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

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

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**CASH FINANCIAL SERVICES GROUP LIMITED****時富金融服務集團有限公司****(Incorporated in Bermuda with limited liability)***(Stock code: 510)****CONDITIONAL SUBSCRIPTION AGREEMENT TO
SUBSCRIBE FOR NEW SHARES****AND****NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of CASH Financial Services Group Limited to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 1 June 2017 (Thursday) at 9:30 am is set out on pages 14 and 15 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 a 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.

16 May 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:

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday and any public holiday in Hong Kong or any day on which a typhoon signal no. 8 or above or a black rainstorm signal is issued in Hong Kong at any time between 9:00 am and 5:00 pm) on which banks in Hong Kong are open for general banking business
“CASH”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and which securities are listed on the main board of the Stock Exchange, and is the holding company of the Company as at the Latest Practicable Date
“CASH Group”	CASH and its subsidiaries, including the Group as at the Latest Practicable Date
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, and is a wholly-owned subsidiary of CASH, holding 1,667,821,069 Shares (representing approximately 40.34% of the issued share capital of the Company) as at the Latest Practicable Date
“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 non-wholly-owned subsidiary of CASH as at the Latest Practicable Date
“Completion”	completion of the Share Subscription in accordance with the Subscription Agreement, as particularly described in the paragraph headed “Completion” under the section headed “The Subscription Agreement” in this circular
“Condition(s)”	the conditions precedent to Completion, details of which are set out in the paragraph headed “Conditions precedent to Completion” under the section headed “The Subscription Agreement” in this circular
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules

DEFINITIONS

“Deposit”	the deposit in the sum of HK\$25,000,000 paid by the Subscriber to the Company within seven (7) calendar days of the date of the Subscription Agreement
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Announcement”	the joint announcement made by the Company and CASH on 6 April 2017 in respect of, among other things, the Share Subscription
“Last Trading Day”	29 March 2017, being the last trading day immediately prior to the suspension of trading in the Shares pending the release of, among other things, the Joint Announcement
“Latest Practicable Date”	12 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 July 2017 (or such other date as may be agreed by the Company and the Subscriber)
“SGM”	the special general meeting of the Company to be held on 1 June 2017 (Thursday) at 9:30 am to consider and approve, among other things, the Share Subscription and the granting of the Specific Mandate, notice of which is set out on pages 14 to 15 of this circular
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Share Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Specific Mandate”	a specific mandate to allot and issue the Subscription Shares pursuant to the Subscription Agreement to be sought from the Shareholders at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Ever Billion Group Limited (恆億集團有限公司), a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by Sunbase Holdings
“Subscription Agreement”	the conditional share subscription agreement dated 29 March 2017 entered into between the Company and the Subscriber in relation to the Share Subscription
“Subscription Price”	the subscription price of HK\$0.28 per Subscription Share
“Subscription Shares”	826,000,000 new Shares to be subscribed for by the Subscriber pursuant to the Subscription Agreement
“Sunbase Holdings”	Sunbase International (Holdings) Limited (新恆基國際(集團)有限公司), a private company limited by shares incorporated in 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)

Board of Directors:

Executive:

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

Independent non-executive:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal
place of business:*

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

16 May 2017

To the Shareholders

Dear Sir/Madam,

CONDITIONAL SUBSCRIPTION AGREEMENT TO SUBSCRIBE FOR NEW SHARES

AND

NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

On 6 April 2017, the Company and CASH made the Joint Announcement in respect of, among other things, the Share Subscription.

The Subscription Shares will be allotted and issued under the Specific Mandate to be sought from the Shareholders at the SGM. As no Shareholder has material interest in the Share Subscription, no Shareholder is required to abstain from voting at the SGM.

* For identification purpose only

LETTER FROM THE BOARD

The Company has made an application to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

The purpose of this circular is to give you further information on the Share Subscription and the notice of the SGM at which an ordinary resolution will be proposed to approve the Share Subscription and the granting of the Specific Mandate.

THE SUBSCRIPTION AGREEMENT

Date

29 March 2017

Parties

- (a) The Company, as issuer; and
- (b) Ever Billion Group Limited, as Subscriber.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber and its ultimate beneficial owners are independent of the Company and connected persons of the Company as at the Latest Practicable Date.

The Subscription Shares

On 29 March 2017, the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company conditionally agreed to allot and issue, and the Subscriber conditionally agreed to subscribe for, 826,000,000 Subscription Shares at the Subscription Price of HK\$0.28 per Subscription Share.

The Subscription Shares represent (a) approximately 19.98% of the existing issued share capital of the Company as at the Latest Practicable Date; and (b) approximately 16.65% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares upon Completion (assuming that there will be no other change in the issued share capital of the Company between the Latest Practicable Date and Completion).

The Subscription Shares will be allotted and issued under the Specific Mandate to be sought from the Shareholders at the SGM. The Subscription Shares (when allotted, issued and fully paid) will rank pari passu with the Shares in issue on the date of allotment and issue of the Subscription Shares. The Company has made an application to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

LETTER FROM THE BOARD

Subscription Price

The Subscription Price of HK\$0.28 per Subscription Share represents:

- (a) a discount of approximately 18.84% to the closing price of HK\$0.345 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 19.31% to the average closing price of HK\$0.347 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day;
- (c) a discount of approximately 22.65% to the average closing price of HK\$0.362 per Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day;
- (d) a discount of approximately 6.67% to the closing price of HK\$0.300 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (e) a premium of approximately 113.74% over the consolidated net asset value of the Company of approximately HK\$0.131 per Share as at 31 December 2016 (based on the audited consolidated net asset value of the Company as at 31 December 2016 as set out in the latest published annual report and the number of issued Shares as at 31 December 2016).

The Subscription Price was determined and negotiated upon arm's length basis between the Subscriber and the Company, with reference to the recent market prices of the Shares and the net asset value of the Company.

Pursuant to the sale and purchase agreement dated 8 September 2016 (as amended from time to time) ("Sale and Purchase Agreement") entered into among CIGL, CASH and the Subscriber, the Subscriber proposed to acquire from CIGL 36.28% shareholding in the Company at the purchase price of HK\$0.51 per Share ("Previous Price"), but the said agreement was terminated on 29 March 2017. Both the Previous Price of HK\$0.51 and the Subscription Price of HK\$0.28 were determined by the parties to the agreements after arm's length negotiation upon normal commercial terms with reference to, among other things, the recent market prices of the Shares and the latest net asset value of the Company. At the date of entering into of the Sale and Purchase Agreement on 8 September 2016, the closing price of the Share was HK\$0.51 (being the same as the Previous Price). At the date of entering into of the Subscription Agreement dated 29 March 2017, the closing price of the Share was HK\$0.345 (the Subscription Price was fixed at around 18.84% discount to the market price). In view of the decrease in share price of the Company, the Board considered that it is not appropriate to apply the same Previous Price in September 2016 in determining the Subscription Price in March 2017. Also, the Subscriber and the Company have taken into account the factors, including but not limited to, that the Subscriber can only acquire a substantial stake of over 10% interest in the Company under the Subscription Agreement instead of a controlling stake of over 30% interest in the Company under the Sale and Purchase Agreement in arriving at the Subscription Price. The Company is from time to time in negotiation with potential investors for fund raising opportunities but no definitive offer price has been proposed by such potential investors except the finalised terms of the Subscription Agreement with the Subscriber. Also, the Company has not entered into any agreement, understanding, intention or negotiation regarding any potential acquisitions as at the Latest Practicable Date.

LETTER FROM THE BOARD

Having considered the terms of the Subscription Agreement and in view of the above, the Directors consider that the Subscription Price is fair and reasonable under the current market conditions and the Share Subscription is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The total Subscription Price payable by the Subscriber to the Company for the Subscription Shares is HK\$231,280,000.

The Subscription Shares have a nominal value of HK\$16,520,000 and a market value of HK\$284,970,000, based on the closing price of HK\$0.345 per Share on the Last Trading Day. After deducting expenses relating to the Share Subscription of approximately HK\$1,300,000, the net price per Subscription Share is approximately HK\$0.278.

Payment terms

The Subscriber has paid/shall pay the total Subscription Price of HK\$231,280,000 in cash in the following manner:

- (a) the Subscriber has paid to the Company a sum of HK\$25,000,000 as Deposit within seven (7) calendar days of the date of the Subscription Agreement, and the Deposit has been automatically deemed as part of the total Subscription Price upon Completion; and
- (b) the Subscriber shall pay the remaining balance of the total Subscription Price of HK\$206,280,000 to the Company at the date of Completion.

Conditions precedent to Completion

Completion is conditional upon the following conditions being fulfilled or waived (as the case may be):

- (a) the passing of the resolution(s) at the SGM by the Shareholders to approve the Subscription Agreement and the transactions contemplated thereunder, including the granting of the Specific Mandate to the Directors to allot and issue the Subscription Shares, pursuant to the requirements of the Listing Rules;
- (b) the passing of the resolution(s) at a special general meeting of CASH to be convened by the shareholders of CASH to approve the Subscription Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules;
- (c) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Subscription Shares;

LETTER FROM THE BOARD

- (d) dealings in the Shares on the Stock Exchange not having been revoked or withdrawn during the period from the date of the Subscription Agreement to the date of Completion, except where: (1) dealings in the Shares have not been suspended for ten (10) consecutive trading days or more; (2) the suspension of dealings in the Shares relates to the Subscription Agreement or the transactions contemplated thereunder; or (3) the suspension of dealings in the Shares relates to the transactions of the Company or its subsidiaries contemplated under Chapter 14/Chapter 14A of the Listing Rules;
- (e) the Company not having received written notice from the Stock Exchange indicating that the listing of the Shares on the Stock Exchange would be suspended, revoked or withdrawn immediately after Completion due to the Subscription Agreement and/or the transactions contemplated thereunder;
- (f) the representations, warranties and undertakings given by the Company under the Subscription Agreement remaining true and accurate in all material respects; and
- (g) the representations, warranties and undertakings given by the Subscriber under the Subscription Agreement remaining true and accurate in all material respects.

The Company shall use its best endeavour to fulfill all the Conditions (save for Condition (g)). The Subscriber shall use its best endeavour to fulfill Condition (g). The Subscriber may waive all the Conditions (save for Conditions (a), (b) and (c) above) in whole or in part. The Company may waive Condition (g) above in whole or in part.

If any of the Conditions is not fulfilled or waived (as applicable) on or before the Long Stop Date, the Subscription Agreement shall lapse and all the rights and obligations under the Subscription Agreement shall cease, save for any rights or obligations which may accrue prior to the date of such lapse.

Unless otherwise agreed by the Company and the Subscriber, in the event that the Conditions are not fulfilled for reasons attributable to the Company, the Subscriber shall, upon termination of the Subscription Agreement, have the right to require the Company to refund the Deposit in full without interest to the Subscriber within five (5) Business Days after the termination, and pay an additional amount equivalent to the amount of the Deposit as compensation for the loss incurred by the Subscriber as a result of the termination of the Subscription Agreement. In the event that Completion does not take place due to the default of the Subscriber in making payment to the Company in accordance with the terms of the Subscription Agreement, the Company shall forfeit and retain the Deposit (including interests accrued) as compensation for the loss incurred by the Company as a result of the termination of the Subscription Agreement. Subject to the foregoing sentence, in the event that Completion does not take place on or before the Long Stop Date for reasons other than the non-fulfillment of Condition (g) above, the Company shall refund the Deposit in full to the Subscriber within ten (10) Business Days of the Long Stop Date.

As at the Latest Practicable Date, none of the Conditions has been fulfilled or waived.

LETTER FROM THE BOARD

Completion

Subject to the Conditions having been fulfilled or waived (as applicable), Completion will take place on the third (3rd) Business Day following the day on which the last of Conditions (a), (b) and (c) above has been fulfilled (or such other date as may be agreed by the Company and the Subscriber in writing).

On the date of Completion, the Subscriber shall pay to the Company the total Subscription Price minus the Deposit (being HK\$206,280,000) and the Subscription Shares shall be allotted and issued to the Subscriber.

Intended use of proceeds from the Share Subscription

The gross proceeds of the Share Subscription will amount to HK\$231,280,000. The net proceeds of the Share Subscription (after deducting estimated expenses relating to the Share Subscription of approximately HK\$1,300,000) are estimated to be approximately HK\$229,980,000, representing approximately HK\$0.278 per Subscription Share. It is the intention of the Company to deploy the net proceeds to support the Group's expanding share margin financing portfolio and facilitate correspondingly growth in its securities brokerage business in line with anticipation of recent market development and opportunities. The Company also intends to apply the net proceeds of approximately HK\$230 million as to around HK\$130 million to support the margin financing business and as to the remaining HK\$100 million as general working capital for daily operation and business development.

Some of the Company's principal subsidiaries are the licensing companies under the Securities and Futures Ordinance, which need to keep adequate liquid capitals to meet the requirement under Financial Resources Rules ("FRR"). The amounts of these required liquid capitals will fluctuate daily according to the amounts of borrowings drawn down by the aforesaid licensing companies and margin financing provided by these companies to their clients for their trading activities, which in turn, will depend on the market sentiment. Furthermore, as we plan to increase the amount of margin financing by HK\$130 million to cope with the business development, the required liquid capital under FRR will therefore increase correspondingly. As such, the Company has to keep a reasonably comfortable level of cash and bank balances to comply with the FRR and the net proceeds of HK\$100 million will be used as general working capital to maintain the required liquid capitals for these licensing companies and for their daily dealing settlement purpose.

LETTER FROM THE BOARD

The Company's expected funding needs for the next 12 months based on the Board's latest estimates, the key assumptions or factors used to prepare such forecast are as follows:

1. The Company's expected funding needs for the next 12 months will be to maintain the working capital at a level that will ensure sufficient cash for running the operating activities smoothly. After the Share Subscription to be completed in June 2017, about HK\$230 million shall be available to the Company, which shall be principally used as to around HK\$130 million for margin financing business and as to the remaining HK\$100 million for general working capital.
2. The margin book level shall gradually increase from currently HK\$250 million level to HK\$380 million level at July 2018 with an increase of HK\$130 million.
3. Assume the market sentiment shall remain unchanged without abnormal fluctuation, the average HK securities daily trading volume shall be around HK\$70 billion in recent months.
4. The securities market share of the Company will be increased from about 0.10% (refer to the market share level of March 2017) before the Share Subscription to 0.15% at July 2018.
5. The gross commission rate is at about 15 basis points and rebate ratio at about 50% shall be maintained.
6. The commodities broking business shall has moderate growth comes along with the growth in securities business after the Share Subscription Completion. Monthly brokerage income shall grow gradually from existing HK\$2 million ~ HK\$3 million level to HK\$4 million ~ HK\$5 million level at July 2018 accordingly. The average rebate ratio is kept at 60% throughout the period.
7. The other businesses of the Company shall run as at historical level.
8. Monthly expenditures are based on the average actual amounts incurred during the first 3 months of 2017. Due to the continuing conservative cost control policy, the overall costs structure of the Company shall be kept in existing level.

The net proceeds from the Share Subscription are expected to satisfy the Company's anticipated funding needs for the next 12 months barring any unforeseen circumstances. However, due to the nature of financial businesses, a larger capital base and more funding may generate more revenue and profits for the Group and is beneficial to the development and expansion of financial businesses if additional funding can be obtained. The Company is from time to time in negotiation with potential investors for further fund raising opportunities to support such funding needs. Nevertheless, no definitive terms have been reached nor legally binding agreement has been executed between the Company and any potential investors as at the Latest Practicable Date.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (based on information received by the Company and notified pursuant to Part XV of the Securities and Futures Ordinance) as at the Latest Practicable Date immediately before and after Completion (assuming that there is no other change to the issued share capital of the Company other than those contemplated in the Subscription Agreement).

	Before Completion		After Completion	
	No. of Shares	Approximate shareholding %	No. of Shares	Approximate shareholding %
CIGL	1,667,821,069	40.34	1,667,821,069	33.62
Director:				
Lo Kwok Hung John	1,255,500	0.03	1,255,500	0.03
The Subscriber	–	–	826,000,000	16.65
Public	2,465,283,019	59.63	2,465,283,019	49.70
Total	4,134,359,588	100.00	4,960,359,588	100.00

INFORMATION ON THE PARTIES

The Subscriber

The Subscriber is an investment holding company incorporated in the British Virgin Islands on 12 June 2009 and is wholly-owned by Sunbase Holdings. Sunbase Holdings is a private company limited by shares incorporated in Hong Kong, whose principal business includes investment management and capital operations, urban services and property management, infrastructures and urban commercial complex investment and operations, new energy and energy-based resources, bulk commodity operations and international trade, life biotechnology and modern elderly health and care, culture, sports and tourism industries. Sunbase Holdings is owned as to 66.7% by Mr Gao Gunter and 33.3% by Ms Yang Linda, respectively.

The Subscriber had been a party to the Sale and Purchase Agreement dated 8 September 2016 (as disclosed on page 6 of this circular), but the said agreement was terminated on 29 March 2017. Details of the termination are set out in the joint announcement of the Company, CASH and the Subscriber dated 31 March 2017.

LETTER FROM THE BOARD

The Group

The financial service businesses of the Group comprise (a) online and traditional brokerage of securities, futures and options contracts as well as mutual funds and insurance-linked investment products, (b) principal investments of securities, futures and options, (c) provision of margin financing and money lending services, and (d) provision of corporate finance services. For additional information, please visit www.cashon-line.com.

Based on the audited accounts of the Company, the net profits (before and after taxation and extraordinary items) for the financial year ended 31 December 2015 were approximately HK\$11.8 million and HK\$13.4 million respectively, and the audited net asset value as at 31 December 2015 was approximately HK\$595.6 million.

Based on the audited accounts of the Company, the net losses (before and after taxation and extraordinary items) for the financial year ended 31 December 2016 were approximately HK\$53.4 million and HK\$51.2 million respectively, and the audited net asset value as at 31 December 2016 was approximately HK\$543.2 million.

REASONS FOR AND BENEFITS OF THE SHARE SUBSCRIPTION

The Share Subscription is intended to serve as a strategic cooperative partnership between the Company and the Subscriber having a strong capital basis, whereby the Company will leverage the additional funding to strengthen its liquidity and financial position (in particular, the working capital of the Group) to facilitate its on-going developments. In view of the aforesaid, the Company has not considered alternative fund raising methods.

Given that the Subscription Shares will be allotted and issued at the Subscription Price representing a premium of approximately 113.74% over the consolidated net asset value of the Company as at 31 December 2016 which will increase the consolidated net asset value of the Company per Share and the reasons above, the Directors consider that the Share Subscription is beneficial to the Company and in the interests of the Shareholders as a whole. The Directors have considered the dilution effect on the shareholding of the Company before proceeding with the Share Subscription. As the Share Subscription introduces to the Company a strategic investor with a strong capital base and provides a good opportunity for the Company to raise capital and to improve the working capital of the Group, the Directors consider that such benefits will, to a certain extent, outweigh the dilution effect that will occur upon Completion. Having considered the terms of the Subscription Agreement, the Directors consider that the Share Subscription is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not carried out any equity fund raising activities in the twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

THE SGM

Set out on pages 14 to 15 of this circular is a notice convening the SGM to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong at 9:30 am on 1 June 2017 (Thursday).

At the SGM, an ordinary resolution will be proposed to be considered and, if thought fit, be passed by the Shareholders for the approval of the Share Subscription and the granting of the Specific Mandate.

The resolution will be voted by way of poll at the SGM. As no Shareholder has material interest in the Share Subscription, no Shareholder is required to abstain from voting on the relevant resolution at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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.

RECOMMENDATION

The Directors are of the view that the Share Subscription is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolution as set out in the notice of the SGM.

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

NOTICE OF THE SGM



CASH FINANCIAL SERVICES GROUP LIMITED

時富金融服務集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 510)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of CASH Financial Services Group Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 1 June 2017 (Thursday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the conditional share subscription agreement dated 29 March 2017 (“Subscription Agreement”, a copy of which has been produced to the SGM and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and Ever Billion Group Limited (“Subscriber”), whereby the Company agreed to allot and issue, and the Subscriber agreed to subscribe for, 826,000,000 new shares in the Company (“Subscription Shares”) at the subscription price of HK\$0.28 per Subscription Share, subject to the terms and conditions as set out in the Subscription Agreement and described in the circular of the Company dated the same date of this notice, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised to allot and issue the Subscription Shares pursuant to or in connection with the terms of the Subscription Agreement and generally to do such things or make such arrangement as they may think fit to give effect to the issue of the Subscription Shares and the transactions contemplated thereunder.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 16 May 2017

* For identification purpose only

NOTICE OF THE SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. A form of proxy is also enclosed for the SGM.
2. In order to be valid, the form of proxy must be deposited at the correspondence address of the Company at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a 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. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 pm on 25 May 2017.