



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 of Celestial Asia Securities Holdings Limited (“Company”) will be held at 21/F The Center, 99 Queen’s Road Central, Hong Kong on 23 April 2007, Monday, 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 agreement (“Agreement”) entered into between Celestial Investment Group Limited (“Purchaser”), a wholly-owned subsidiary of the Company, and Vantage Giant Limited (“Vendor”), a wholly-owned subsidiary of CASH Financial Services Group Limited (a non-wholly-owned subsidiary of the Company), on 9 January 2007 in relation to the acquisition by the Purchaser from the Vendor the 100% interest in Netfield Technology Limited (“Netfield”, and together with its subsidiaries, the “Game Group”), including all outstanding loans due from Netfield to the Vendor as at the completion of the Agreement, at the consideration of the higher of (1) HK\$120 million, which represents a premium of HK\$10 million over the acquisition cost for the Game Group or (2) the valuation of HK\$120 million of the online game business operated by the Game Group as at 31 December 2006 (“Consideration”), subject to the conditions as set out in the Agreement and described in the circular of the Company dated the same date of this notice, hereby approved, ratified and confirmed and the directors of the Company (“Directors”) be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the completion of the Agreement.”
2. **“THAT** the option deed dated 9 January 2007 (as amended by a supplemental deed dated 22 January 2007) (“Option Deed”) entered into between the Purchaser and Mr Lin Che Chu George (“Mr Lin”, a director of the Company and a connected person of the Company) in relation to the grant of option by the Purchaser to Mr Lin the right to require the Purchaser to transfer such number of shares in Netfield as representing 10% of the issued share capital of Netfield for a cash consideration at 10% of the Consideration with respect of the Sale Shares, which is equivalent to the higher of (1) HK\$12 million or (2) 10% of the valuation of the online game business operated by the Game Group as at 31 December 2006 (“Option”), subject to several conditions as set out in the Option Deed and described in the circular of the Company dated the same date of this notice including, inter alia, the completion of the Option Deed as defined, hereby approved and ratified and the Directors be and are hereby authorised to do such things or make such arrangement as they may think fit to give effect to the grant of the Option.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 4 April 2007

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and 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 are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth and Mr Lin Che Chu George, and the independent non-executive Directors are Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin.