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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a 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 or 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)**

**PROPOSED SHARE CONSOLIDATION,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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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 3 September 2020 (Thursday) at 9:30 am is set out on pages 11 to 12 of this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

13 August 2020

\* For identification purpose only

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## CONTENTS

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	<i>Pages</i>
<b>Expected timetable for the Share Consolidation</b> .....	ii
<b>Precautionary measures for the SGM</b> .....	iv
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
Introduction .....	3
Proposed Share Consolidation .....	4
Refreshment of the Scheme Mandate Limit .....	7
SGM .....	9
Responsibility statement .....	10
Recommendation .....	10
<b>Notice of the SGM</b> .....	11

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## EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION

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The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

**2020**

Despatch date of circular with notice of the SGM. . . . . Thursday, 13 August

Latest time for lodging transfer of Shares in order to  
qualify for attendance and voting at the SGM. . . . . 4:30 pm on Friday, 28 August

Closure of register of members of the Company to determine  
the qualification for attendance and voting at the SGM. . . . . Monday, 31 August to  
Thursday, 3 September  
(both dates inclusive)

Latest time for lodging proxy forms for the SGM. . . . . 9:30 am on Tuesday, 1 September

Record date for attending and voting at the SGM . . . . . Thursday, 3 September

Date and time of the SGM . . . . . 9:30 am on Thursday, 3 September

Publication of announcement of voting results of the SGM . . . . . Thursday, 3 September

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular.**

Effective date for the Share Consolidation . . . . . Monday, 7 September

First day for free exchange of the existing share certificates  
for new share certificates for the Consolidated Shares . . . . . Monday, 7 September

Dealings in the Consolidated Shares commence . . . . . 9:00 am on Monday, 7 September

Original counter for trading in the Existing Shares  
in board lots of 6,000 Existing Shares (in the form of  
the existing share certificates) temporarily closes . . . . . 9:00 am on Monday, 7 September

Temporary counter for trading in the Consolidated Shares  
in board lots of 300 Consolidated Shares (in the form of  
the existing share certificates) opens . . . . . 9:00 am on Monday, 7 September

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## EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION

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- Original counter for trading in the Consolidated Shares  
in board lots of 6,000 Consolidated Shares  
(in the form of the new share certificates  
for the Consolidated Shares) re-opens . . . . . 9:00 am on Monday, 21 September
- Parallel trading in the Consolidated Shares (in the form of  
the new share certificates for the Consolidated Shares and  
the existing share certificates) commences . . . . . 9:00 am on Monday, 21 September
- Designated broker starts to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 9:00 am on Monday, 21 September
- Temporary counter for trading in the Consolidated Shares  
in board lots of 300 Consolidated Shares (in the form  
of the existing share certificates) closes . . . . . 4:10 pm on Tuesday, 13 October
- Parallel trading in the Consolidated Shares (in the form  
of the new share certificates for the Consolidated Shares  
and the existing share certificates) ends . . . . . 4:10 pm on Tuesday, 13 October
- Designated broker ceases to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 4:10 pm on Tuesday, 13 October
- Last date for free exchange of existing share certificates for  
new share certificates for the Consolidated Shares . . . . . Thursday, 15 October

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## PRECAUTIONARY MEASURES FOR THE SGM

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Taking into account the recent development of the pandemic caused by the novel coronavirus pneumonia (COVID-19), **the Company strongly recommends the Shareholders to appoint the chairman of the SGM as their proxy to vote on their behalf in respect of the resolutions to be proposed at the SGM to minimise the risk of infection.**

For Shareholders attending the SGM in person, the Company will implement the following precautionary measures at the SGM:

- (a) **compulsory body temperature check** will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be permitted to access to the meeting venue;
- (b) every Shareholder or proxy is required to **sterilise their hands with hand sanitiser** and register at the counter at the entrance of the venue;
- (c) every Shareholder or proxy is required to **wear surgical face mask** throughout the meeting;  
and
- (d) no distribution of corporate gifts and no refreshments will be served.

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 am and 5:00 pm) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and which Shares are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.40 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company before the Share Consolidation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 August 2020, 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
“New Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the annual general meeting held on 8 June 2018 to replace the Old Share Option Scheme
“Old Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders at the special general meeting held on 22 February 2008 and expired and terminated on 21 February 2018

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## DEFINITIONS

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“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise in full of options available to be granted by the Directors on behalf of the Company from time to time under the New Share Option Scheme
“SGM”	the special general meeting of the Company to be held for considering and, if thought fit, approving the Share Consolidation and the refreshment of the Scheme Mandate Limit
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) Existing Shares into one (1) Consolidated Share
“Share Option Schemes”	the New Share Option Scheme and/or the Old Share Option Scheme (as the case maybe)
“Share Options”	share options to subscribe for new shares of the Company granted under the Share Option Schemes
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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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)

**Board of Directors:**

*Executive Directors:*

KWAN Pak Hoo Bankee  
CHEUNG Wai Ching Anthony  
LI Shing Wai Lewis  
KWAN Teng Hin Jeffrey  
NG Hin Sing Derek

*Independent non-executive Directors:*

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:**

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

13 August 2020

To Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

#### INTRODUCTION

Reference is made to the announcement of the Company dated 23 July 2020 in relation to the Share Consolidation. The Board also proposes to refresh the Scheme Mandate Limit.

The purpose of this circular is to provide you with:

- (i) details of the Share Consolidation;

\* For identification purpose only



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## LETTER FROM THE BOARD

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- (ii) information on the refreshment of the Scheme Mandate Limit which is required under rule 17.03(3) of the Listing Rules to be approved by the Shareholders in general meeting; and
- (iii) notice of the SGM.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every twenty (20) Existing Shares be consolidated into one (1) Consolidated Share.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 15,000,000,000 Existing Shares of par value of HK\$0.02 each, of which 4,955,763,588 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no Existing Shares are issued or repurchased from the date hereof until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$300,000,000 divided into 750,000,000 Consolidated Shares of par value of HK\$0.40 each, of which 247,788,179 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
2. the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under Bermuda law (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions had been fulfilled.

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## LETTER FROM THE BOARD

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### **Listing application**

An application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange and no debt securities of the Company are listed or dealt in on the Stock Exchange or any other stock exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company had outstanding Share Options entitling the holders thereof to subscribe for a total of 1,179,650,000 new Existing Shares. Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and the number of shares falling to be issued upon exercise of the Share Options pursuant to the terms thereof. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Save as disclosed above, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **No change in board lot size**

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in board lots of 6,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 6,000 Consolidated Shares.

Based on the closing price of HK\$0.028 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 6,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,360.

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## LETTER FROM THE BOARD

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### **Reasons for the Share Consolidation**

The Share Consolidation will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lower as most of the banks/securities firms will charge a minimum transaction costs for each securities trade. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company, the Shareholders and investors as a whole.

Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

Taking into account of the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Celestial Securities Limited, a wholly-owned subsidiary of the Company, as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 am on Monday, 21 September 2020 to 4:10 pm on Tuesday, 13 October 2020 (both days inclusive). Shareholders of odd lots of the Consolidated Shares may contact Ms Amy Ng or Mr Leo Ko (telephone: 2526 8218) of Celestial Securities Limited during normal business hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 7 September 2020, being the second Business Day immediately after the date of the SGM, the Shareholders may during the period from Monday, 7 September 2020 to Thursday, 15 October 2020 (both days inclusive) submit existing share certificates for the Existing Shares (in the colour of blue) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of purple) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After Thursday, 15 October 2020, share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **REFRESHMENT OF THE SCHEME MANDATE LIMIT**

The share option scheme of the Company currently in force is the New Share Option Scheme (which was adopted on 8 June 2018 to replace the Old Share Option Scheme dated 22 February 2008). As at the Latest Practicable Date, 4,955,763,588 Existing Shares were in issue and (i) a total of 815,250,000 options with rights to subscribe up to 815,250,000 Shares, representing 16.45% of the number of issued Existing Shares as at the Latest Practicable Date, have been granted under the New Share Option Scheme and remained outstanding since the adoption of the New Share Option Scheme; and (ii) a total of 364,400,000 options with rights to subscribe up to 364,400,000 Shares, representing 7.35% of the number of issued Existing Shares as at the Latest Practicable Date, have been granted under the Old Share Option Scheme and remained outstanding since the adoption of the Old Share Option Scheme. The options granted under the Old Share Option Scheme before its expiry and remained outstanding shall continue to be valid and exercisable in accordance with the terms of the options.

At the annual general meeting of the Company held on 6 June 2019, the Scheme Mandate Limit was refreshed by the Shareholders and the Company is allowed to grant options entitling holders thereof to subscribe for up to 495,576,358 Shares. Since the latest refreshment of the Scheme Mandate Limit and up to the Latest Practicable Date, a total of 494,500,000 options have been granted and the Scheme Mandate Limit has been utilised as to around 99.78%. None of the 494,500,000 options granted was exercised, cancelled or lapsed during the period.

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## LETTER FROM THE BOARD

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Since over 99.78% of the Scheme Mandate Limit as refreshed in the previous annual general meeting of the Company has been utilised, the Directors would like to take this opportunity to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so as to obtain a higher limit and to retain the flexibility to make new grant of options under the New Share Option Scheme as the Board may consider appropriate from time to time. It will allow the Company to attract potential employees to join the Group and to provide incentives to and to retain the existing employees of the Group which is in the interests of the Group.

Pursuant to rule 17.03(3) of the Listing Rules, the Scheme Mandate Limit may not exceed 10% of the Shares in issue as at the date of approval or adoption of that limit by the Shareholders. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting from time to time.

Pursuant to rule 17.03(3) of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Schemes must not exceed 30% of the Shares in issue from time to time.

Assuming no further allotment and issue of Shares and/or buyback of Shares up to the date of the SGM, the Scheme Mandate Limit (upon the approval of the refreshment by the Shareholders at the SGM) will allow the Company to grant options entitling holders thereof to subscribe for up to 495,576,358 Shares, being 10% of the Shares then in issue as at the date of the SGM. As the Board also proposes the Share Consolidation as set out in the above section headed “Proposed Share Consolidation”, such 495,576,358 Shares of the Scheme Mandate Limit as refreshed at the SGM will be automatically adjusted to 24,778,817 Consolidated Shares immediately upon the Share Consolidation becoming effective.

In the event that the Directors utilise the Scheme Mandate Limit in full (i.e. granting a maximum of 495,576,358 options in full), the total number of outstanding options in aggregate with the outstanding 1,179,650,000 options as at the Latest Practicable Date will be 1,675,226,358 options (representing 33.80% of the number of issued Existing Shares), which will slightly exceed 30% of the issued Shares as at the Latest Practicable Date.

The Directors will closely monitor the aforesaid 30% threshold restriction when granting options to ensure strict compliance with rule 17.03(3) of the Listing Rules. The Directors will strictly comply with rule 17.03(3) of the Listing Rules and will not grant any option under the refreshed Scheme Mandate Limit in the event that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Schemes will exceed 30% of the Shares in issue from time to time.

The Company has established internal control procedures to monitor the grant of options under the Scheme Mandate Limit from time to time in order to ensure strict compliance with rule 17.03(3) of the Listing Rules. The Company maintains a comprehensive checklist (“Checklist”) which set out the information including (i) the number of issued Shares from time to time, (ii) the total number of options granted and remained outstanding and the options held by each grantee, (iii) the maximum number of options which is currently available to be granted under the refreshed 10% Scheme Mandate Limit, (iv) the total number of options granted and remaining number of options available to be granted under the refreshed 10% Scheme Mandate Limit, and (v) the maximum number of options which is currently available to be granted after taking into account the total outstanding options of the Company and the

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## LETTER FROM THE BOARD

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new options intend to be granted under the remaining 10% Scheme Mandate Limit to ensure in compliance with the 30% threshold restriction under rule 17.03(3). The Checklist is prepared and will be updated regularly and circulated to the Directors by the corporate governance department from time to time.

In case the Board proposes the grant of options, the procedures will be:- (i) corporate governance department will check the Checklist and report to the Directors the maximum number of options available to be granted and the limit for each grantee. (ii) the Board will further review the Checklist and the maximum number of options available to be granted and then determine the list of grantees to be granted. (iii) the corporate governance department will then further cross-check the final list of grantees and total number of options to be granted and relevant requirements to ensure compliance with the Listing Rules and proceed with the grant of options.

As at the Latest Practicable Date, the Company has no intention or definite plan for list of target grantees or expected size for grant of options to participants of the Group under the New Share Option Scheme in the coming 12 months. However, as part of remuneration package for the purpose of providing incentives or rewards to eligible participants (including Directors and employees) of the Group or to attract potential employees to join the Group, the Directors will consider the grant of new options under the refreshed Scheme Mandate Limit in accordance with the terms of the New Share Option Scheme as they might consider appropriate and necessary from time to time.

The refreshment of the Scheme Mandate Limit is conditional upon (i) approval by the Shareholders by an ordinary resolution at the SGM; and (ii) the Stock Exchange granting approval for the listing of and permission to deal in the Share(s) to be issued pursuant to the exercise of options to be granted under the Scheme Mandate Limit. Options previously granted under the Share Option Schemes (including those outstanding, cancelled, lapsed in accordance with the scheme(s) or exercised options) will not be counted in the Scheme Mandate Limit as refreshed.

Application has been made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares, representing a maximum of 10% of the Shares in issue as at the date of the SGM approving the refreshment of the Scheme Mandate Limit, which may be issued pursuant to the exercise of the options under the New Share Option Scheme.

### **SGM**

Set out on pages 11 to 12 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 3 September 2020 (Thursday).

At the SGM, ordinary resolutions for approving the Share Consolidation and the refreshment of the Scheme Mandate Limit will be proposed for the Shareholders' approval.

The resolutions will be voted by way of poll at the SGM. As no Shareholder has material interest in the Share Consolidation and the refreshment of the Scheme Mandate Limit, no Shareholder is required to abstain from voting on the resolutions above.

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## LETTER FROM THE BOARD

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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 or any adjourned meeting 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 consider that the Share Consolidation and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM.

On behalf of the Board

**Bankee P. Kwan**

*Chairman & CEO*

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## NOTICE OF THE SGM

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### CASH FINANCIAL SERVICES GROUP LIMITED

時富金融服務集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock code: 510)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“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 3 September 2020 (Thursday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below:
  - (a) with effect from the second business day immediately following the date on which this resolution is passed:
    - (i) every twenty (20) issued and unissued ordinary shares of par value of HK\$0.02 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.40 (each a “Consolidated Share”) (“Share Consolidation”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum of association and bye-laws of the Company; and
    - (ii) all fractional Consolidated Shares will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and

\* For identification purpose only



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## NOTICE OF THE SGM

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- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”
2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the shares in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on 8 June 2018 (“New Share Option Scheme”) up to a new 10% limit of the number of shares in issue at the date of the passing of this resolution (subject to the relevant adjustment to be made upon the Share Consolidation as set out in the resolution numbered (1) being passed and becoming effective) (“Scheme Mandate Limit”) be approved, and that any Director of the Company be and is hereby authorised to offer or grant options pursuant to the New Share Option Scheme to subscribe for shares up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares upon the exercise of such options.”

By order of the Board  
**Suzanne W S Luke**  
*Company Secretary*

Hong Kong, 13 August 2020

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

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

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or if he is 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. A form of proxy for the SGM is also enclosed.
2. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 SGM, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 pm on 28 August 2020.