged 70, 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 committee member of The Federation of Hong Kong Watch Trades and Industries Charitable Trust.

(e) There is no service contract entered into between the Company and Mr Cheng 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 2025. 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.

Dr Terence Ho-wah CHAN
Independent Non-executive Director

(a) Dr Chan, aged 55, joined the Board on 8 June 2023.

(b) Dr Chan is also a member of the Audit Committee of the Company.

(c) Dr Chan has held the directorships in the following companies which are listed on the Stock Exchange:

(i) Dr Chan is an independent non-executive director, the chairman of the remuneration committee and the audit committee; and a member of the nomination committee of Wang On Properties Limited (a company listed on the main board of Stock Exchange, (stock code: 1243));

(ii) Dr Chan is an independent non-executive director and a member of nomination committee and remuneration committee of Shanghai Industrial Urban Development Group Limited (a company listed on the main board of Stock Exchange, (stock code: 563));

(iii) Dr Chan is an independent non-executive director, chairman of remuneration and appraisal committee and a member of audit committee and nomination committee of Kunming Dianchi Water Treatment Co., Ltd (a company listed on the main board of Stock Exchange, (stock code: 3768)); and

(iv) Dr Chan is an independent non-executive director, member of the audit, nominating and remuneration committees of Jadason Enterprises Ltd (a company listed on the Singapore Exchange, (stock code: J03)).

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 holds a Doctor of Philosophy Degree in Economics, a master's degree in Real Estate, an Honorary University Fellow of Hong Kong Baptist University 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 and Certified Financial Technologist.

(e) Dr Chan has 30 years of experience in real estate and infrastructure investment and financing and capital operation of listed companies. Dr Chan is currently the chairman of Bay Area Capital Partners Limited and an Adjunct Professor in the Department of Real Estate and Construction of the University of Hong Kong. Dr Chan is the chairman of ESG & Sustainable Investment Committee of Hong Kong Independent Non-Executive Director Association, a member of the Mainland Opportunities Committee of Financial Service Development Council and the deputy chairman of the Hong Kong Education University Council. Dr Chan is a standing committee member of the 14th Shanghai Committee of the Chinese People's Political Consultative Conference. He is also a member of the Chinese Association of Hong Kong & Macao Studies of the State Council, deputy president of the Federation of Hong Kong-Shanghai Associations, the chairman of Shanghai HK Association, and a member of the 2021 Election Committee of the HKSAR. He has been appointed as a member of HKTDC Infrastructure Development Advisory Committee and Vice Chairman of the Security and Guarding Services Industry Authority of the Security Bureau since 2022.

(f) There is no service contract entered into between the Company and Dr Chan but an appointment letter was signed between the Company and Dr Chan. The term of office of Dr Chan is one year commencing from the date of annual general meeting 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.

(g) Dr Chan has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

(h) 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.

(i) Dr Chan was entitled to a director's fee of HK$150,000 for the year ended 31 December 2025. Dr Chan's remuneration for the current year will be recommended and fixed by the Board with reference to the prevailing market rate.

(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.



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 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) 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 2025.

2. A. To re-elect the following retiring Directors of the Company for the ensuing year:

   (i) Ms Wong Sze Kai Angela

   (ii) Ms Luke Wing Sheung Suzanne

   (iii) Mr Cheng Shu Shing Raymond

   (iv) 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*

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 otherwise deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) 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 (excluding treasury shares, if any) 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

"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). Any reference to a/an allotment, issue, grant or offer of, or a dealing in shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company to the extent permitted by, and subject to the provision of, the Listing Rules and applicable laws and regulations."

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 of Hong Kong Limited (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 Listing Rules 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 shares of the Company in issue (excluding any treasury shares) 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."

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, 24 April 2026

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

Head office and principal place of business in Hong Kong:
28/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 Investor Services 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 22 May 2026. 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 pm on 22 May 2026.

4. The biographical details of Ms Wong Sze Kai Angela, Ms Luke Wing Sheung Suzanne, Mr Cheng Shu Shing Raymond and Dr Chan Ho Wah Terence, being Directors proposed to be re-elected at the forthcoming annual general meeting, are provided in 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
Dr Chan Ho Wah Terence
Ms Luke Wing Sheung Suzanne