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CHANGE OF DIRECTORSHIP

The board of directors (“Board”) of Celestial Asia Securities Holdings Limited (“Company”, together with its subsidiaries “Group”) is pleased to announce that Mr Ng Hin Sing Derek (“Mr Ng”) has been promoted and appointed as an executive director of the Company with effect from 5 August 2013.

The information of Mr Ng required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”) in relation to his appointment is as follows:

- (1) Mr Ng, aged 45, is appointed as an executive director of the Company in charge of the corporate development and management of retail businesses of the Group. He has extensive experience in the field of retail operation and management business.
- (2) Mr Ng joined the Group in January 1997. Currently, he is the chief executive officer of Pricerite in charge of the Group’s retail business division.
- (3) Mr Ng graduated from Southern Illinois University Carbondale in USA with a Master Degree of Business Administration and Ottawa University in USA with a Bachelor Degree of Arts. He is a CERTIFIED FINANCIAL PLANNER^{CM} professional.
- (4) Mr Ng has not held any other directorships in listed public companies during the three years preceding the date of this announcement.
- (5) Mr Ng has entered into a service contract with the Company for a term of two years commencing from the date of his appointment and will continue thereafter until terminated by three months’ notice in writing served by either party on the other. Mr Ng is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company. Mr Ng is entitled to a monthly salary of HK\$75,000, plus a year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.
- (6) Mr Ng has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

- (7) Within the meaning of Part XV of the Securities and Futures Ordinance, Mr Ng has personal interests of (i) options with right to subscribe for 2,250,000 shares at an exercise price of HK\$0.624 in the Company; and (ii) 66 shares in CASH Financial Services Group Limited (“CFSG”) (being subsidiary of the Company) and options with right to subscribe for 20,000,000 shares at the exercise price of HK\$0.093 in CFSG.
- (8) Save for disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr Ng that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board further announces that Dr Chan Yau Ching Bob (“Dr Chan”) has resigned as an executive director and a deputy chief executive officer of the Company due to his assignment to a new role within the Group with effect from 5 August 2013. Dr Chan will be advising the Board for strategic business development of the Group. Dr Chan confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr Ng to join the Board and, at the same time, to thank Dr Chan for his past service and valuable contribution as executive director and deputy chief executive officer of the Company.

On behalf of the Board
Bankee P. Kwan
Chairman & CEO

Hong Kong, 5 August 2013

As at the date hereof (after the change of the directorate taking effect), the directors of the Company are:-

Executive directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond
Mr Ng Hin Sing Derek

Independent non-executive directors:

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