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NET2GATHER (CHINA) 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 Net2Gather (China) Holdings Limited (“Company”) will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 5 October 2012, Friday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

SPECIAL RESOLUTION

1. **“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 “Net2Gather (China) Holdings Limited” to “Celestial Asia Securities Holdings Limited” and “時富投資集團有限公司” be adopted as the Chinese name of the Company for identification purposes only in replacement of the Chinese name “網融(中國)控股有限公司” (which was adopted as the secondary name of the Company in Bermuda) with effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in Bermuda, and that the directors of the Company be and are hereby authorised generally to do all such acts and things and to sign and execute all documents and deeds as they may in their absolute discretion deem necessary, desirable or appropriate to give effect to the change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTION

2. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective, with effect from the first business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) immediately following the date on which this resolution is passed:
 - (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 (“Consolidated Share”) in the share capital of the Company (“Share Consolidation”);

- (b) all fractional Consolidated Shares shall be disregarded and will not be issued to the shareholders of the Company and any fractional entitlements to the issued Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company;
- (c) all of the Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and bye-laws of the Company; and
- (d) the directors of the Company be and are hereby authorised generally to do all such acts and things and to sign and execute all documents and deeds as they may in their absolute discretion deem necessary, desirable or appropriate to give effect to and implement the Share Consolidation for and on behalf of the Company.”

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 12 September 2012

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.
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.

As at the date hereof, the board of directors of the Company comprises:-

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