



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code #1049)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("Meeting") of Celestial Asia Securities Holdings Limited ("Company") will be held at 21/F The Center, 99 Queen's Road Central, Hong Kong on 20 December 2005, Tuesday, at 9:45 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **"THAT** the acquisition pursuant to the sale and purchase agreement ("S&P Agreement") entered into between Vantage Giant Limited ("Purchaser"), a non-wholly owned subsidiary of the Company, and Mr Lin Che Chu ("Vendor") on 15 September 2005 in relation to the acquisition by the Purchaser from the Vendor the 100% interest in Netfield Technology Limited ("Netfield"), including all outstanding loans due from Netfield to the Vendor as at the completion of the S&P Agreement, at the consideration of HK\$110,000,000 be, subject to several conditions as set out in the S&P Agreement and described in the circular of the Company dated the same date of this notice ("Circular") including, inter alia, the completion of the Placing Agreement as defined and as described in resolution numbered 2 of this notice, hereby approved and ratified and the directors of the Company ("Directors") be and are hereby authorized to do such things or make such arrangement as they may think fit to give effect to the completion of the S&P Agreement."
2. **"THAT**, the proposed placing of 155,000,000 million new shares ("Placing Share(s)") of HK\$0.10 each ("Share(s)") in CASH Financial Services Group Limited ("CFSG"), a non-wholly owned subsidiary of the Company, at the placing price of HK\$0.40 per Placing Share pursuant to the placing agreement ("Placing Agreement") entered into between CFSG and Celestial Securities Limited ("Placing Agent"), a wholly owned subsidiary of CFSG, on 15 September 2005 be, subject to several conditions as set out in the Placing Agreement and as described in the Circular including, inter alia, the S&P Agreement becoming unconditional (save for the completion of the Placing Agreement), hereby approved and ratified and the Directors be and are hereby authorized to do such things or make such arrangement as they may think fit to give effect to the completion of the Placing Agreement."
3. **"THAT**, the subscription agreement ("Subscription Agreement") entered into between the CFSG and Celestial Investment Group Limited ("CIGL"), a wholly owned subsidiary of the Company, on 15 September 2005 in relation to the proposed subscription by CIGL of 120,000,000 million new Shares ("Subscription Share(s)") at the subscription price of HK\$0.40 per Subscription Share be, subject to several conditions as set out in the Subscription Agreement and as described in the Circular including, inter alia, the simultaneous completion of the Placing Agreement, hereby approved and ratified and the Directors be and are hereby authorized to do such things or make such arrangement as they may think fit to give effect to the completion of the Subscription Agreement."

By order of the Board
Kwok Oi Kuen Joan Elmond
Company Secretary

Hong Kong, 30 November 2005

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
21/F The Center
99 Queen's Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at 21/F The Center, 99 Queen's Road Central, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, not less than 48 hours before the time for holding the special general meeting or any adjournment thereof.

As at the date hereof, the executive Directors of the Company are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth, Ms Kwok Oi Kuen Joan Elmond, Mr Li Yuen Cheuk Thomas, the Independent Non-executive Directors of the Company are Mr Wong Chuk Yan, Mr Leung Ka Kui Johnny and Dr Chan Hak Sin.