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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 Net2Gather (China) 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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**NET2GATHER (CHINA) HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**PROPOSED CHANGE OF NAME,
SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Net2Gather (China) Holdings Limited to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 5 October 2012 (Friday) at 9:30 am is set out on pages 10 to 11 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.

12 September 2012

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EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION

2012

Latest time for lodging forms of proxy for the SGM	9:30 am on Wednesday, 3 October
The SGM	9:30 am on Friday, 5 October
Effective date for the Share Consolidation	Monday, 8 October
Dealings in the Consolidated Shares commence	9:00 am on Monday, 8 October
Original counter for trading in board lots of 6,000 Shares temporarily closes	9:00 am on Monday, 8 October
Temporary counter for trading in board lots of 600 Consolidated Shares (in the form of the Old Share Certificates) opens	9:00 am on Monday, 8 October
First day for free exchange of the Old Share Certificates for the New Share Certificates	Monday, 8 October
Original counter for trading in board lot of 6,000 Consolidated Shares (in the form of the New Share Certificates) re-opens	9:00 am on Monday, 22 October
Designated broker starts to stand in the market to provide matching services or the sale and purchase of odd lots of the Consolidated Shares	9:00 am on Monday, 22 October
Parallel trading in the Consolidated Shares (in the form of the New Share Certificates and the Old Share Certificates) commences.	9:00 am on Monday, 22 October
Parallel trading in the Consolidated Shares (in the form of the New Share Certificates and the Old Share Certificates) ends	4:00 pm on Monday, 12 November
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares.	4:00 pm on Monday, 12 November
Temporary counter for trading in board lot of 600 Consolidated Shares (in the form of the Old Share Certificates) closes	4:00 pm on Monday, 12 November
Latest date for free exchange of the Old Share Certificates for the New Share Certificates	Wednesday, 14 November

Further announcement will be made if there are any changes to the above timetable. All the references in this circular refer to Hong Kong time.

DEFINITIONS

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

“Announcement”	the announcement made by the Company on 5 September 2012 in relation to the Change of Name and the Share Consolidation
“Board”	the board of Directors
“Business Day”	any day (other than Saturday or Sunday) on which banks in Hong Kong are open for business during their normal business hours
“Change of Name”	proposed change of the English name of the Company to “Celestial Asia Securities Holdings Limited” and to adopt the Chinese name “時富投資集團有限公司” for identification purposes only
“Company”	Net2Gather (China) Holdings Limited (stock code: 1049), a company incorporated in Bermuda with limited liability and the Shares are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries and associates
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 September 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Certificates”	new certificates of the Consolidated Shares
“Old Share Certificates”	certificates of the Shares before the Change of Name and the Share Consolidation
“SGM”	the special general meeting of the Company to be held on 5 October 2012 at 9:30 am to approve, if thought fit, the Change of Name and the Share Consolidation, notice of which is set out on pages 10 to 11 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Consolidation

DEFINITIONS

“Share Consolidation”	the proposed share consolidation of every 10 Shares into 1 Consolidated Share
“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

LETTER FROM THE BOARD



NET2GATHER (CHINA) 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

12 September 2012

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF NAME, SHARE CONSOLIDATION AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

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

- (a) the Change of Name;
- (b) the Share Consolidation; and
- (c) the notice of the SGM at which resolutions will be proposed to approve the Change of Name and the Share Consolidation.

LETTER FROM THE BOARD

THE CHANGE OF NAME

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

Conditions of the Change of Name

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

1. the passing of a special resolution by the Shareholders approving the Change of 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 by the Company.

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

Reasons for the Change of Name

The Group is an investment conglomerate with key operation engaged by its subsidiaries and associates in mobile internet, financial services and retail management businesses. The Group remains committed to developing its mobile internet business in the PRC and is actively seeking other business opportunities amid the change in market and economic situation. The new name will better reflect the existing businesses of the Group

In addition, the brand name of “Celestial Asia Securities Holdings Limited” established since 1998 is more well-known and recognized by the investors and our business partners. The adoption of new name will improve our corporate image and is beneficial to marketing promotion for our businesses, which is essential to the future development and expansion of the Group. The Board considers that the Change of Name is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Group has not entered into any legally binding agreements or in negotiation relating to acquisitions of new business or assets which are materialized. Also, there is no substantial change of business strategy due to the Change of Name. The Company currently has no intention to conduct any fund-raising activity.

LETTER FROM THE BOARD

Effects of the Change of Name

The Change of Name, once approved and after becoming effective, will not in any way affect any of the rights of any Shareholders. All the Old Share Certificates of the Company in issue bearing the present name of the Company will, even after the Change of Name 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. Once the Change of Name becomes effective, all New Share Certificates will be issued in the new name 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 Name and the trading arrangement in respect of the stock short names.

THE SHARE CONSOLIDATION

The Existing Share Capital

Authorised share capital	:	HK\$300,000,000 divided into 30,000,000,000 Shares
Number of Shares in issue	:	3,694,318,577 Shares
Issued share capital	:	HK\$36,943,185.77
Board lot size	:	6,000 units of the Shares

Terms of the Share Consolidation

Basis	:	To consolidate the issued and unissued ordinary share capital of the Company on the basis of every 10 Shares into 1 Consolidated Share
Fractional Consolidated Share(s)	:	Fractional Consolidated Share(s) resulted from the Share Consolidation will not be issued but will be aggregated and, if possible, sold and retained for the benefit of the Company

Board lot size

The current board lot size for trading in the Shares on the Stock Exchange is 6,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain at 6,000 Consolidated Shares.

Reasons for the Share Consolidation

The Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. As such, the transaction and handling costs of the Company in relation to the dealing in the Consolidated Shares are expected to be reduced, which will be beneficial to the Company. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lowered. It is expected that the liquidity in trading of the Shares will increase accordingly and the market value of the Shares will more precisely reflect the intrinsic value of the Company. The Board therefore believes that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions for the Share Consolidation

The Share Consolidation is conditional upon, among other things:

1. the passing of an ordinary resolution by the Shareholders approving the Share Consolidation at the SGM; and
2. the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to all the conditions being fulfilled, the Share Consolidation will take effect in accordance with the time schedule as set out in the section headed “Expected timetable for the Share Consolidation” in this circular.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company amounts to HK\$300,000,000 divided into 30,000,000,000 Shares, of which 3,694,318,577 Shares have been allotted and issued as fully paid or credited as fully paid. Assuming the Share Consolidation becoming effective and on the basis that the Company does not allot and issue any further Shares prior thereto, the authorised share capital of the Company will remain at HK\$300,000,000 but will be divided into 3,000,000,000 Consolidated Shares, of which 369,431,857 whole Consolidated Shares will be in issue. As at the Latest Practicable Date, the Company has no outstanding share options or convertible securities to subscribe for any Share.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Dealings in the Consolidated Shares

In view of the Consolidated Shares to be created upon the Share Consolidation taking effect, a temporary counter at the Stock Exchange will be arranged to deal in the Consolidated Shares in board lot size of 600 Consolidated Shares before the Consolidated Shares are dealt with in the board lot size of 6,000 Consolidated Shares.

Application will be made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Consolidated Shares. No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

LETTER FROM THE BOARD

Arrangement for matching odd lots

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares as a result of the Share Consolidation, the Company has agreed to procure Celestial Securities Limited to stand in the market to provide matching services for the odd lots of the Consolidated Shares on best effort basis during the period from 22 October 2012 (Monday) to 12 November 2012 (Monday) (both dates inclusive). Shareholders who wish to take advantage of this matching facility either to dispose of their odd lots of the Consolidated Shares or to top up to board lots of 6,000 Consolidated Shares, may contact Ms Ng Miu Sing Amy of Celestial Securities Limited at 9/F Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong at telephone number (852) 2587-5264.

Holders of the Consolidated Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. The Shareholders are advised to consult their professional advisers if they are in doubt about the above procedures.

EXCHANGE OF THE NEW SHARE CERTIFICATES

Should the Change of Name and/or the Share Consolidation become effective, Shareholders may, during the period from 8 October 2012 (Monday) to 14 November 2012 (Wednesday) (both days inclusive) during business hours, submit the Old Share Certificates in orange colour to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for exchange, at the expense of the Company, for the New Share Certificates in golden colour. It is expected that the New Share Certificates will be available for collection within 10 Business Days after submission of the Old Share Certificates. Thereafter, from 15 November 2012 (Thursday) onwards, the Old Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued. The Old Share Certificates will continue to be good evidence of legal title and may be exchanged for the New Share Certificates at any time at the expense of the Shareholders in question.

THE SGM

Set out on pages 10 to 11 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 5 October 2012 (Friday).

At the SGM, the following resolutions will be proposed for the Shareholders' approval:–

- (a) a special resolution for approving the Change of Name and the transactions contemplated thereunder; and
- (b) an ordinary resolution for approving the Share Consolidation and the transactions contemplated thereunder.

The resolutions will be voted by way of poll at the SGM. As no Shareholder has material interests in the Change of Name and the Share Consolidation, no Shareholder will be required to abstain from voting on any resolution at the SGM.

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.

LETTER FROM THE BOARD

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 proposals for the Change of Name and the Share Consolidation are 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 resolutions at the SGM.

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

NOTICE OF THE SGM



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”);

NOTICE OF THE SGM

- (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. 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.