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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 (the “**SGM**”) of Celestial Asia Securities Holdings Limited (the “**Company**”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 9 September 2022 (Friday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

1. the (i) pre-conditional voluntary cash offer to be made by Celestial Securities Limited (“**Celestial Securities**”) for and on behalf of Celestial Investment Group Limited (the “**Offeror**”), a wholly-owned subsidiary of the Company, to the shareholders of CASH Financial Services Group Limited (“**CFSG**”) to acquire all the issued share capital of CFSG (the “**CFSG Shares**”) (other than those shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) (the “**Share Offer**”); and (ii) voluntary cash offer to be made by Celestial Securities for and on behalf of the Offeror, to the holders of share options granted by CFSG (the “**CFSG Optionholders**”) under the share option scheme of CFSG adopted by CFSG on 8 June 2018 (the “**CFSG Options**”), to cancel all the outstanding CFSG Options (other than those already owned by the Offeror and its parties acting in concert) (the “**Option Offer**”, and together with the Share Offer, the “**Offers**”), the details of which are set out in the announcement dated 30 June 2022 jointly issued by the Company, the Offeror and CFSG, and the transactions contemplated thereunder, be and are hereby approved and confirmed; and

- any one Director be and is hereby authorised to do all such acts and things and to sign and execute (under seal, if required) all such documents, and to take all such steps for and on behalf of the Company which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to or in connection with the Offers and completing the transactions contemplated thereby, and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Ada S P Cheung
Company Secretary

Hong Kong, 22 August 2022

<i>Registered office:</i>	<i>Head office and principal place of business in Hong Kong:</i>
Clarendon House	28/F Manhattan Place
2 Church Street	23 Wang Tai Road
Hamilton HM 11	Kowloon Bay
Bermuda	Hong Kong

Notes:

- A member entitled to attend and vote at the SGM is entitled to appoint one or, if he is a holder of two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 pm on 5 September 2022.
- The votes to be taken at the meeting for the resolution(s) will be by way of poll.

As at the date hereof, the directors of the Company comprise:

Executive directors:

Dr Kwan Pak Hoo Bankee, JP
Mr Leung Siu Pong James
Mr Li Shing Wai Lewis
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*