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CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the extension of the Loan Facility, which contains specific performance obligations on Mr Kwan, the chairman and controlling shareholder of the Company.

Reference is made to the announcement of Celestial Asia Securities Holdings Limited (formerly known as Net2Gather (China) Holdings Limited) (“Company”) dated 14 July 2011 (“Announcement”) relating to the facility agreement dated 14 July 2011 (“Facility Agreement”) for a revolving loan facility of HK\$80,000,000 up to and including 30 June 2013 (“Loan Facility”) granted by Wah Sun Finance Limited (“Lender”) to Praise Joy Limited (“Praise Joy”) (a wholly-owned subsidiary of the Company). Terms used in this announcement shall have the same meaning as defined in the Announcement unless otherwise stated.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) with respect to the extension of the Loan Facility to 31 July 2013, which contains specific performance obligations on Mr Kwan Pak Hoo Bankee (“Mr Kwan”) (the chairman and controlling shareholder of the Company).

EXTENSION OF THE LOAN FACILITY

The Board announces that, on 28 June 2013, an amendment deed (“Amendment Deed”) was entered into among, inter alia, Praise Joy and the Lender relating to the extension of the Loan Facility for one month to 31 July 2013. Pursuant to the Amendment Deed, the 1,639,861,069 shares in CASH Retail Management (HK) Limited (“Privateco”) held by Celestial Investment Group Limited (“CIGL”) (a wholly-owned subsidiary of the Company) as at the date of this announcement and any further shares in the Privateco to be acquired by CIGL under the privateco offer (details of the privateco offer are set out in the circular of the Company dated 31 May 2013) will be deposited with the Lender as an additional security for the extension of the Loan Facility.

As at the date of this announcement, the outstanding balance of the Loan Facility is approximately HK\$40,000,000.

EXTENSION OF SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER OF THE COMPANY

In addition, the following undertaking made by Mr Kwan under the Facility Agreement shall continue until the full repayment of the Loan Facility on 31 July 2013:-

- (1) Save with written consent of the Lender, Mr Kwan shall remain as the only major shareholder of the Company and shall (directly or indirectly) legally and beneficially own not less than 30% of the issued share capital of the Company;

(2) Mr Kwan exerts de facto control over the management and affairs of the Company and remains as an executive director and chairman of the Company.

As at the date of this announcement, Mr Kwan owns approximately 32.42% of the issued share capital of the Company.

If an event of default under the Facility Agreement and the Amendment Deed occurs, the Lender may cancel the Loan Facility and/or all outstanding amounts together with interest accrued thereon and all other sums payable by the Company under the Facility Agreement to be immediately due and payable.

By order of the Board
Suzanne S W Luke
Company Secretary

Hong Kong, 28 June 2013

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