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CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**RESULTS OF POLL VOTING
OF
SPECIAL GENERAL MEETING HELD ON 12 FEBRUARY 2009**

The Board is pleased to announce that all the proposed resolutions as set out in the notice of the SGM were duly passed at the SGM held on 12 February 2009 by the Independent Shareholders by way of poll.

Reference is made to the circular of Celestial Asia Securities Holdings Limited (“Company”) dated 21 January 2009 (“Circular”) in relation to major and connected transactions for the proposed issue of a convertible note and proposed acquisition of the properties in Hong Kong and the PRC. Terms used in this announcement shall have the same meaning as defined in the Circular unless otherwise stated.

The board of directors (“Board”) of the Company is pleased to announce that all the proposed resolutions as set out in the notice of the SGM were duly passed at the SGM held on 12 February 2009 by the Independent Shareholders by way of poll pursuant to rule 13.39(4) of the Listing Rules. Details of the poll results are set out below:

| | Votes present | | Voting result | |
|---|---|---|---------------------------------------|---|
| | No. of votes entitling to vote for/ against | No. of votes entitling to vote against only | No. of votes voted for the resolution | No. of votes voted against the resolution |
| <u>Ordinary resolutions</u> | | | | |
| 1. To approve the convertible note agreement, the issue of conversion shares under specific mandate and the transactions as contemplated thereunder | 123,702,338 | 440 | 38,833,487 (86.08%) | 6,280,702 (13.92%) |
| 2. To approve the sale and purchase agreement and the transactions as contemplated thereunder | 123,702,338 | 440 | 38,833,487 (86.08%) | 6,280,702 (13.92%) |

As at the date of the SGM, the total issued share capital of the Company comprised 180,505,148 Shares. As disclosed in the Circular, Mr Kwan Pak Hoo Bankee (the Vendor) and his Associates are required to abstain from voting on all the aforesaid resolutions at the SGM. The Board confirmed that Mr Kwan Pak Hoo Bankee and his Associates had abstained from voting on all the resolutions at the SGM. The Board is not aware that any Shareholder has breached such abstinence requirement at the SGM.

Messrs Tam & Wong, *Certified Public Accountants*, was appointed as scrutineer for the vote-taking at the SGM.

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 12 February 2009

As at the date hereof, the Directors of the Company comprise:-

Executive Directors:

Mr Kwan Pak Hoo Bankee
Mr Lin Che Chu George
Mr Law Ping Wah Bernard

Independent non-executive Directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin