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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 18 June 2013, Tuesday, at 10:00 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:-**

- (a) subject to the completion of the distribution in specie of shares of CASH Retail Management (HK) Limited (“Privateco”) by CASH Financial Services Group Limited (“CFSG”), the acquisition of the issued shares of the Privateco pursuant to the voluntary conditional cash offer by Celestial Capital Limited on behalf of Celestial Investment Group Limited (“CIGL”) (a wholly owned subsidiary of the Company) to acquire all the shares of the Privateco (including such shares in the Privateco to be held by CIGL and its parties acting in concert with it (other than CIGL)) (“Acquisition”), details of which are set out in this circular, and all the transactions contemplated thereby (“Acquisition Transactions”) be and is hereby approved; and
- (b) the directors of the Company (“Directors”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Acquisition Transactions and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company, to the extent such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Acquisition Transactions.”

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

Hong Kong, 31 May 2013

*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, if he is holder of more than one share, 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 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 Board comprises:-

*Executive directors:*

Mr Kwan Pak Hoo Bankee  
Dr Chan Yau Ching Bob  
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