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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)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF LISTED SECURITIES**

The Board announces that on 20 May 2022, the Group, through Cashflow Credit (a wholly-owned subsidiary of the Company), disposed an aggregate of 43,800 Tencent Shares on the open market at an aggregate consideration of approximately HK\$15.4 million (excluding stamp duty and related expenses).

As certain applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Disposal exceed 5% but less than 25%, the Disposal constitutes a discloseable transaction on the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

THE DISPOSAL

On 20 May 2022, the Group, through Cashflow Credit (a wholly-owned subsidiary of the Company), disposed an aggregate of 43,800 Tencent Shares on the open market at an aggregate consideration of approximately HK\$15.4 million (excluding stamp duty and related expenses), which are receivable in cash on settlement.

As the Disposal was conducted in the open market, the identities of the counterparties of the Disposed Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Disposed Shares are third parties independent of the Company and its connected persons.

INFORMATION ON TENCENT

Tencent is a company incorporated in the Cayman Islands with limited liability. The Tencent Group is principally engaged in the provision of value-added services, online advertising services and fintech and business services.

The following financial information is extracted from the published documents of Tencent:

	For the year ended 31 December 2020		For the year ended 31 December 2021	
	<i>RMB million</i>	<i>HK\$ million</i>	<i>RMB million</i>	<i>HK\$ million</i>
Revenue	482,064	578,477	560,118	672,142
Profit before income tax	180,022	216,026	248,062	297,674
Profit for the year	160,125	192,150	227,810	273,372

Based on Tencent's published documents, the Tencent Group has an audited consolidated net asset value of RMB778,043 million (equivalent to approximately HK\$933,652 million) as at 31 December 2020 and RMB876,693 million (equivalent to approximately HK\$1,052,032 million) as at 31 December 2021 respectively.

REASONS FOR AND BENEFITS FOR THE DISPOSAL

The principal activity of the Company is investment holding. The principal activities of the Group consist of (a) retail management business including sales of furniture and household items, electrical appliances, food and pets accessories through the chain stores under multi-brand names including "Pricerite Home", "TMF", "SECO", "Pricerite Food" and "Pricerite Pet" in Hong Kong; (b) provision of asset management services to the fund investors; and (c) general investment holding. For additional information, please visit www.cash.com.hk.

The Disposed Shares were acquired by the Group on 19 May 2022 at an aggregate acquisition price of approximately HK\$15.0 million. As a result of the Disposal, the Group will realise a book gain of approximately HK\$[0.4] million, being the difference between the consideration received from the Disposal and the aforesaid acquisition cost of Tencent Shares together with stamp duty and related expenses.

As the Disposal was made in the open market at prevailing market price, the Directors are of the view that the terms of the Disposal are fair and reasonable. In view of the recent fluctuation of the Hong Kong Stock Market and prevailing market sentiment, the Directors believe that it is beneficial to adopt a cautious investment strategy to liquidate its investment in Tencent Shares with an aim to enhance the liquidity position of the Group. The Group intends to use the proceeds of the Disposal for general working capital or other appropriate investment opportunities. Taking into account of the factors above, the Directors consider that the Disposal is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

As certain applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Disposal exceed 5% but less than 25%, the Disposal constitutes a discloseable transaction on the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Board"	the board of directors of the Company
"Cashflow Credit"	Cashflow Credit Limited, a company incorporated in Hong Kong with limited liability, and is a wholly-owned subsidiary of the Company
"Company"	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and which securities are listed on the Main Board of the Stock Exchange
"Directors"	the directors of the Company

“Disposal”	disposal of the Disposed Shares by the Group as disclosed in this announcement
“Disposed Shares”	an aggregate of 43,800 Tencent Shares disposed by the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 700)
“Tencent Group”	Tencent and its subsidiaries
“Tencent Shares”	ordinary shares in the share capital of Tencent
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“%”	per cent.

By order of the Board
Lewis Li
*Executive Director and
Chief Financial Officer*

Hong Kong, 20 May 2022

As at the date of this announcement, the 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

For the purpose of illustration only and unless otherwise stated, conversion of RMB into HK\$ in this announcement is based on the exchange rate of RMB1.0 to HK\$1.2. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.

** For identification purposes only*