
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Celestial Asia Securities Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE COMPANY,
APPROVAL FOR REFRESHMENT OF THE SCHEME MANDATE LIMIT OF
CASH FINANCIAL SERVICES GROUP LIMITED,
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 27 May 2013, Monday, at 10:00 am is set out on pages 17 to 20 of this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Introduction	3
A. The Repurchase Mandate	4
B. The Share Issue Mandate	7
C. Refreshment of the Scheme Mandate Limit	7
D. Refreshment of the CFSG Scheme Mandate Limit	8
E. Re-election of the retiring Directors	10
F. The AGM	10
G. Documents available for inspection	11
H. Responsibility statement	11
I. Recommendation	11
Appendix — Details of the retiring Directors proposed to be re-elected at the AGM	12
Notice of the AGM	17

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 27 May 2013, Monday, at 10:00 am
“associates”	has the same meaning ascribed in the Listing Rules
“Board”	the board of Directors
“Cash Guardian”	Cash Guardian Limited, a company incorporated in the British Virgin Islands and a company controlled by Mr Kwan Pak Hoo Bankee (an executive director of the Company)
“CEO”	the chief executive officer of the Company
“CFSG”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and whose shares are listed on the main board of the Stock Exchange. It is currently a subsidiary of the Company
“CFSG AGM”	the annual general meeting of CFSG to be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 27 May 2013, Monday, at 9:30 am
“CFSG Director(s)”	the director(s) of CFSG
“CFSG Options”	share options granted or to be granted by the CFSG Directors under the CFSG Option Scheme
“CFSG Option Scheme”	the share option scheme of CFSG adopted by CFSG Shareholders at its special general meeting held on 22 February 2008 (which took effect on 3 March 2008)
“CFSG Scheme Mandate Limit”	the maximum number of CFSG Shares which may be issued upon the exercise in full of options available to be granted by the CFSG Directors on behalf of CFSG from time to time under the CFSG Option Scheme
“CFSG Shareholders”	shareholders of CFSG
“CFSG Share(s)”	share(s) of HK\$0.02 each in the share capital of CFSG

DEFINITIONS

“Company”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	19 April 2013, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the resolution approving the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise in full of options available to be granted by the Directors on behalf of the Company from time to time under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period up to a maximum of 20% of the issued share capital of the Company as at the date of the passing of the resolution approving the Share Issue Mandate
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the annual general meeting held on 21 May 2012
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

Executive Directors

KWAN Pak Hoo Bankee (*Chairman & CEO*)

CHAN Yau Ching Bob (*Deputy CEO*)

LAW Ping Wah Bernard (*CFO*)

NG Kung Chit Raymond (*COO*)

Registered office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors

LEUNG Ka Kui Johnny

WONG Chuk Yan

CHAN Hak Sin

Principal place of business

28/F Manhattan Place

23 Wang Tai Road

Kowloon Bay

Hong Kong

23 April 2013

To Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE COMPANY,
APPROVAL FOR REFRESHMENT OF THE SCHEME MANDATE LIMIT OF
CASH FINANCIAL SERVICES GROUP LIMITED,
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with:

- (a) information on the proposal to grant to the Directors the Repurchase Mandate which is required under rule 10.06(1)(a)(iii) of the Listing Rules to be approved by Shareholders by a specific or general approval;
- (b) information on the proposal to grant to the Directors the Share Issue Mandate;
- (c) information on the refreshment of the Scheme Mandate Limit which is required under rule 17.03(3) of the Listing Rules to be approved by Shareholders in general meeting;

LETTER FROM THE BOARD

- (d) information on the refreshment of the CFSG Scheme Mandate Limit which is required under rules 17.01(4) and 17.03(3) of the Listing Rules to be approved by Shareholders in general meeting;
- (e) information on the re-election of the retiring Directors; and
- (f) the notice of the AGM at which ordinary resolutions will be proposed to approve, inter alia, the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, the approval for the refreshment of the CFSG Scheme Mandate Limit and the re-election of the retiring Directors.

A. The Repurchase Mandate

At the annual general meeting of the Company held on 21 May 2012, a general mandate was given by the Shareholders to the Directors to exercise the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM. The Company is proposing an ordinary resolution in the AGM for granting the general mandate to the Directors to repurchase Shares up to 10% of the issued Shares of the Company as at the day of passing the resolution.

This circular statement contains all the information in relation to the Repurchase Mandate required pursuant to the Listing Rules which is set out as follows:

1. Reason For Share Repurchase

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company as compared with that disclosed in its most recent published audited accounts as at 31 December 2012. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

2. *Share Capital*

As at the Latest Practicable Date, the Company has 369,431,857 Shares in issue and issued share capital of HK\$36,943,185.70.

On that basis and assuming no further Shares will be issued prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 36,943,185 Shares (representing 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution) representing share capital of HK\$3,694,318.50 being repurchased by the Company. Such Repurchase Mandate, if passed, will continue in force until the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein or the revocation of the Repurchase Mandate by an ordinary resolution of the Shareholders.

3. *Funding of Repurchase*

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Directors propose that the repurchase of Shares under the Repurchase Mandate will be financed from the Company's internal resources.

4. *Marketing Prices*

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	1.050	0.860
May	1.000	0.700
June	0.880	0.630
July	0.820	0.650
August	0.730	0.550
September	1.010	0.500
October	0.830	0.610
November	0.650	0.495
December	0.540	0.485
2013		
January	0.940	0.490
February	0.930	0.760
March	0.800	0.600
April (up to the Latest Practicable Date)	0.650	0.475

LETTER FROM THE BOARD

5. *Share Repurchases Made by the Company*

During the previous 6 months prior to the date of this circular, the Company had not repurchased, sold or redeemed any of the listed securities of the Company.

6. *General*

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As at the Latest Practicable Date, Cash Guardian, the single largest substantial Shareholder, and the parties acting in concert with it (with the meaning ascribed thereto under the Takeovers Code) and their associates collectively were beneficially interested in 118,230,137 Shares representing approximately 32.00% of the issued share capital of the Company. In the event that the Directors exercised the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interest of the substantial Shareholder and the parties acting in concert with it together with their associates in the Company would be increased to approximately 35.56% of the issued share capital, in which case, such increase may give rise to an obligation of the substantial Shareholder to make a mandatory general offer under rules 26 and 32 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that it will trigger the mandatory general offer under rules 26 and 32 of the Takeovers Code. The number of Shares held by the public will still be maintained at above 25% of the total number of Shares in issue in the event of exercise of the Repurchase Mandate in full.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

LETTER FROM THE BOARD

B. The Share Issue Mandate

At the annual general meeting of the Company held on 21 May 2012, a general mandate was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution and such general mandate was extended by adding to it the aggregate nominal amount of any Shares repurchased by the Company under the authority to repurchase Shares granted on that date. Such general mandate will also lapse at the conclusion of the AGM.

The Board proposes to seek Shareholder's approval at the AGM to grant to the Directors the Share Issue Mandate. As at the Latest Practicable Date, the Company has an aggregate of 369,431,857 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Share Issue Mandate to issue and allot up to 73,886,371 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date. At the AGM, an ordinary resolutions will also be proposed for authorizing an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, if grant.

C. Refreshment of the Scheme Mandate Limit

Pursuant to rule 17.03(3) of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time.

Pursuant to rule 17.03(3) of the Listing Rules, the Scheme Mandate Limit may not exceed 10% of the Shares in issue as at the date of approval or adoption of that limit by Shareholders. The Scheme Mandate Limit may be refreshed by Shareholders in general meeting from time to time.

The Share Option Scheme was adopted by the Company on 21 May 2012. As at the Latest Practicable Date, 369,431,857 Shares were in issue and a total of 29,800,000 options with rights to subscribe up to 29,800,000 Shares, representing 8.07% of the issued share capital of the Company as at the Latest Practicable Date, have been granted under the Share Option Scheme and remained outstanding.

Pursuant to the ordinary resolution as approved by the Shareholders at the annual general meeting of the Company held on 21 May 2012, the Scheme Mandate Limit was refreshed and the Company is allowed to grant options entitling holders thereof to subscribe for up to 369,431,857 Shares. As 10-to-1 share consolidation took effect from 8 October 2012, the Scheme Mandate Limit was adjusted to 36,943,185 Shares. Since the latest refreshment of the Scheme Mandate Limit and up to the Latest Practicable Date, a total of 29,800,000 options have been granted and the Scheme Mandate Limit has been utilised as to around 80.66%. None of the 29,800,000 option granted was exercised, cancelled or lapsed during the period.

LETTER FROM THE BOARD

The refreshment of the Scheme Mandate Limit is conditional upon (i) approval by Shareholders by an ordinary resolution at the AGM; and (ii) the Stock Exchange granting approval for the listing of and permission to deal in the option Share(s) to be issued pursuant to the exercise of options to be granted under the Scheme Mandate Limit. Options previously granted under the share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme(s) or exercised options) will not be counted in the Scheme Mandate Limit as refreshed.

Assuming no further allotment and issue of Shares and/or repurchase of Shares up to the date of the AGM, the Scheme Mandate Limit (upon the approval of the refreshment by the Shareholders at the AGM) will allow the Company to grant options entitling holders thereof to subscribe for up to 36,943,185 Shares, being 10% of the Shares then in issue as at the date of the AGM.

Since 80.66% of the Scheme Mandate Limit as refreshed at the last annual general meeting of the Company has been utilised, the Directors would like to take this opportunity to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so as to retain the flexibility for the Board to make new grant of options under the Share Option Scheme as the Board may consider appropriate from time to time. It will allow the Company to attract potential employees to join the Group and to provide incentives to and to retain the existing employees of the Group which is in the interests of the Group.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares, representing a maximum of 10% of the Shares in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit, which may be issued pursuant to the exercise of the options under the Share Option Scheme.

D. Refreshment of the CFSG Scheme Mandate Limit

As announced by the Company on 21 March 2013, CFSG is now accounted for as a subsidiary of the Company due to early adoption of the new and revised Hong Kong Financial Reporting Standard 10 issued by the Hong Kong Institute of Certified Public Accountants by the Company. As the Company is the holding company of CFSG, the refreshment of the CFSG Scheme Mandate Limit by CFSG is also required to be simultaneously be approved by the Shareholders pursuant to Rule 17.01(4) of the Listing Rules.

Pursuant to rule 17.03(3) of the Listing Rules, the maximum number of CFSG Shares which may be issued upon exercise of all outstanding CFSG Options granted and yet to be exercised under the CFSG Option Scheme and any other share option scheme(s) of CFSG must not exceed 30% of the CFSG Shares in issue from time to time.

Pursuant to rule 17.03(3) of the Listing Rules, the CFSG Scheme Mandate Limit may not exceed 10% of the CFSG Shares in issue as at the date of approval or adoption of that limit by CFSG Shareholders. The CFSG Scheme Mandate Limit may be refreshed by CFSG Shareholders in general meeting from time to time.

LETTER FROM THE BOARD

The CFSG Option Scheme was adopted by CFSG on 22 February 2008 and took effect on 3 March 2008. As at the Latest Practicable Date, 3,877,859,588 CFSG Shares were in issue and a total of 585,150,000 CFSG Options with rights to subscribe up to 585,150,000 CFSG Shares, representing 15.08% of the issued share capital of CFSG as at the Latest Practicable Date, have been granted and remained outstanding since the adoption of the CFSG Option Scheme.

At the last annual general meeting of CFSG held on 21 May 2012, the CFSG Scheme Mandate Limit was refreshed by the CFSG Shareholders and CFSG is allowed to grant options entitling holders thereof to subscribe for up to 391,906,158 CFSG Shares, being 10% of the CFSG Shares in issue as at the date of passing the resolution. Since the latest refreshment of the CFSG Scheme Mandate Limit and up to the Latest Practicable Date, a total of 314,000,000 CFSG Options have been granted and the CFSG Scheme Mandate Limit has been utilised as to around 80.12%. None of the 314,000,000 CFSG Options granted was exercised, cancelled or lapsed during the period.

The refreshment of the CFSG Scheme Mandate Limit at the CFSG AGM will allow the CFSG Board to grant further options entitling holders thereof to subscribe for up to 387,785,958 CFSG Shares, being 10% of the CFSG Shares then in issued as at the date of the CFSG AGM assuming the number of CFSG Shares will remain unchanged up to the date of the CFSG AGM.

The refreshment will allow the CFSG Board more flexibility to make new grant of options under the CFSG Option Scheme as the CFSG Board may consider appropriate from time to time. It will enable CFSG to attract potential employees to join the Group and to provide incentives to and to retain the existing employees of the Group which is in the interests of the Group.

The refreshment of the CFSG Scheme Mandate Limit is conditional upon (i) approval by CFSG Shareholders by an ordinary resolution at the CFSG AGM; (ii) approval by the Shareholders, being the holding company of CFSG, by an ordinary resolution at the AGM; and (iii) the Stock Exchange granting approval for the listing of and permission to deal in the CFSG Share(s) to be issued pursuant to the exercise of CFSG Options to be granted under the CFSG Scheme Mandate Limit. CFSG Options previously granted under the share option scheme(s) of CFSG (including those outstanding, cancelled, lapsed in accordance with the scheme(s) or exercised options) will not be counted in the CFSG Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange by CFSG for the approval of the listing of and permission to deal in the CFSG Shares, representing a maximum of 10% of the CFSG Shares in issue as at the date of the CFSG AGM approving the refreshment of the CFSG Scheme Mandate Limit, which may be issued pursuant to the exercise of the options under the CFSG Option Scheme.

LETTER FROM THE BOARD

E. Re-election of the retiring Directors

The following Directors shall retire and, being eligible, offer themselves for re-election by ordinary resolutions at the AGM:

- (i) Dr Chan Yau Ching Bob, being newly appointed executive Director, shall retire at the annual general meeting of the Company in accordance with the bye-laws of the Company;
- (ii) Mr Ng Kung Chit Raymond, being executive Director, shall retire at least once in every 3 years at the annual general meeting of the Company in accordance with his term of office of directorship; and
- (iii) Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, being independent non-executive Directors, shall retire at the annual general meeting of the Company in each year in accordance with their terms of office of directorship, and, being eligible, offer themselves for re-election at the AGM. The re-election of each of the independent non-executive Director is subject to a separate resolution as set out in the notice of the AGM in this circular.

Each of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin has been acting as the independent non-executive Director of the Company for more than eleven years. The Board is satisfied that they are all persons of integrity and stature, independent in character and judgment. They have never held any executive or management position in the Group. There is no evidence that the independence of each of them, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by his length of service to the Board. Furthermore, each of them has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules respectively. Consequently, the Board recommends the re-election of each of Mr Leung, Mr Wong and Dr Chan as independent non-executive Director at the AGM for another one-year term of office until the conclusion of the next annual general meeting.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix of this circular.

F. The AGM

Notice of the AGM containing the proposed ordinary resolutions to approve, inter alia, the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, the approval of the refreshment of the CFSG Scheme Mandate Limit and the re-election of the retiring Directors is set out on pages 17 to 20 of this circular for your consideration and approval. All the resolutions will be voted by way of poll at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

G. Documents available for inspection

Copies of the following documents are available for inspection at the principal place of business of the Company in Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM:

- (a) the memorandum of association and the bye-laws of the Company; and
- (b) the annual report of the Company for the year ended 31 December 2012.

H. Responsibility statement

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

I. Recommendation

The Directors believe that the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, the approval of the refreshment of the CFSG Scheme Mandate Limit and the re-election of the retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant ordinary resolutions at the AGM.

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

Set out below is details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

DR BOB YAU-CHING CHAN**Deputy Chief Executive Officer and Executive Director**

- (a) Dr Chan, aged 50, joined the Board on 3 October 2012.
- (b) Dr Chan is in charge of the corporate development and management of the Group. He is a responsible officer of CASH Wealth Management Limited (a wholly-owned subsidiary of CFSG).
- (c) Dr Chan is an independent non-executive director, chairman of audit committee and member of remuneration committee of Lee's Pharmaceutical Holdings Limited (stock code: 950). Save as disclosed above, Dr Chan has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Dr Chan has global vision and extensive experience in corporate business enhancement, restructuring and financial re-engineering, financial management, strategic analysis and portfolio management. Dr Chan graduated from Purdue University, US with a Doctorate Degree in Business, the University of Wisconsin-Madison, US with a Master Degree of Business Administration and the Chinese University of Hong Kong with a Bachelor Degree of Business Administration. He is a member of Chartered Financial Analyst Institution, Hong Kong Securities Institute and the Hong Kong Society of Financial Analysts.
- (e) Dr Chan has entered into a service contract with the Company for a term of two years commencing from 3 October 2012 and will continue thereafter until terminated by three months' notice in writing served by either party on the other. He is also subject to retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the Company's bye-laws and the corporate governance code.
- (f) Dr Chan has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) Within the meaning of Part XV of the SFO, Dr Chan has the following interest:
 - (i) personal interest of 60,000 Shares;
 - (ii) personal interest of options with right to subscribe for 3,600,000 Shares at the exercise price of HK\$0.7020 each;
 - (iii) family interest of 180,000 shares in CFSG; and
 - (iv) personal interest of options with right to subscribe for 39,000,000 shares in CFSG at the exercise price of HK\$0.0930 each.

- (h) Dr Chan is currently entitled to a monthly salary of HK\$60,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR RAYMOND KUNG-CHIT NG**Chief Operating Officer and Executive Director**

- (a) Mr Ng, aged 44, joined the Board on 11 December 2009.
- (b) Mr Ng is in charge of the Group's day-to-day operation.
- (c) Mr Ng has not held any directorship in listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Ng has extensive management experience in corporate administration and operation. Mr Ng graduated from Macquarie University, Australia with a Master degree of Management and the University of Toronto, Canada with a Bachelor degree of Commerce.
- (e) Mr Ng has entered into a service contract with the Company for a term of two years commencing from 11 December 2009 and will continue thereafter until terminated by three months' notice in writing served by either party on the other. He is also subject to retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the Company's bye-laws and the corporate governance code.
- (f) Mr Ng has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) Within the meaning of Part XV of the SFO, Mr Ng has the following interest:
 - (i) personal interest of 339,960 Shares;
 - (ii) family interest of 34,560 Shares;
 - (iii) personal interest of options with right to subscribe for 2,000,000 Shares at the exercise price of HK\$0.7020 each;
 - (iv) personal interest of 5,577,000 shares in CFSG;
 - (v) family interest of 99,000 shares in CFSG; and
 - (vi) personal interest of options with right to subscribe for 20,000,000 shares in CFSG at the exercise price of HK\$0.0930 each.

- (h) Mr Ng is currently entitled to a monthly salary of HK\$63,200, plus year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR JOHNNY KA-KUI LEUNG**Independent non-executive Director**

- (a) Mr Leung, aged 55, joined the Board on 25 October 2000.
- (b) Mr Leung is also the chairman of the Audit Committee and the Remuneration Committee of the Company.
- (c) Mr Leung is an independent non-executive director of United Holding Limited (stock code: 630) and Phoenitron Holdings Limited (stock code: 8066). Save as disclosed above, Mr Leung has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Leung has extensive experience in the legal field and is the managing partner of a legal firm in Hong Kong. Mr Leung graduated from the University of London with a Bachelor of Laws.
- (e) There is no service contract entered into between the Company and Mr Leung but an appointment letter was signed between the Company and Mr Leung. The term of office of Mr Leung is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Leung is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Mr Leung has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) As at the Latest Practicable Date, Mr Leung was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.
- (h) Mr Leung was entitled to a director's fee of HK\$150,000 for the year ended 31 December 2012. Mr Leung's remuneration will be recommended and fixed by the Board with reference to the prevailing market rate for similar position.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR CHUK-YAN WONG**Independent non-executive Director**

- (a) Mr Wong, aged 51, joined the Board on 3 June 1998.
- (b) Mr Wong is also a member of the Audit Committee and the Remuneration Committee of the Company.
- (c) Mr Wong has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Mr Wong has extensive investment management experience in the global financial markets and is a portfolio manager of a large renowned investment counsel in Toronto, Canada and is responsible for the company's equity investments in the Asia Pacific region. Mr Wong graduated from the University of British Columbia, Canada with a Master of Science degree in Business Administration and from The Chinese University of Hong Kong with a Bachelor Degree of Business Administration. Mr Wong is also a Chartered Financial Analyst (CFA) charterholder and a Certified General Accountant of Canada.
- (e) There is no service contract entered into between the Company and Mr Wong but an appointment letter was signed between the Company and Mr Wong. The term of office of Mr Wong is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Wong is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Mr Wong has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) As at the Latest Practicable Date, Mr Wong was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.
- (h) No director's fee was paid to Mr Wong for the year ended 31 December 2012. Mr Wong's remuneration will be recommended and fixed by the Board with reference to the prevailing market rate for similar position.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

DR HAK-SIN CHAN**Independent non-executive Director**

- (a) Dr Chan, aged 51, joined the Board on 25 October 2000.
- (b) Dr Chan is also a member of the Audit Committee of the Company.
- (c) Dr Chan has not held any directorship in other listed public company during the three years preceding the Latest Practicable Date.
- (d) Dr Chan has extensive experience in the academia in the US as professor, researcher and consultant in the fields of corporate finance and international marketing. He is an associate professor in the Department of Marketing and Management at Hang Seng Management College as well as an adjunct associate professor in the Department of Marketing at The Chinese University of Hong Kong. Dr Chan graduated from the University of Wisconsin-Madison, US with a Doctor of Philosophy degree in Business and a Master Degree in Business Administration and from the Chinese University of Hong Kong with a Bachelor Degree in Business Administration.
- (e) There is no service contract entered into between the Company and Dr Chan but an appointment letter was signed between the Company and Dr Chan. The term of office of Dr Chan is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Dr Chan is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.
- (f) Dr Chan has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.
- (g) As at the Latest Practicable Date, Dr Chan was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.
- (h) Dr Chan was entitled to a director's fee of HK\$150,000 for the year ended 31 December 2012. Dr Chan's remuneration will be recommended and fixed by the Board with reference to the prevailing market rate for similar position.
- (i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Celestial Asia Securities Holdings Limited (“Company”) will be held at Salon 6, Level III, JW Marriott Hotel Hong Kong, 88 Queensway, Hong Kong on 27 May 2013, Monday, at 10:00 am for the following purposes:

1. To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2012.
2. A. To re-elect the following retiring Directors of the Company for the ensuing year:
 - (i) Dr Chan Yau Ching Bob
 - (ii) Mr Ng Kung Chit Raymond
 - (iii) Mr Leung Ka Kui Johnny
 - (iv) Mr Wong Chuk Yan
 - (v) Dr Chan Hak Sin
- B. To authorise the Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Directors to fix its remuneration.

As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

4. A. **“THAT**
 - (a) subject to paragraph A(c), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the approval in paragraph A(a) shall authorise the Directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company, its subsidiaries, and its ultimate holding company (if any) which is also listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and its subsidiaries, of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company;
2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
3. the revocation or variation of this resolution by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF THE AGM

B. “THAT

- (a) subject to paragraph B(b), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or on any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph B(a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- 1. the conclusion of the next annual general meeting of the Company;
- 2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- 3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “THAT conditional upon resolutions nos. 4A and 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no.4B above be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution no.4A above.”

- 5. **“THAT** conditional on the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares in the Company to be issued pursuant to the exercise of any options (“Options”) to be granted under the existing share option scheme and any other share option scheme(s) of the Company, the Directors be and are hereby authorised, at their absolute discretion, to grant Options to the extent that the shares in the Company issuable upon the full exercise of all Options shall not be more than 10% of the issued share capital of the Company as at the date of this resolution.”

NOTICE OF THE AGM

6. “**THAT** conditional on (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares in CASH Financial Services Group Limited (“CFSG”) to be issued pursuant to the exercise of any options (“CFSG Options”) to be granted under the existing share option scheme and any other share option scheme(s) of CFSG, and (b) the directors of CFSG be authorised by the shareholders of CFSG in general meeting, at their absolute discretion, to grant CFSG Options to the extent that the shares in CFSG issuable upon the full exercise of all CFSG Options shall not be more than 10% of the issued share capital of CFSG as at the date of its resolution (“CFSG Scheme Mandate Limit”), the CFSG Scheme Mandate Limit be and is hereby approved.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 23 April 2013

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
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 or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The biographical details of Dr Chan Yau Ching Bob, Mr Ng Kung Chit Raymond, Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, being Directors proposed to be re-elected at the forthcoming annual general meeting, are provided in this circular.