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JOINT ANNOUNCEMENT

**POLL RESULTS OF THE SPECIAL GENERAL MEETING OF
CELESTIAL ASIA SECURITIES HOLDINGS LIMITED
HELD ON 9 SEPTEMBER 2022**

AND

**FULFILLMENT OF THE PRE-CONDITION AND
THE MAKING OF THE OFFERS**

Financial adviser to the Offeror



References are made to (i) the announcement jointly issued by Celestial Investment Group Limited (“CIGL” or the “Offeror”), Celestial Asia Securities Holdings Limited (“CASH”) and CASH Financial Services Group Limited (“CFSG”) dated 30 June 2022, in relation to, among other things, a pre-conditional voluntary cash offers by Celestial Securities Limited (“**Celestial Securities**”) for and on behalf of the Offeror for all the issued CFSG Shares (other than those already owned or agreed to be acquired by the Offeror and its parties acting in concert) and to cancel all the outstanding CFSG Options (the “**Joint Announcement**”); (ii) the circular of CASH dated 22 August 2022 (the “**CASH Circular**”) regarding the possible very substantial acquisition (the “**Possible Acquisition**”) in relation to the acquisition of shares of CFSG; and (iii) the notice of the special general meeting of CASH (the “**CASH SGM**”) dated 22 August 2022 (the “**CASH SGM Notice**”) (collectively, the “**Previous Documents**”). Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement, unless the context requires otherwise.

POLL RESULTS OF THE CASH SGM

The CASH Board is pleased to announce that the proposed ordinary resolution as set out in the CASH SGM Notice (the “**Resolution**”) was duly passed at the CASH SGM held on 9 September 2022 by CASH Shareholders by way of poll. Details of the poll results are set out below:

	Number of CASH Shares voted (Approximate%)	
	For	Against
Ordinary resolution		
To approve (i) the pre-conditional voluntary cash offer to be made by Celestial Securities for and on behalf of the Offeror, a wholly-owned subsidiary of CASH, to the CFSG Shareholders to acquire all the issued 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) the voluntary cash offer to be made by Celestial Securities for and on behalf of the Offeror, to the CFSG Optionholders 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 ”)	6,633,617 (82.23%)	1,434,000 (17.77%)
As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution at the CASH SGM.		

Note: Please refer to the CASH SGM Notice for the full text of the Resolution.

As at the date of the CASH SGM, the total number of issued CASH Shares was 80,720,181. As set out in the CASH Circular, Dr Kwan (together with Cash Guardian which is his wholly-owned company) and Mr Leung Siu Pong James were required to abstain from voting on the Resolution at the CASH SGM.

As at the date of the CASH SGM, (a) Dr Kwan together with Cash Guardian held 40,197,599 CASH Shares (representing approximately 49.79% of the total issued share capital of CASH); and (b) Mr Leung Siu Pong James held 37,642 CASH Shares (representing approximately 0.05% of the total issued share capital of CASH). As Dr Kwan together with Cash Guardian and Mr Leung Siu Pong James, holding an aggregate of 40,235,241 CASH Shares (representing approximately 49.84% of the total issued share capital of CASH as at the date of the CASH SGM), were regarded as having material interests in the Possible Acquisition, each of Dr Kwan, Cash Guardian and Mr Leung Siu Pong James had abstained from voting on the Resolution at the CASH SGM.

Accordingly, the total number of CASH Shares held by the independent shareholders of CASH who were entitled to attend and vote for or against the Resolution would be 40,484,940 CASH Shares (representing approximately 50.16% of the total issued share capital of CASH).

Save as disclosed above, there were no CASH Shares entitling the CASH Shareholders to attend and abstain from voting in favour of the Resolution at the CASH SGM as set out in Rule 13.40 of the Listing Rules. None of the CASH Shareholders has stated their intention in the CASH Circular to vote against or to abstain from voting on the Resolution of the CASH SGM.

Tricor Standard Limited, the branch share registrar and transfer office of CASH in Hong Kong, was appointed as scrutineer for the vote-taking at the CASH SGM.

CASH Directors, namely Dr Kwan Pak Hoo Bankee, Mr Leung Siu Pong James, Mr Li Shing Wai Lewis, Mr Kwan Teng Hin Jeffrey, Mr Leung Ka Kui Johnny and Mr Wong Chuk Yan, attended the CASH SGM in person and by electronic means, Dr Chan Hak Sin did not attend the CASH SGM due to other engagement.

FULFILLMENT OF THE PRE-CONDITION

As disclosed in the Joint Announcement and the CASH Circular, the making of the Offers will be subject to the fulfillment of the Pre-Condition, i.e. approval in respect of the Possible Acquisition by the CASH Shareholders at the CASH SGM. The Pre-Condition is not waivable by the Offeror. If the Pre-Condition is not satisfied by 31 October 2022, the Offers will not be made.

As at the date of this joint announcement, CASH has obtained approval from the CASH Shareholders in respect of the Possible Acquisition and the making of the Offers. Accordingly, the Pre-Condition has been fulfilled. It is expected that the Composite Document will be despatched within seven (7) days after the fulfilment of the Pre-Condition (being 16 September 2022).

Further announcement(s) will be made by CFSG, CASH and/or the Offeror in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Offers and the despatch of the Composite Document as and when appropriate.

Shareholders, optionholders and potential investors of CFSG and CASH are advised to exercise caution in dealing in the relevant securities of CFSG and/or CASH. If any shareholders, optionholders or potential investors of CFSG and/or CASH are in any doubt about their position, they should consult their own professional advisers.

On behalf of the board of
directors of the Offeror

Bankee P. Kwan

Director

On behalf of
the CASH Board

Bankee P. Kwan

*Executive Director and
Chief Executive Officer*

On behalf of
the CFSG Board

William Cheung

*Executive Director and
Chief Operating Officer*

Hong Kong, 9 September 2022

As at the date hereof, the CFSG Board comprises:

Executive directors:

Dr Kwan Pak Hoo Bankee, JP
Mr Kwan Teng Hin Jeffrey
Mr Cheung Wai Lim William
Mr Law Hin Ong Trevor
Ms Wong Sze Kai Angela

Independent non-executive directors:

Mr Cheng Shu Shing Raymond
Mr Lo Kwok Hung John
Mr Lo Ming Chi Charles

The CFSG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the CFSG Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the CFSG Directors in their capacities as the CFSG Directors have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date hereof, the CASH Board comprises:

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

As at the date hereof, the board of the Offeror comprises:

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

The CASH Directors and the directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the CFSG Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the CFSG Directors in their capacities as the CFSG Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* For identification purposes only