



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 July 2007, Monday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**, the subscription agreement (“Subscription Agreement A”) entered into between the Company and Cash Guardian Limited (“Subscriber A”), a substantial shareholder of the Company, on 12 June 2007 in relation to the issue by the Company to the Subscriber A of 50,000,000 shares (“Subscription Shares A”) of HK\$0.10 each in the Company at a subscription price of HK\$0.52 each, subject to several conditions as set out in the Subscription Agreement A and described in the circular of the Company dated the same date of this notice, including the simultaneous completion of the Subscription Agreement B (to be defined in resolution (2) below), be hereby approved and the directors of the Company be and are hereby authorised to issue and allot the Subscription Shares A pursuant to or in connection with the terms of the Subscription Agreement A and generally to do such things or make such arrangement as they may think fit to give effect to the issue of the Subscription Shares A.”
2. **“THAT**, the subscription agreement (“Subscription Agreement B”) entered into between the Company and Proteus Growth Fund Limited (“Subscriber B”), an independent third party, on 12 June 2007 in relation to the issue by the Company to the Subscriber B of 50,000,000 shares (“Subscription Shares B”) of HK\$0.10 each in the Company at a subscription price of HK\$0.52 each, subject to several conditions as set out in the Subscription Agreement B and described in the circular of the Company dated the same date of this notice, including the simultaneous completion of the Subscription Agreement A (as defined in resolution (1) above), be hereby approved and the directors of the Company be and are hereby authorised to issue and allot the Subscription Shares B pursuant to or in connection with the terms of the Subscription Agreement B and generally to do such things or make such arrangement as they may think fit to give effect to the issue of the Subscription Shares B.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 3 July 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 Company's 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 its independent non-executive Directors are Mr Leung Ka Kui Johnny, Mr Wong Chuk Yan and Dr Chan Hak Sin.