THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Celestial Asia Securities Holdings Limited ("Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

CELESTIAL ASIA SECURITIES HOLDINGS LIMITED
時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) at 10:00 am is set out on pages 17 to 21 of this circular. If you are unable to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no later than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

24 April 2026

* *For identification purpose only*

CONTENTS

Pages

Definitions 1

Letter from the Board

Introduction 3

A. Buy-back Mandate 4

B. Share Issue Mandate 6

C. Re-election of the retiring Directors 7

D. The AGM 8

E. Responsibility statement 9

F. Recommendation 9

Appendix – Details of the retiring Directors proposed to be re-elected at the AGM 10

Notice of the AGM 17

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) at 10:00 am
"Board"	the board of Directors
"Buy-back Mandate"	a general mandate to buy back its fully paid up Shares
"Bye-laws"	the bye-laws of the Company, as amended from time to time
"Cash Guardian"	Cash Guardian Limited, a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by Dr Kwan Pak Hoo Bankee (an executive director of the Company and CFSG)
"CEO"	the chief executive officer of the Company
"CFSG"	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and whose shares are listed on the main board of the Stock Exchange, and is a 64.78%-owned listed subsidiary of the Company
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose securities are listed on the main board of the Stock Exchange, and the holding company of CFSG
"Companies Act"	the Companies Act 1981 of Bermuda, as amended from time to time
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) during the period up to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution approving the Share Issue Mandate
"Share(s)"	ordinary share(s) of HK$0.20 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"Treasury Share(s)"	shall have the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"UK"	United Kingdom
"US"	United States
"%"	per cent

If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.

CELESTIAL ASIA SECURITIES HOLDINGS LIMITED
時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

Executive Directors
KWAN Pak Hoo Bankee
KWAN Teng Hin Jeffrey
CHEUNG Tsz Yui Morton
KWAN Iec Teng Janet

Independent non-executive Directors
LEUNG Ka Kui Johnny
WONG Chuk Yan
CHAN Hak Sin

Registered office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business
28/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

24 April 2026

To Shareholders

Dear Sir/Madam,

GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES; RE-ELECTION OF THE RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with:–

(a) information on the proposal to grant to the Directors the Buy-back Mandate;

(b) information on the proposal to grant to the Directors the Share Issue Mandate;

(c) information on the re-election of the retiring Directors; and

(d) the notice of the AGM at which resolutions will be proposed to approve, inter alia, the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors.

* *For identification purpose only*

A. BUY-BACK MANDATE

Pursuant to the general mandate approved by the Shareholders at the annual general meeting of the Company held on 3 June 2025, the Directors are authorised to exercise the powers of the Company to buy back up to 8,072,018 Shares, representing 10% of the aggregate number of the issued Shares as at the date of the passing of the resolution. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM. The Company is proposing an ordinary resolution in the AGM for granting the general mandate to the Directors to buy back Shares up to 10% of the issued Shares (excluding treasury shares, if any) as at the date of the passing the resolution to approve the Buy-back Mandate.

This circular contains all the information in relation to the Buy-back Mandate required pursuant to the Listing Rules which is set out as follows:

1. REASON FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

The exercise of the Buy-back Mandate in full might have a material adverse impact on the working capital and gearing position of the Company as compared with that disclosed in its most recent published audited accounts as at 31 December 2025. However, the Directors will not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 80,698,181 Shares in issue and issued share capital of HK$16,139,636.20. On such basis and assuming that no new Shares will be issued and no issued Shares will be bought back and cancelled or held in treasury immediately after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Buy-back Mandate would result in the buy-back by the Company of up to 8,069,818 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. Such Buy-back Mandate, if passed, will continue in force until the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein or the revocation of the Buy-back Mandate by an ordinary resolution of the Shareholders. As at the Latest Practicable Date, the Company does not hold any Treasury Share.

If the Company buys back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to the market conditions and the Company's capital management needs at the relevant time any buy-back of Shares is made.

3. FUNDING OF BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Directors propose that the buy-back of Shares under the Buy-back Mandate will be financed from the Company's internal resources.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.850	0.420
May	1.710	0.730
June	1.190	0.800
July	1.500	1.000
August	1.150	0.830
September	1.030	0.790
October	1.670	0.850
November	0.840	0.101
December	1.100	0.730
2026		
January	1.500	0.850
February	1.390	1.100
March	1.370	1.240
April (up to the Latest Practicable Date)	1.330	1.280

5. SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not purchased, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

6. GENERAL

The Directors will, so far as the same may be applicable, exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. The Company confirms that this circular contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this circular nor the proposed share buy-back has unusual features.

If as a result of a share buy-back a Shareholder's proportionate interest in the voting rights of the buying-back company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in change of control, may in certain circumstances give rise to an obligation to make offer for Shares under Rule 26 of the Takeover code.

As at the Latest Practicable Date, Cash Guardian, the single largest substantial Shareholder, and the parties acting in concert with it (with the meaning ascribed thereto under the Takeovers Code) and their close associates collectively were beneficially interested in 40,221,599 Shares, representing approximately 49.84% of the number of issued Shares of the Company. In the event that the Directors exercised the Buy-back Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM and all the Shares bought back are cancelled, the interest of the substantial Shareholder and the parties acting in concert with it together with their close associates in the Company would be increased to approximately 55.38% of the issued share capital. In this case, such increase may give rise to an obligation of the substantial Shareholder to make a mandatory general offer under rules 26 and 32 of the Takeovers Code. However, the Directors have no intention to exercise the Buy-back Mandate to such an extent that it will trigger the mandatory general offer under rules 26 and 32 of the Takeovers Code. The number of issued Shares held by the public will still be maintained at above 25% of the total number of issued Shares in the event of exercise of the Buy-back Mandate in full.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Buy-back Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by Shareholders.

B. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 3 June 2025, a general mandate was given by the Company to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the resolution and such general mandate was extended by adding to it the aggregate number of any Shares bought back by the Company under the authority to buy back Shares granted on that date. Such general mandate will also lapse at the conclusion of the AGM.

The Board proposes to seek Shareholder's approval at the AGM to grant to the Directors the Share Issue Mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution.

As at the Latest Practicable Date, the Company has an aggregate of 80,698,181 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no new Shares will be issued and no issued Shares will be bought back and cancelled or held in treasury by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Share Issue Mandate to issue and allot up to a maximum of 16,139,636 Shares, being 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date.

Subject to the passing of the respective ordinary resolutions to grant the Buy-back Mandate and the Share Issue Mandate at the AGM, an ordinary resolution will also be proposed thereat to extend the Share Issue Mandate by including the number of Shares bought back by the Company under the Buy-back Mandate.

C. RE-ELECTION OF THE RETIRING DIRECTORS

The following Directors shall retire and, being eligible, offer themselves for re-election by ordinary resolutions at the AGM:

(i) Dr Kwan Pak Hoo Bankee and Mr Kwan Teng Hin Jeffrey, being executive Directors, shall retire at least once in every 3 years at the annual general meeting of the Company in accordance with the Company's bye-laws and corporate governance code; and

(ii) Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, being independent non-executive Directors, shall retire at the annual general meeting of the Company in each year in accordance with their terms of office of directorship.

The Nomination Committee of the Company (the "Nomination Committee"), having reviewed the Board's composition, nominated Dr Kwan Pak Hoo Bankee, Mr Kwan Teng Hin Jeffrey, Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin to the Board for it to recommend to Shareholders for re-election at the AGM.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge. Given their different backgrounds and expertise, the Nomination Committee has assessed and is satisfied with the performance of the retiring Directors and considered that each of them contributes to the diversity of the Board.

Moreover, the Nomination Committee had assessed and reviewed the written confirmations of the independence of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, who are independent non-executive Directors and have offered themselves for re-election at the AGM. The committee members are satisfied that Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin remain independent in accordance with Rule 3.13 of the Listing Rules and are of the view that they have provided independent, balanced and objective views to the Company's affairs.

Each of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin had served the Company as an independent non-executive Director for more than nine years and pursuant to the Corporate Governance Code under Appendix C1 to the Listing Rules, their further appointments as independent non-executive Directors should be subject to separate resolutions to be approved by the Shareholders.

Nonetheless, the Board believes that each of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin can independently express opinions on the affairs and contribute to the growth of the Group as they have not involved in any daily operations and management of the Group. In addition, throughout their directorship with the Company, each of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin always makes objective and constructive advices to the development of the Group and have given independent yet informed guidance to the Company leveraging on their expertise and experience from their diversified background and professional experiences through their active participations in discussion at Board and various committee meetings. The demonstration of their firm commitments to their independent roles are highly recognised by the Nomination Committee and the Board.

The Board also believes that the continuous appointment of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin as independent non-executive Directors will help to maintain the stability of the Board as Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin have, over time, gained valuable insights into the business strategy and policies of the Group, and the long service of Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin will not affect the exercise of their independent judgement.

The Board, having considered the nomination of the Nomination Committee, recommends the retiring Directors, Dr Kwan Pak Hoo Bankee, Mr Kwan Teng Hin Jeffrey, Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, for re-election and the proposed Directors as Directors at the AGM.

Biographical details of the retiring Directors who offer themselves for re-election which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix to this circular.

D. THE AGM

Notice of the AGM containing the proposed ordinary resolutions to approve, inter alia, the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors is set out on pages 17 to 21 of this circular. There is no abstained voting requirement for the resolutions to be proposed at the AGM. All the resolutions will be voted by way of poll at the AGM.

A form of proxy for the AGM is enclosed with this circular. If you are unable to be present at the AGM, please complete the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

E. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

F. RECOMMENDATION

The Directors believe that the Buy-back Mandate, the Share Issue Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

On behalf of the Board
Bankee P. Kwan
Chairman & CEO

Set out below is details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Dr Bankee Pak-hoo KWAN
Chairman, CEO and Executive Director

(a) Dr Kwan, aged 66, joined the Board on 9 March 1998.

(b) Dr Kwan is responsible for devising the overall business strategy of the Group. He is also the director of subsidiaries of the Group, a member of the Remuneration Committee and chairman of the Nomination Committee of the Company.

(c) Dr Kwan joined CFSG's board on 11 August 2000. He is the chairman, chief executive officer and executive director of CFSG, and also a member of the remuneration committee and chairman of the nomination committee of CFSG. Save as herein disclosed, Dr Kwan has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

(d) Dr Kwan has extensive experience in corporate management, strategic planning, marketing management, financial advisory and banking. An MBA graduate from The Murdoch University of Perth, Australia and a BBA graduate from The Chinese University of Hong Kong, Dr Kwan was also conferred an Honorary Doctorate degree in Business Administration. Dr Kwan is also a fellow of the Institute of Financial Accountants, UK, the Hong Kong Securities and Investment Institute and the Hong Kong Institute of Marketing (HKIM). He is a Certified Professional Marketer (HK) of HKIM. He was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government and is a Justice of Peace (JP) of the HKSAR.

(e) Dr Kwan is a firm believer in youth education and development. He is a John Harvard fellow of The Harvard University, US; a member of the Harvard University Asia Center Advisory Committee; a trustee of New Asia College of The Chinese University of Hong Kong; an honorary fellow of The Hong Kong Metropolitan University; a member of the Court of City University of Hong Kong, an Adjunct Professor of The Hang Seng University of Hong Kong, an honorary director of the Pan Sutong Shanghai-Hong Kong Economic Policy Research Institute (PSEI) and a member of the Advisory Board on Business Studies of Lingnan University of Hong Kong, and an advisory professor and an honorary member of the Board of Trustees of Nanjing University. Dr Kwan is also a school advisor of the LiPACE of The Hong Kong Metropolitan University and an honorary advisor of the Academy of Oriental Studies of Peking University.

In addition to education, Dr Kwan is also active in serving the community. Currently, he is a member of the 14th National Committee of the Chinese People's Political Consultative Conference (CPPCC); a standing committee member and vice convener (Hong Kong and Macao Members) of the 10th to 14th CPPCC, Shanghai Committee; the chairman of the Business Facilitation Advisory Committee (BFAC) and also the convenor of the Wholesale and Retail Task Force (WRTF) of BFAC; the chairman of the Mandatory Provident Fund Schemes Advisory Committee (MPFSAC); the permanent honorary president and past president of Federation of Hong Kong-Shanghai Associations; a member of the 5th Council of the China Overseas Friendship Association; a member of the Election Committee for the Fourth, the Fifth and the Sixth Term of the Chief Executive Election of the HKSAR; a director, an executive committee member, past honorary advisor and past chairman of the Hong Kong Retail Management Association (HKRMA); a member of the Securities and Futures Appeals Tribunal (SFAT); a member of the Process Review Panel for the Securities and Futures Commission; a member of the Labour Advisory Board of the HKSAR; a member of the Marketing Management Programme Advisory Committee of the Hong Kong Management Association (HKMA); a director of the Hong Kong Justice of Peace Association. Dr Kwan has also been a non-executive director of the MPF Authority, the deputy chairman of BFAC, an honorary advisor of Hong Kong Small and Medium Enterprises Association, a member of the Central Policy Unit of the Government of the HKSAR and an honorary advisor of the CEPA Business Opportunities Development Alliance.

Dr Kwan was named "Entrepreneur of the Year" in the Asia Pacific Entrepreneurship Awards as organised by Enterprise Asia, which recognised his outstanding entrepreneurial success and significant contributions to economic life and society. Dr Kwan was named "Man of the Year for Leadership in Asia" by IAIR, the world's leading financial magazine. The annual IAIR Awards recognise outstanding professionals who actively promote excellences in innovation and sustainability. He was bestowed with the "World Outstanding Chinese Award" organised by World Chinese Business Investments Foundation, which recognised his great contribution to the global Chinese society. The Hang Seng University of Hong Kong bestowed the "Junzi Entrepreneur Award" on Dr Kwan, recognising his continuous contribution to the society of Hong Kong.

(f) There is no service contract entered into between the Company and Dr Kwan. Dr Kwan is not appointed for a specific term but he is subject to retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the Company's bye-law and the corporate governance code.

(g) Dr Kwan is also the controlling Shareholder of the Company. Dr Kwan is the father of Mr Kwan Teng Hin Jeffrey (the executive Director of the Company and CFSG) and Ms Kwan Iec Teng Janet (executive Director of the Company). Save as herein disclosed, Dr Kwan has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

(h) Within the meaning of Part XV of the SFO, Dr Kwan has the following interests as at the Latest Practicable Date:

(i) personal interest of 622,501 Shares;

(ii) corporate interest of 39,599,098 Shares and 16,000,000 underlying Shares. The underlying Shares represents 16,000,000 Shares would be issued upon full conversion of the convertible bonds;

(iii) personal interest of 28,224,000 shares in CFSG;

(iv) corporate interest of 277,989,563 shares in CFSG; and

(v) personal interest of options with rights to subscribe for 4,000,000 shares in CFSG at the exercise price of HK$0.44 each.

(i) Dr Kwan is currently entitled to a monthly salary of HK$350,000, plus year end discretionary bonus which will depend on his working performance.

(j) Dr Kwan was a director of Celestial (International) Securities & Investment Limited ("CISI", a company incorporated in Hong Kong and was a then wholly-owned subsidiary of the Company) which was engaged in money lending. In 2003, a winding-up proceedings was made against CISI for an amount of HK$1,662,598.31 in relation to rental disputes. A winding-up order was made by the court and a liquidator was appointed to wind up CISI. CISI was dissolved by compulsory liquidation on 9 June 2009.

(k) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Jeffrey Teng-hin KWAN
Executive Director

(a) Mr Jeffrey Kwan, aged 36, joined the Board on 2 September 2019.

(b) Mr Jeffrey Kwan is in charge of the corporate management and strategic investments. He is also the director of subsidiaries of the Group.

(c) Mr Jeffrey Kwan joined CFSG's board on 12 June 2017. He is an executive director and deputy chief executive officer of CFSG. Save as herein disclosed, Mr Jeffrey Kwan has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

(d) Mr Jeffrey Kwan has extensive experience in financial technology, corporate and strategic management, private equity and investment management. Mr Kwan received a Bachelor of Arts Degree in Psychology from the Johns Hopkins University, US. He is a member of the Hong Kong Securities and Investment Institute.

(e) Mr Jeffrey Kwan has entered into a service contract with the Company for a term of three years commencing from 2 September 2019 and shall be terminated by three months' prior notice in writing served by either party on the other. The service contract will be renewable automatically for successive terms of three years upon expiry of the term of the appointment. Mr Jeffrey Kwan is subject to the retirement by rotation at least once in every three financial years at each annual general meeting of the Company in accordance with the bye-laws of the Company and the corporate governance code.

(f) Mr Jeffrey Kwan is the son of Dr Kwan Pak Hoo Bankee (Chairman, CEO, executive Director and controlling Shareholder of the Company, and chairman, chief executive officer and executive director of CFSG) and brother of Ms Kwan Iec Teng Janet (executive Director of the Company). Save as herein disclosed, Mr Jeffrey Kwan has no relationship with any Director, senior management, management Shareholders, substantial Shareholder or controlling Shareholder of the Company.

(g) Within the meaning of Part XV of the SFO, Mr Jeffrey Kwan has personal interests of 6,576,000 shares in CFSG and options with rights to subscribe for 4,000,000 shares in CFSG at the exercise price of HK$0.44 each as at the Latest Practicable Date.

(h) Mr Jeffrey Kwan is currently entitled to a monthly salary of HK$80,000, plus year end discretionary bonus which will depend on his working performance, as specified in his service contract with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.

(i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Johnny Ka-kui LEUNG
Independent non-executive Director

(a) Mr Leung, aged 68, joined the Board on 25 October 2000.

(b) Mr Leung is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

(c) Mr Leung was an independent non-executive director, chairman of the remuneration committee, member of the audit committee and member of the nomination committee of YNBY International Limited (stock code: 30) from 9 October 2014 to 10 November 2023. Save as disclosed above, Mr Leung has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

(d) Mr Leung has extensive experience in the legal field and is the managing partner of a legal firm in Hong Kong. He is a qualified solicitor in Hong Kong, England & Wales and Singapore, and is a Notary Public and China Appointed Attesting Officer. Mr Leung received a Bachelor of Laws Degree (LL.B) from The University of London, UK.

(e) There is no service contract entered into between the Company and Mr Leung but an appointment letter was signed between the Company and Mr Leung. The term of office of Mr Leung is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Leung is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.

(f) Mr Leung has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

(g) As at the Latest Practicable Date, Mr Leung was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

(h) Mr Leung was entitled to a director's fee of HK$150,000 for the year ended 31 December 2025. Mr Leung's remuneration will be recommended and fixed by the Board with reference to the prevailing market rate for similar position.

(i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Mr Chuk-yan WONG
Independent non-executive Director

(a) Mr Wong, aged 64, joined the Board on 3 June 1998.

(b) Mr Wong is also a member of the Audit Committee, Nomination Committee and the Remuneration Committee of the Company.

(c) Mr Wong has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

(d) Mr Wong has extensive investment management experience in the global financial markets. Mr Wong received a Master of Science Degree in Business Administration from The University of British Columbia, Canada and a Bachelor of Business Administration Degree from The Chinese University of Hong Kong. He is a Chartered Financial Analyst (CFA) charterholder and a Chartered Professional Accountant of Canada (CPA, CGA).

(e) There is no service contract entered into between the Company and Mr Wong but an appointment letter was signed between the Company and Mr Wong. The term of office of Mr Wong is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Mr Wong is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.

(f) Mr Wong has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

(g) As at the Latest Practicable Date, Mr Wong was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

(h) No director's fee was paid to Mr Wong for the year ended 31 December 2025. Mr Wong's remuneration will be recommended and fixed by the Board with regard to his duties and responsibilities.

(i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Dr Hak-sin CHAN
Independent non-executive Director

(a) Dr Chan, aged 64, joined the Board on 25 October 2000.

(b) Dr Chan is also a member of the Audit Committee and Nomination Committee of the Company.

(c) Dr Chan has not held any directorship in other listed public company (the securities of which are listed on any securities market in Hong Kong or overseas) during the three years preceding the Latest Practicable Date.

(d) Dr Chan has extensive experience in the academia in the US as professor, researcher and consultant in the fields of corporate finance and international marketing. He is a head of and an associate professor in the Department of Marketing at The Hang Seng University of Hong Kong. Dr Chan received a Doctor of Philosophy Degree in Business, a Master of Business Administration Degree from The University of Wisconsin-Madison, US and a Bachelor of Business Administration Degree from The Chinese University of Hong Kong.

(e) There is no service contract entered into between the Company and Dr Chan but an appointment letter was signed between the Company and Dr Chan. The term of office of Dr Chan is one year commencing from the date of annual general meeting up to the date of the next annual general meeting. Dr Chan is required to retire, but be eligible for re-election, at each annual general meeting of the Company subsequently to be held for each financial year.

(f) Dr Chan has no relationship with any Director, senior management, management Shareholder, substantial Shareholder or controlling Shareholder of the Company.

(g) As at the Latest Practicable Date, Dr Chan was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

(h) Dr Chan was entitled to a director's fee of HK$150,000 for the year ended 31 December 2025. Dr Chan's remuneration will be recommended and fixed by the Board with reference to the prevailing market rate for similar position.

(i) Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Celestial Asia Securities Holdings Limited ("**Company**") will be held at 28/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 29 May 2026 (Friday) at 10:00 am for the following purposes:

1. To receive and consider the financial statements and the reports of the Directors and the auditor for the year ended 31 December 2025.

2. A. To re-elect the following retiring Directors of the Company for the ensuring year:

   (i) Dr Kwan Pak Hoo Bankee

   (ii) Mr Kwan Teng Hin Jeffrey

   (iii) Mr Leung Ka Kui Johnny

   (iv) Mr Wong Chuk Yan

   (v) Dr Chan Hak Sin

   B. To authorise the Directors to fix the Directors' remuneration.

3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Directors to fix its remuneration.

* *For identification purpose only*

As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

ORDINARY RESOLUTIONS

4. A. "**THAT**

(a) subject to paragraph A(c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph A(a) above shall authorise the Directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph A(a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to exercise of options under the share option scheme or similar arrangement of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company;

2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

Any reference to a/an allotment, issue, grant or offer of, or a dealing in shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company to the extent permitted by, and subject to the provision of, the Listing Rules and applicable laws and regulations."

B. "**THAT**

(a) subject to paragraph B(b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or on any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the total number of shares in the Company to be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph B(a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company;

2. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

3. the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** subject to and conditional upon resolutions numbered 4A and 4B above being passed, the total number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution numbered 4B above be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution numbered 4A above."

By order of the Board
Ada S P Cheung
Company Secretary

Hong Kong, 24 April 2026

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 above meeting is entitled to appoint one or, if he is the 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 branch share registrar of the Company, Tricor Investor Services 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 meeting or any adjourned meeting.

3. For determining the entitlement of members to attend and vote at the above meeting, the record date is fixed on 22 May 2026. Members whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the above meeting. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 pm on 22 May 2026.

4. The biographical details of Dr Kwan Pak Hoo Bankee, Mr Kwan Teng Hin Jeffrey, Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin, being Directors proposed to be re-elected at the forthcoming annual general meeting, are provided in this circular.

5. The votes to be taken at the meeting for the resolutions will be by way of poll.

As at this date of this notice, the directors of the Company are:

Executive directors:
Dr Kwan Pak Hoo Bankee, *BBS, JP*
Mr Kwan Teng Hin Jeffrey
Mr Cheung Tsz Yui Morton
Ms Kwan Iec Teng Janet

Independent non-executive directors:
Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin