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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 31 December 2015 (Thursday), at 10:00 am for the purpose of considering and, if thought fit, passing the following resolutions (each as a separate resolution) of the Company:

ORDINARY RESOLUTIONS

“**THAT**, the margin financing agreement dated 24 November 2015 (“New Margin Financing Agreement”) entered into between Celestial Securities Limited (a subsidiary of the Company held through CASH Financial Services Group Limited) with each of the following connected client(s) numbered (i) to (x) (“Connected Client(s)”) in relation to the grant of margin financing facility for a sum of up to HK\$30 million for each of the three financial years ending 31 December 2018 to each of the Connected Clients (“New Margin Financing Arrangement(s)”) and the terms thereof and the transactions contemplated thereunder be and is hereby approved and confirmed and that any one director of the Company or the Company Secretary be and is hereby authorised to sign any agreements or documents and to do such things or make such arrangement(s) as they may think fit to give effect to the New Margin Financing Arrangement(s):

- (i) Mr Kwan Pak Hoo Bankee
- (ii) Mr Law Ping Wah Bernard
- (iii) Ms Cheng Pui Lai Majone
- (iv) Mr Ng Kung Chit Raymond
- (v) Mr Lam Man Michael
- (vi) Mr Law Ka Kin Eugene
- (vii) Mr Ng Hin Sing Derek
- (viii) Mr Kwan Pak Leung Horace
- (ix) Ms Chan Siu Fei Susanna
- (x) Cash Guardian Limited”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 15 December 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 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 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 notarially 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, JP
Mr Law Ping Wah Bernard
Mr Law Ka Kin Eugene
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*