



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 of Celestial Asia Securities Holdings Limited (“Company”) will be held at 21/F The Center, 99 Queen’s Road Central, Hong Kong on 22 February 2008, at 9:45 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company, with or without amendments:

ORDINARY RESOLUTION

1. “**THAT** conditional upon:

- (A) the GEM Share Option Scheme (as defined in (C) below in this resolution no. 1) be terminated with effect from the date on which the Proposed Share Option Scheme (as defined in (C) below in this resolution no. 1) becomes unconditional and effective;
- (B) the Proposed Share Option Scheme be approved and adopted by the shareholders of CASH Financial Services Group Limited (“CFSG”) and the board of directors of CFSG be and is hereby authorised, at its absolute discretion, to grant options to subscribe for shares of CFSG (“CFSG Shares”) thereunder and to allot, issue and deal with any CFSG Shares pursuant to the exercise of the subscription rights under any option which may be granted under the Proposed Share Option Scheme and to do all such acts as it may in its absolute discretion consider necessary or expedient in order to give full effect to the Proposed Share Option Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same;
- (C) the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the CFSG Shares; (ii) any CFSG Shares which may be issuable upon the exercise of any options which were granted under the share option scheme adopted by CFSG pursuant to a resolution passed by the shareholders of CFSG on 19 February 2002 (“GEM Share Option Scheme”); and (iii) any CFSG Shares which may be granted under the new share option scheme to be conditionally adopted at the special general meeting of CFSG (“Proposed Share Option Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting);
- (D) upon the commencement of dealing on CFSG Shares on the main board of the Stock Exchange;

, the Proposed Share Option Scheme of CFSG be and is hereby approved.”

SPECIAL RESOLUTION

2. “**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner:–

- (1) in Bye-law 9 – to insert the following sentences at the end of this Bye-law:

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.”

(2) in Bye-law 63 –

- (i) to add the words “, if one is appointed,” after the words “The president of the Company or the chairman”;
- (ii) to add the words “, or if no such officer is appointed,” after the words “, or if neither of them is willing to act as chairman,”; and
- (iii) to add the words “or (in the case of a Member being a corporation) by its duly authorised representative” after the words “the Members present in person”.

(3) in Bye-law 66 –

- (i) to insert the following words after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless”:

“voting by way of a poll is required by the rules of the Designated Stock Exchange or”; and

- (ii) to insert the following paragraph after the end of Bye-law 66(d):

“; or

- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

(4) in Bye-law 86(4) – to replace the word “special” with the word “ordinary” after the words “at any general meeting convened and held in accordance with these Bye-laws, by”.

(5) in Bye-law 87(1) – to replace the existing words:

“greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.”

with the following words:

“less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”

(6) in Bye-law 127(1) – to insert the words “(if so appointed by the Board)” after the words “The officers of the Company shall consist of a president and vice-president or chairman and deputy chairman”.

(7) in Bye-law 127(2) – to delete the entire Bye-law 127(2) and to renumber the Bye-law 127(3) as Bye-law 127(2) and Bye-law 127(4) as Bye-law 127(3).

(8) in Bye-law 129 – to replace the existing paragraph with the following paragraph:

“If the Board has appointed a chairman, the chairman shall act as chairman of all meetings of the Members and of the Directors at which he is present. If a chairman has not been appointed by the Board or is absent, the chairman of a meeting shall be elected or appointed by those present at the meeting.”

(9) in Bye-law 157 – to replace the existing words “as soon as practicable convene a special general meeting to fill the vacancy.” after the words “the Directors shall” with the following words:

“have power to fill the vacancy and fix the remuneration of the Auditor so appointed.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 30 January 2008

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and 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 Company’s executive Directors are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth and Mr Lin Che Chu George, and its independent non-executive Directors are Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin.