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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**CELESTIAL ASIA SECURITIES HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 1049)**

**PROPOSED CHANGE OF COMPANY NAME**

**AND**

**NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of Celestial Asia Securities Holdings Limited to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 3 June 2011 (Friday) at 9:30 am is set out on page 6 of this circular. Whether or not you are able 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 not less 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 should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## DEFINITIONS

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

“Announcement”	the announcement made by the Company on 4 May 2011 in relation to the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Celestial Asia Securities Holdings Limited” to “Net2Gather (China) Holdings Limited” and to register the Chinese name “網融(中國)控股有限公司” as the secondary name of the Company to replace the existing Chinese name “時富投資集團有限公司” which was adopted for identification purposes only
“Company”	Celestial Asia Securities Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held on 3 June 2011 at 9:30 am to approve, if thought fit, the Change of Company Name, notice of which is set out on page 6 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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LETTER FROM THE BOARD

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**CELESTIAL ASIA SECURITIES HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1049)**

*Board of Directors:*

*Executive:*

KWAN Pak Hoo Bankee  
LAW Ping Wah Bernard  
NG Kung Chit Raymond

*Independent non-executive:*

LEUNG Ka Kui Johnny  
WONG Chuk Yan  
CHAN Hak Sin

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business:*

28/F Manhattan Place  
23 Wang Tai Road  
Kowloon Bay  
Hong Kong

9 May 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME**

**AND**

**NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to:-

- (a) the Change of Company Name; and
- (b) the notice of the SGM at which a special resolution will be proposed to approve the Change of Company Name.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

As announced in the Announcement, the Board proposes to change the English name of the Company from “Celestial Asia Securities Holdings Limited” to “Net2Gather (China) Holdings Limited” and to register the Chinese name “網融(中國)控股有限公司” as the secondary name of the Company to replace the existing Chinese name “時富投資集團有限公司” which was adopted for identification purposes only.

### REASONS FOR THE CHANGE OF COMPANY NAME

The new name proposed is based on the Company’s strategic direction to allocate further resources to its Shanghai-based online games business which has 200 research and development (R&D) professionals, out of its 300 dedicated employees, to expand into the emerging Mobile Internet services in China. The new name is also in line with the concept of the net and people coming together in an online fraternity in China. The Company will launch two much-anticipated self-developed games (“Tales of Ocean Fantasy” and “Superhero”) in the second half of this year. In fact, “Superhero” was named the “Best Self-Developed Online Game” in China’s prestigious Golden Plume Awards in 2010. The Company’s online game business was also recently ranked fourth out of twenty-two best online game companies in an assessment by Shanghai Municipal Culture, Radio Broadcasting, Film and Television Administration, based on measures related to management and control in operation qualities. These developments provide impetus for the Company to compete in the estimated annual US\$5 billion online games market in China and to expand itself to capture other cross value chain and Mobile Internet services. While the mobile market of China has over 800 million subscribers (which is three times the size of the United States), Mobile Internet services are only recently taking off with the advent of smart devices in China. The Company aims to move quickly to capture the Mobile Internet services opportunities through a strategy of aggregation.

The strategy of the Company to expand into the Mobile Internet services is also consistent with the wider lucrative network convergence opportunities over the Internet, Mobile and Broadcast television, taking place in China. In view of the Company’s strategic vision, China’s policy of “Three-network Convergence” and the opportunities there bring, and to better reflect this focused development of the Company, the Board proposes the Change of Company Name. The Board considers that the Change of Company Name will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

### CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Change of Company Name at the SGM; and
2. the approval of the Registrar of Companies in Bermuda having been obtained for the use of the proposed new English name and the Chinese secondary name by the Company.

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## **LETTER FROM THE BOARD**

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The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the Chinese secondary name on the register in place of the existing English name of the Company. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong.

### **EFFECTS OF THE CHANGE OF COMPANY NAME**

The Change of Company Name, once approved and after becoming effective, will not in any way affect any of the rights of any Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company will, even after the change has become effective, continue to be effective as documents of title to the shares of the Company and will be valid for trading, settlement and registration purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new English and Chinese secondary names of the Company. Once the Change of Company Name becomes effective, all new share certificates of the Company will be issued in the new English and Chinese secondary names of the Company thereafter and the English and Chinese stock short names of the Company will also be changed.

The Company will make further announcement(s) to inform the Shareholders of the effective date of the Change of Company Name and the trading arrangement in respect of the stock short names.

### **THE SGM**

Set out on page 6 of this circular is a notice convening the SGM to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong at 9:30 am on 3 June 2011.

At the SGM, a special resolution for approving the Change of Company Name will be proposed for the Shareholders' approval.

The resolution will be voted by way of poll at the SGM. As no Shareholder have a material interest in the Change of Company Name, no Shareholder will be required to abstain from voting on the resolution to approve the Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### **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 or this circular misleading.

### **RECOMMENDATION**

The Directors consider that proposal for the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution at the SGM.

Yours faithfully,  
On behalf of the Board  
**Bankee P Kwan**  
*Chairman & CEO*

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## NOTICE OF THE SGM

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### 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 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 3 June 2011 (Friday) at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Celestial Asia Securities Holdings Limited” to “Net2Gather (China) Holdings Limited”, and the Chinese name “網融(中國)控股有限公司” be registered as the secondary name of the Company to replace “時富投資集團有限公司” (which was adopted for identification purposes only) with effect from the date of entry of the new English name and the Chinese secondary name on the register maintained by the Registrar of Companies in Bermuda, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents or make such arrangements as they may, in their absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to the aforesaid change of name of the Company and the transactions contemplated thereunder.”

By order of the Board  
**Suzanne W S Luke**  
*Company Secretary*

Hong Kong, 9 May 2011

*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 holder of more than one share, 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. A form of proxy is also enclosed for the meeting.
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 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, 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 special general meeting or any adjournment thereof.