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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 22 January 2013, Tuesday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT**, the provisional sale and purchase agreement dated 7 December 2012 (“Provisional Agreement”, copy of which has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) entered into between Go Lucky Investments Limited (a wholly-owned subsidiary of the Company) as vendor (“Vendor”) and Mr Kwok Lam Kwong Larry as purchaser (“Purchaser”), whereby the Vendor has agreed to sell and the Purchaser has agreed to purchase a property which comprises Flat B on 3rd Floor together with a car parking space No 25 on Ground Floor, Rose Gardens, No 9 Magazine Gap Road, Hong Kong at a cash consideration of HK\$66,000,000, subject to the terms and conditions as set out in the Provisional Agreement and described in the circular of the Company dated the same date of this notice, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to do such things or make such arrangement as they may think fit to give effect to the completion of the Provisional Agreement and all transactions contemplated thereunder.”

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

Hong Kong, 2 January 2013

*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 comprises:-

*Executive directors:*

Mr Kwan Pak Hoo Bankee  
Dr Chan Yau Ching Bob  
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