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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 January 2020 (Friday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. **“THAT**, the tenancy offer dated 1 November 2019 (“Tenancy Offer”, copy of which has been produced to the SGM and marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Pricerite Home Limited (“Pricerite Home”, a subsidiary of the Company) as tenant and Shine Fame Holdings Limited or its duly authorised attorney or agent as landlord (“Landlord”), whereby Pricerite Home and the Landlord agreed to enter into the tenancy for the premises at a Portion of Ground Floor in the warehouse accommodation of China Resources International Logistics Centre, 2 Tat Mei Road, Kwai Chung, N.T., Hong Kong (“Premises”) for 7 years commencing from 1 May 2020 and expiring on 30 April 2027 (comprising 4 years fixed term and an option to renew the tenancy for 3 years renewed term) for use as warehouse of the Group, subject to the terms and conditions as set out in the Tenancy Offer and described in the circular of the Company dated the same date of this notice, and the transactions contemplated thereunder, be and are hereby approved and confirmed; 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 Tenancy Offer.”
2. **“THAT**, subject to the above resolution no.1 relating to the Tenancy Offer being passed by the shareholders of the Company, the board of directors of the Company be and is hereby granted all rights and powers in its sole discretion consider necessary or expedient to exercise the option under the Tenancy Offer (“Option”) to renew the tenancy of the Premises for a period of 3 years commencing from 1 May 2024 to 30 April 2027 after the expiry date of 4 years fixed term of the tenancy, subject to and upon the terms and conditions as set out in the Tenancy Offer and described in the circular of the Company dated the same date of this notice, 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 agreements or documents as may be necessary, desirable or expedient to give effect to the exercise of the Option.”

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

Hong Kong, 18 December 2019

*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 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 54, 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 SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 pm on 6 January 2020.

As at the date hereof, the Board comprises:-

*Executive directors:*

Dr Kwan Pak Hoo Bankee, JP  
Mr Chan Chi Ming Benson  
Mr Leung Siu Pong James  
Mr Ng Hin Sing Derek  
Mr Kwan Teng Hin Jeffrey

*Independent non-executive directors:*

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

*\* For identification purpose only*