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**CELESTIAL ASIA SECURITIES HOLDINGS LIMITED**

**時富投資集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1049)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of Celestial Asia Securities Holdings Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 10 July 2017 (Monday) at 10:00 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** the placing agreement dated 26 May 2017 (“Placing Agreement”, a copy of which have been produced to the SGM marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between CASH Financial Services Group Limited (“CFSG”, a non-wholly-owned subsidiary of the Company) as issuer and China Everbright Securities (HK) Limited as placing agent (“Placing Agent”), pursuant to which CFSG conditionally agreed to place, through the Placing Agent, on a best efforts basis, the convertible bonds with an aggregate principal amount of up to HK\$620,000,000 to not less than six places at the initial conversion price of HK\$0.31 per share in CFSG, details of which are set out in this circular, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and that any one director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents as may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Placing Agreement.”

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

Hong Kong, 21 June 2017

*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 SGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 SGM or any adjournment thereof.
3. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 pm on 4 July 2017.

As at the date hereof, the Board comprises:-

*Executive directors:*

Mr Kwan Pak Hoo Bankee, JP  
Mr Law Ping Wah Bernard  
Mr Law Ka Kin Eugene  
Ms Kwok Lai Ling Elaine  
Mr Ng Hin Sing Derek

*Independent non-executive directors:*

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

*\* For identification purpose only*