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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”, together with its subsidiaries “Group”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 11 June 2009, Thursday, at 9:15 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**, subject to and conditional upon the resolutions numbered 2(a) to (c) set out below being passed as ordinary resolutions,
 - (a) the sale and purchase agreement dated 19 December 2008 as supplemented by the supplemental agreement dated 21 May 2009 (“S&P Agreement”, copy of which together with the copy of the supplemental agreement dated 21 May 2009 have been produced to the Meeting and marked “A(1)” and “A(2)” respectively 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, together with its subsidiaries “CFSG Group”) and CASH Group Limited (“CGL”) (a wholly-owned subsidiary of the Company) in relation to (i) the proposed acquisition of 60% of the equity shareholding interest in CASH Retail Management (HK) Limited (“CRM(HK)”, together with its subsidiaries “Retail Group”) and the loan due from the Retail Group to CGL, if any, by CFSG from CGL and (ii) the grant of a purchaser call option by CGL to CFSG to acquire the remaining 40% of the equity shareholding interest in CRM(HK), exercisable at the discretion of both CFSG or CGL, at a total adjusted consideration of HK\$310,340,000 and the issue of convertible note(s) (to be defined in resolution number 1(b) below) by CFSG to CGL to settle part of the consideration, subject to the terms and conditions as set out in the S&P 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 and the directors of the Company (“Directors”) be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the S&P Agreement and the transactions contemplated thereunder; and
 - (b) the issue the convertible note(s) by CFSG in the principal amount of approximately HK\$233,952,000 (subject to the actual amounts due from the Group to the Retail Group to be set off as at the date of completion of acquisition of 60% of the equity interest of CRM(HK) as described in 1(a) above (“Convertible Note(s)”), subject to the terms and conditions of the S&P 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 and the directors of CFSG be and are hereby authorised to allot and issue the new shares of HK\$0.10 each in CFSG issuable upon the conversion of any part of the Convertible Note(s) during the conversion period.”

2. “**THAT**, subject to and conditional upon the resolutions numbered 1(a) to (b) set out above being passed as ordinary resolutions,
- (a) the first agreement (“First Agreement”, copy of which has been produced to the Meeting and marked “B” and signed by the chairman of the Meeting for the purpose of identification) dated 19 December 2008 entered into among CFSG, the Company and CRM(HK) relating to provision of financial guarantee by each of CFSG and/or the Company at an annual cap of up to HK\$200 million for assisting the Retail Group to obtain banking facilities from various banks for each of the three financial years ending 31 December 2011, subject to the terms and conditions as set out in the First 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 and the Directors be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the First Agreement and the transactions contemplated thereunder;
 - (b) the second agreement (“Second Agreement”, copy of which has been produced to the Meeting and marked “C” and signed by the chairman of the Meeting for the purpose of identification) dated 19 December 2008 entered into between the Company and CRM(HK) relating to sub-leasing arrangement by which the Company will sub-lease around 60% of floor area of its current office premises to the Retail Group as its office premises at an annual cap of rental (including rent and management fees) of up to HK\$5 million, in total, for each of the three financial years ending 31 December 2011, subject to the terms and conditions as set out in the Second 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 and the Directors be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the Second Agreement and the transactions contemplated thereunder;
 - (c) the third agreement (“Third Agreement”, copy of which has been produced to the Meeting and marked “D” and signed by the chairman of the Meeting for the purpose of identification) dated 19 December 2008 entered into among CFSG, the Company and CRM(HK) relating to provision of services, including sales and marketing, advertising, promotional, etc, by the Retail Group at an annual cap of services fees of up to HK\$2 million, in total, to each of the CFSG Group and the Group (not including the CFSG Group) for each of the three financial years ending 31 December 2011, subject to the terms and conditions as set out in the Third 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 and the Directors be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the Third Agreement and the transactions contemplated thereunder.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 26 May 2009

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 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 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 special general meeting or any adjournment thereof.

As at the date hereof, the Directors of the Company comprise:-

Executive Directors:

Mr Kwan Pak Hoo Bankee
Mr Lin Che Chu George
Mr Law Ping Wah Bernard

Independent non-executive Directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin