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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 1 June 2017 (Thursday) at 10:00 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, the subscription agreement dated 29 March 2017 (“Subscription Agreement”, 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 CASH Financial Services Group Limited (“CFSG”, a non-wholly-owned subsidiary of the Company) and Ever Billion Group Limited (“Subscriber”), whereby CFSG agreed to allot and issue and the Subscriber agreed to subscribe for 826,000,000 new shares in CFSG (“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 any one director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents as may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Subscription Agreement.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 16 May 2017

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.
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.

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
Ms Kwok Lai Ling Elaine
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*