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CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**POLL RESULTS OF
THE SGM HELD ON 24 SEPTEMBER 2010
AND
NUMBER OF BONUS SHARES**

The Board is pleased to announce that all the proposed ordinary and special resolutions as set out in the notice of the SGM were duly passed at the SGM held on 24 September 2010 by the Shareholders and/or Independent Shareholders by way of poll.

The exact number of Bonus Shares under the Bonus Issue is 46,601,029.

Reference is made to the circular of Celestial Asia Securities Holdings Limited (“Company”) dated 2 September 2010 (“Circular”) and the notice (“Notice”) of the special general meeting of the Company dated 24 September 2010. Terms used in this announcement shall have the same meaning as defined in the Circular unless otherwise stated.

POLL RESULTS OF THE SGM

The board of directors (“Board”) of the Company is pleased to announce that all the proposed ordinary and special resolutions as set out in the notice of the SGM were duly passed at the SGM held on 24 September 2010 by the Shareholders and/or 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 at the SGM		Voting result of the SGM	
	No. of votes entitling to vote for or 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 bonus issue of shares of the Company.	231,412,662	0	117,534,162 (99.998%)	2,262 (0.002%)
2. A. To approve the refreshment of new issue general mandate.	154,696,150	0	40,181,840 (98.437%)	638,072 (1.563%)
B. To approve the grant of share repurchase mandate.	231,412,662	0	117,534,162 (99.998%)	2,262 (0.002%)
C. To approve the extension of new issue general mandate.	154,696,150	0	40,181,840 (98.437%)	638,072 (1.563%)
3. To approve the refreshment of option scheme mandate limit of the Company.	231,412,662	0	116,898,352 (99.457%)	638,072 (0.543%)
<u>Special resolution</u>				
4. To approve the reduction of share premium account of the Company.	231,412,662	0	117,534,162 (99.998%)	2,262 (0.002%)

As more than 50% of the votes were casted in favour of the ordinary resolutions nos. 1 to 3 and more than 75% of the votes were casted in favour of the special resolution no. 4, all the resolutions were duly passed at the SGM.

As disclosed in the Circular, Cash Guardian Limited (the Controlling Shareholder) and its associates are required to abstained from voting on the resolutions numbered 2A and 2C to approve the Refreshment of Issue Mandate and the Extension Mandate respectively as required under rule 13.36(4)(a) of the Listing Rules. There is no abstinence requirement for the Controlling Shareholder and its associates for all other aforesaid resolutions at the SGM. The Board confirmed that the Controlling Shareholder and its associates had abstained from voting on the resolutions numbered 2A and 2C 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.

NUMBER OF BONUS SHARES

Immediately upon the passing of resolution no. 1 at the SGM, a total number of 46,601,029 Bonus Shares have been issued. There are a total number of 279,606,177 Shares in issue as at the date of resolutions of the SGM.

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 24 September 2010

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

Executive Directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive Directors:

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