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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 6 July 2016, Wednesday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT**, the memorandum of understanding dated 4 May 2016 and/or the formal sale and purchase agreement dated 10 June 2016 (“Agreements”, copies of which have been produced to the Meeting and marked “A” and “B” respectively and signed by the chairman of the Meeting for the purpose of identification) entered into between Max Luck Associates Limited (an indirect non-wholly-owned subsidiary of the Company) as seller (“Seller”) and Ultimate Luck Global Limited as purchaser (“Purchaser”), whereby the Seller has agreed to sell and the Purchaser has agreed to purchase the entire one fully paid issued share of Cheer Wise Investments Limited (“Sale Share”) and the entire amount of loans or moneys due or payable by Cheer Wise Investments Limited to the Seller or any other person(s) or corporation(s) (“Sale Loans”) at an aggregate consideration of HK\$140,500,000 in cash, subject to the terms and conditions as set out in the Agreements and described in the circular of the Company dated the same date of this notice, and the transaction contemplated thereunder, be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the transactions contemplated under the Agreements.”

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

Hong Kong, 17 June 2016

*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 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*