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CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Celestial Asia Securities Holdings Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 8 May 2015 (Friday) at 10:00 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 9 March 2015 (“Sale and Purchase Agreement”, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into among Celestial Investment Group Limited (a wholly-owned subsidiary of the Company) (as the seller), Oceanwide Holdings International Finance Ltd (as the purchaser) and the Company (as guarantor) in relation to the proposed disposal of a total of 1,657,801,069 shares of HK\$0.02 each in CASH Financial Services Group Limited (時富金融服務集團有限公司) (“CFSG”, a non-wholly-owned subsidiary of the Company) (“CFSG Sale Shares”) at a price of HK\$0.37 per CFSG Sale Share (“Disposal”), details of which are set out in this circular, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the director of the Company (“Directors”) be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver the Sale and Purchase Agreement and all such other agreements, documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal and the transactions contemplated thereunder.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 22 April 2015

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 SGM is entitled to appoint one or, if he is holder of more than one share, 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.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong 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.

As at the date hereof, the Board comprises:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Hin Sing Derek

Independent non-executive directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin

** For identification purpose only*