



# CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code #1049)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting (“Meeting”) of Celestial Asia Securities Holdings Limited (“Company”) will be held at 21/F The Center, 99 Queen’s Road Central, Hong Kong on 12 June 2006, (Monday), at 9:45 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** the sale and purchase agreement (“Agreement”) entered into between Celestial Investment Group Limited (“Purchaser”), a wholly owned subsidiary of the Company, and CASH Retail Management Group Limited (“Vendor”, an associated company of the Company) on 20 February 2006 in relation to the proposed acquisition by the Purchaser from the Vendor the 100% interest in CASH Retail Management (HK) Limited (“CRM (HK)”, and together with its subsidiaries, “Retail Group”), including all outstanding loans due from the Retail Group to the Vendor as at the completion of the Agreement (“Entire Interest”), at the consideration of the lower of (a) HK\$140,000,000; and (b) the aggregate of (i) the adjusted combined value of the Entire Interest as at 31 December 2005, and (ii) a premium of HK\$20,000,000 be, subject to several conditions as set out in the Agreement and described in the circular of the Company dated the same date of this notice, hereby approved and ratified and the directors of the Company be and are hereby authorized to do such things or make such arrangement as they may think fit to give effect to the completion of the Agreement.”

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

Hong Kong, 24 May 2006

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

21/F The Center  
99 Queen’s Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting 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 in Hong Kong at 21/F The Center, 99 Queen’s Road Central, 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 special general meeting or any adjournment thereof.

*As at the date hereof, the executive Directors are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth and Mr Li Yuen Cheuk Thomas, and the Independent Non-executive Directors are Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin.*