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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”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 31 December 2009 (Thursday) at 9:15 am for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, the grant of margin financing facility (“Margin Financing Arrangement”) of up to HK\$30 million (which represents the maximum outstanding balance, including accrued outstanding interests, of the margin financing facility) to each of Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard (the executive directors of each of CASH Financial Services Group Limited (“CFSG”) (a non-wholly-owned subsidiary of the Company) and the Company), Mr Chan Chi Ming Benson, Mr Cheng Man Pan Ben (the executive directors of CFSG), and Cash Guardian Limited (a substantial shareholder of the Company), and Libra Capital Management (HK) Limited (formerly E-Tailer Holding Limited) and Cashflow Credit Limited (wholly-owned subsidiaries of the Company and substantial shareholders of CFSG) (“Connected Clients”) by CFSG for each of the three financial years ending 31 December 2012, subject to the terms and conditions of the Margin Financing Arrangement as described in the circular of the Company dated the same date of this notice, and the signing of margin financing agreements dated 25 November 2009 between CFSG with each of the Connected Clients, be and are hereby approved and the directors of the Company be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the Margin Financing Arrangement.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 15 December 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 Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive Directors:

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