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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 14 May 2021 (Friday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the irrevocable undertakings and agreements all dated 31 December 2020 (“Undertakings and Agreements”) (copies of which having been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) entered into between Celestial Investment Group Limited (“Offeror”, a wholly-owned subsidiary of the Company) and each of the vendors, namely Mr Ng Hin Sing Derek, Mr Cheung Wai Ching Anthony, Mr Ho Tsz Cheung Jack, Mr Law Ping Wah Bernard and Mr Lau Chi Wo (collectively the “Vendors”) pursuant to which the Vendors have conditionally undertaken to exercise the aggregate of 11,136,000 options in CASH Financial Services Group Limited (“CFSG”, an associated company of the Company) (“CFSG SPA Options”) in full and have conditionally agreed to sell and the Offeror has conditionally agreed to purchase an aggregate of 11,136,000 shares in CFSG (“Sale Shares”) for a total cash consideration of HK\$8,352,000 (being HK\$0.75 per share in CFSG (“CFSG Share”)), and the transactions contemplated thereunder, be and are hereby approved and confirmed;
- (b) subject to the completion of the sale and purchase of the Sale Shares as set out in the above resolution (a) having taken place, the acquisition of all the outstanding shares in the issued share capital of CFSG including (i) purchase of CFSG Shares on market at a price not higher than the share offer price of HK\$0.75 per CFSG Share; and (ii) acquisition of CFSG Shares (other than those shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and the cancellation of all the outstanding options in CFSG (except the CFSG SPA Options) by way of conditional mandatory cash offers (“Offers”) pursuant to the Code on Takeovers and Mergers by Eddid Capital Limited on behalf of the Offeror, and all transactions contemplated thereunder, be and are hereby approved; and
- (c) 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 Undertakings and Agreements, 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
Suzanne W S Luke
Company Secretary

Hong Kong, 23 April 2021

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, 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.
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 5 May 2021.
4. The votes to be taken at the meeting for the resolution(s) will be by way of poll.

As at the date hereof, the Board comprises:-

Executive directors:

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