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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 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)

MAJOR TRANSACTION

– DISPOSAL OF PROPERTY

AND

NOTICE OF SPECIAL GENERAL MEETING

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 22 January 2013 (Tuesday) at 9:30 am is set out on pages 23 to 24 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.

2 January 2013

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DEFINITIONS

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

“Announcement”	the announcement made by the Company on 7 December 2012 in relation to the Disposal
“associates”	has the same meaning ascribed in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally opened for normal banking business
“CFSG”	CASH Financial Services Group Limited (stock code: 510), a company incorporated in Bermuda with limited liability and its shares are listed on the main board of the Stock Exchange. It is an associated company of the Company
“Cash Guardian”	Cash Guardian Limited, a company incorporated in the British Virgin Islands with limited liability, which is a controlled corporation and an associate of Mr Kwan Pak Hoo Bankee
“CIGL”	Celestial Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of the Company
“Company” or “CASH”	Celestial Asia Securities 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
“Consideration”	HK\$66,000,000 to be settled in cash
“Director(s)”	director(s) of the Company
“Disposal”	the transaction contemplated under the Provisional Agreement, being the disposal of the Property by the Vendor to the Purchaser at the Consideration
“Formal Agreement”	the formal sale and purchase agreement executed between the Vendor and the Purchaser on 20 December 2012 in relation to the Disposal
“Group”	the Company and its subsidiaries

DEFINITIONS

“Independent Third Party(ies)”	to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the person and his associate(s) are third parties independent of the Company and connected persons of the Company as defined under the Listing Rules
“Latest Practicable Date”	21 December 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
“Model Code”	the required standards of dealings regarding securities transactions by Directors or the Model Code for Securities Transactions by Directors of Listed Issuers as set out in the Listing Rules
“Percentage Ratios”	the percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules
“Property”	the domestic unit known as Flat B, 3rd Floor and car parking space No 25, Ground Floor, Rose Gardens, No 9 Magazine Gap Road, Hong Kong
“Provisional Agreement”	the provisional sale and purchase agreement dated 7 December 2012 entered into between the Vendor and the Purchaser in relation to the Disposal
“Purchaser”	Mr Kwok Lam Kwong Larry, an Independent Third Party
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company to be held on 22 January 2013 at 9:30 am to approve, if thought fit, the Disposal, notice of which is set out on pages 23 to 24 of this circular
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor” or “Go Lucky”	Go Lucky Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

Board of Directors:

Executive:

KWAN Pak Hoo Bankee

CHAN Yau Ching Bob

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

2 January 2013

To Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION

– DISPOSAL OF PROPERTY

AND

NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

On 7 December 2012, the Board made the Announcement relating to the Disposal.

As the relevant Percentage Ratios for the Disposal under the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company under the Listing Rules. Accordingly, the Disposal is conditional upon, among other things, the approval of the Shareholders at the SGM. As no Shareholder has material interest in the Disposal, no Shareholder is required to abstain from voting at the SGM.

LETTER FROM THE BOARD

The purpose of this circular is to give you further information on the Disposal and the notice of SGM at which an ordinary resolution will be proposed to approve the Disposal.

THE PROVISIONAL AGREEMENT

Date: 7 December 2012

Vendor: Go Lucky Investments Limited, a wholly-owned subsidiary of the Company.

Purchaser: Mr Kwok Lam Kwong Larry (an Independent Third Party) is a private investor.

Consideration: HK\$66,000,000 to be fully settled in cash.

The Consideration was arrived at after arm's length negotiation between the parties to the Provisional Agreement on normal commercial terms with reference to the market value of similar properties in similar location. The Board considers that the terms of the Provisional Agreement are fair and reasonable and are in the best interest of the Company and the Shareholders.

Payment terms: The Consideration has been/will be paid by the Purchaser to the Vendor in the following manner:

- (i) HK\$3,100,000 (being around 4.7% of the Consideration) has been paid as an initial deposit upon the signing of the Provisional Agreement;
- (ii) HK\$3,500,000 (being around 5.3% of the Consideration) has been paid as a further deposit upon the signing of the formal sale and purchase agreement on 20 December 2012; and
- (iii) the balance of the Consideration in the sum of HK\$59,400,000 (being 90% of the Consideration) will be paid upon completion of the Disposal on or before 6 February 2013.

All deposits payable by the Purchaser shall be paid to the Vendor's solicitors as stakeholders who shall not release the same deposits to the Vendor unless it is proved that the balance of the Consideration is sufficient to discharge the existing legal charge or mortgage of the Property.

LETTER FROM THE BOARD

Condition precedent: The completion of the Disposal is conditional upon, among others, the satisfaction of the following conditions:-

- (i) the approving of the Disposal by the Shareholders at the SGM to be convened in accordance with the requirements of the Listing Rules; and
- (ii) the obtaining of all necessary consents, approvals, licences and authorization (if necessary) by the Company in relation to the Disposal.

Completion: According to the Provisional Agreement, the formal sale and purchase agreement in respect of the Property is to be signed on or before 20 December 2012 and the completion of the sale and purchase of the Property is to take place on or before 6 February 2013.

In accordance with the Provisional Agreement, the Vendor entered into the Formal Agreement with the Purchaser on 20 December 2012.

THE PROPERTY

The Property comprises a domestic unit located at “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”. The saleable area of the subject flat is approximately 2,235 square feet.

The Property was acquired through acquisition of Go Lucky by the Group on 17 February 2009. The carrying value of the Property in the accounts of the Group was HK\$80,000,000 as at 31 December 2011. The market value of the Property in accordance with the valuation report issued by Peak Vision Appraisals Limited, an independent qualified professional valuer, as set out in Appendix II to this circular, was HK\$66,000,000 as at 30 November 2012.

The Property is an investment property of the Group. No net profit was attributable to the Property for the two financial years immediately preceding the Disposal as the Property was vacant. The Disposal of the Property is expected to result in a loss (before taxation) of approximately HK\$14,750,000 to the Group as calculated on the basis of the Consideration less the aggregate amount of the carrying value of the Property shown in the accounts as at 31 December 2011 and other related legal costs, commission and expenses.

REASON FOR THE DISPOSAL AND USE OF PROCEEDS

Having considered the recent property market conditions and the consideration for the Property offered by the Purchaser, the Board considers that it is in the interest of the Company and the Shareholders to dispose of the Property to capitalise on favorable market conditions and enhance the working capital of the Group.

LETTER FROM THE BOARD

The proceeds of HK\$66,000,000 will be applied as to around 68% for repayment of bank loan and as to around 32% for general working capital of the Group.

The Board considers that the Disposal, the terms of which have been determined on an arm's length basis with reference to the current market conditions, are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

EFFECTS OF THE DISPOSAL ON THE EARNINGS, ASSETS AND LIABILITIES OF THE GROUP

Earnings

Upon completion of the Disposal, the Group expects to record a loss (before taxation) of approximately HK\$14,750,000 as calculated on the basis of the Consideration less the aggregate amount of the carrying value of the Property shown in the accounts as at 31 December 2011 and other related legal costs, commission and expenses.

Assets and liabilities

The financial effects to the Group upon completion of Disposal is expected to be (i) a decrease of non-current assets of approximately HK\$80 million, being the carrying value of the Property as at 31 December 2011; (ii) an increase of current assets of approximately HK\$20.6 million, being the Consideration of HK\$66 million less the aggregate of bank loan of approximately HK\$44.7 million and estimated expenses of approximately HK\$750,000 in relation to the Disposal; and (iii) a decrease in bank borrowings of approximately HK\$44.7 million.

FINANCIAL AND TRADING PROSPECT OF THE GROUP

CASH is an investment conglomerate with key operations engaged by its subsidiaries in mobile internet business and its associates in financial services and retail management businesses. The current principal activities of the Group consist of the provision of (i) online gaming business (development of online games, sale of related auxiliary products and licensing of gaming services), (ii) mobile internet business (content development, operation, marketing and distribution of mobile and social games with related services), and investment holding. For additional information, please visit www.cash.com.hk.

In recent years, the PC online gaming market in China has been under extremely keen competition. Further, after years of high growth, the market started to record a deceleration in growth momentum. There evolved a change in market landscape from traditional PC online game to platform game, web game and social game. Browser-based and mobile game titles will be the rapid growth engines in the future.

LETTER FROM THE BOARD

For the Group's online gaming business, the Group has soft-launched its "Tales of Ocean Fantasy", which has been named the "Most Anticipated Online Game" in China's prestigious Golden Plume Awards. In addition, "Superhero", which has been named one of the "Best Self Developed Online Game" in China's prestigious Golden Plume Awards, has completed the close-beta and user acceptance test and is expected to launch in 2013. The Group has collected valuable input from testing participants particularly to optimize the player experience. The Board is confident that the two games will make significant revenue contribution to the Group in the days ahead. The Group will continue to dedicate resources in research and development, while seeking further licensing opportunities of well-received game titles from overseas.

For the Group's mobile internet business, the Group has developed its first mobile social game "情迷MoMo島" which has been first launched on Hong Kong and China's Apple App Store at the fourth quarter of this year. The Group expects to further launch the new Android version in 2013. For Oberon's rich game library, the Group has ported and localised six games on various mobile platforms. The Group has also signed a partnership agreement with Accedo, a leading Swedish IPTV game developer, to provide over 100 game titles in China's growing IPTV network via the Group. These titles will be distributed through the 8 million subscriber base of China Telecom's operating companies in Shanghai, Jiangsu and Guangdong. They will subsequently be rolled out to other IPTV markets in China. The Group expects to launch these game titles to other China Telecom operating companies.

The Group remains committed to developing the mobile internet business in China, despite tough market situations. The Group will move ahead with caution and fine-tune its tactical plans amid the changes in economic and market situation. The Group will continue to implement stringent cost control measures over its operations.

GENERAL

As the relevant Percentage Ratios for the Disposal under the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company under the Listing Rules. Accordingly, the Disposal is conditional upon, among other things, the approval of the Shareholders at the SGM. As no Shareholder has material interest in the Disposal, no Shareholder is required to abstain from voting at the SGM.

THE SGM

Set out on pages 23 to 24 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 22 January 2013.

At the SGM, an ordinary resolution for approving the Disposal will be proposed for the Shareholders' approval.

The resolution will be voted by way of poll at the SGM. As no Shareholder has material interest in the Disposal, no Shareholder will be required to abstain from voting on the resolution to approve the Disposal.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors are of the view that the Disposal are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution as set out in the notice of the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

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

1. FINANCIAL SUMMARY OF THE GROUP

The published audited consolidated financial statements of the Group for the years ended 31 December 2009, 2010 and 2011 are disclosed in the Company's 2009 annual report dated 15 April 2010 (from pages 55 to 141), 2010 annual report dated 24 March 2011 (from pages 55 to 145) and 2011 annual report dated 26 March 2012 (from pages 39 to 118) respectively. The annual reports can be accessed on the website of the Company (www.cash.com.hk) and the website of the Stock Exchange (www.hkexnews.hk).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 21 December 2012, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had the following indebtedness:

Borrowings

As at 30 November 2012, the Group had total outstanding borrowings of approximately HK\$123.6 million, comprising of unsecured loans of approximately of HK\$17.0 million payable to certain independent third parties and secured loans of approximately of HK\$106.6 million, including bank loans of approximately HK\$44.9 million and a secured loan of approximately HK\$61.7 million payable to an independent third party. The above bank loans of approximately HK\$44.9 million, comprising of mortgage loans of HK\$24.9 million and secured revolving loan of HK\$20.0 million, were secured by the Group's investment properties of carrying amounts of approximately HK\$80.0 million as at 31 December 2011. The above secured loan of approximately HK\$61.7 million payable to an independent third party was secured by the shares of CIGL (a wholly-owned subsidiary of the Company).

In addition, the Group had an outstanding obligation under a finance lease of approximately HK\$800,000 as at 30 November 2012.

Apart from the aforementioned unsecured loan of approximately HK\$17 million, the remaining bank loans, mortgage loans, revolving loans and obligation under finance lease in aggregate of approximately HK\$107.4 million were guaranteed.

Contingent liabilities

As at 30 November 2012, the Group had no litigations/claims as stated in the paragraph "Litigation of the Group" in Appendix III to this circular. Accordingly, the Group had no material contingent liabilities as at 30 November 2012.

Disclaimers

Save as aforesaid, and apart from intra-group liabilities, the Group did not have any outstanding debt securities issued and outstanding, and authorised or otherwise created but unissued, term loans, bank overdrafts and loans, other loans or other similar indebtedness, liabilities under acceptance or acceptable credits, debentures, mortgages, charges, hire purchases commitments, guarantee or other material contingent liabilities, at the close of business on 30 November 2012.

The Board has confirmed that, save as disclosed above, there has not been any material change in the indebtedness or contingent liabilities of the Group since 30 November 2012.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the financial resources and banking facilities available to the Group, its internally generated funds and the net proceed from the Disposal, in absence of unforeseen circumstances, the Group has sufficient working capital for its present requirement for the next twelve months from the date of this circular.

4. MATERIAL ADVERSE CHANGES

The Directors has confirmed that, at the Latest Practicable Date, there is no material adverse change in the financial or trading position of the Group since 31 December 2011, the date to which the latest published audited financial statements of the Group were made up.

The following is the text of a letter and valuation certificate, prepared for the purpose of incorporation in this circular received from Peak Vision Appraisals Limited, an independent valuer, in connection with its valuation as at 30 November 2012 of the Property held by the Group.



Peak Vision
Appraisals Limited

12/F, Effectual Building
14-16 Hennessy Road
Wanchai, Hong Kong
www.peakval.com

Tel (852) 2187 3328
Fax (852) 2187 3329

2 January 2013

The Board of Directors
Celestial Asia Securities Holdings Limited
28th Floor, Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

Dear Sirs,

In accordance with the instructions from Celestial Asia Securities Holdings Limited (hereinafter referred to as the “Company”, together with its subsidiaries, the “Group”) for us to value the above captioned property interest in the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”) (as more particularly described in the attached valuation certificate), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for providing you with our opinion of value of the property interest as at 30 November 2012 (hereinafter referred to as the “Date of Valuation”).

This letter, forming part of our valuation report, identifies the property interest being valued, explains the basis and methodology of our valuation and lists out the assumptions and title investigation, which we have made in the course of our valuation, as well as the limiting conditions.

Our valuation represents our opinion of market value which we would define as intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

In valuing the property interest which is held for investment by the Group in Hong Kong, we have adopted the Direct Comparison Approach assuming sale of the property interest in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market.

Our valuation has been made on the assumption that the owner sells the property on the open market in its existing state without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which could serve to affect the value of the property. No forced sale situation in any manner is assumed in our valuation. In addition, we have been advised by the Group that the property has no option or right of pre-emption which would concern or affect the sale of the property.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property interest or for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interest is free from encumbrances, restrictions and outgoing of an onerous nature which could affect its value.

We have caused a title search to be made at the relevant Land Registry in respect of the property interest. However, we have not searched the original documents to verify the ownership or to ascertain the existence of any amendments.

The property was inspected by Tony M. W. Cheng, a manager of our firm with 7 years of experience in the inspection of properties in Hong Kong and the PRC, during November 2012. We have inspected the exterior and, where possible, the interior of the property. In the course of our inspections, we did not note any serious defects. However, no structural survey has been made and we are therefore unable to report whether the property is free from rot, infestation or any other defects. No tests were carried out on any of the services.

We have not carried out on-site measurements to verify the correctness of the floor area of the property but have assumed that the floor area shown on the documents and floor plans available to us are correct. Dimensions, measurements and areas included in the attached valuation certificate are based on information contained in the documents provided to us and are, therefore, only approximations.

We have relied to a considerable extent on the information provided by the Group and have accepted advice on such matters as planning approvals, statutory notices, easements, tenures, floor area and all other relevant materials regarding the property.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We were also advised by the Group that no material facts have been omitted from the information provided. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the property interest, we have complied with all the requirements set out in Chapter 5 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards on Properties (First Edition 2005) published by The Hong Kong Institute of Surveyors effective from 1 January 2005.

Unless otherwise stated, all monetary amounts stated in this report are in Hong Kong Dollars (HK\$).

We hereby confirm that we have neither present nor prospective interests in the Group, the property or the value reported herein.

Our Valuation Certificate is enclosed herewith.

Yours faithfully,

For and on behalf of

Peak Vision Appraisals Limited

Nick C. L. Kung

MRICS, MHKIS, RPS (G.P.), RICS Registered Valuer

Director

Note: Mr. Nick C. L. Kung is a RICS Registered Valuer and a Registered Professional Surveyor who has more than 22 years of experience in the valuation of properties in Hong Kong and the PRC.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 30 November 2012
Flat B on 3rd Floor and Car Parking Space No. 25 on Ground Floor, Rose Gardens, No. 9 Magazine Gap Road, Hong Kong 1/24 equal and undivided share of and in Inland Lot No. 7734 and the Extension Thereto.	<p>Rose Gardens is a 13-storey residential building with car parking on the Ground Floor completed in about 1964.</p> <p>The property comprises a residential unit on the 3rd Floor and a car parking space on the Ground Floor of Rose Gardens.</p> <p>The gross floor area of the property is approximately 2,600 sq.ft. (241.55 sq.m.) and saleable floor area is approximately 2,235 sq.ft. (207.64 sq.m.).</p> <p>The property is held under Conditions of Exchange No. 7131 for a term of 75 years renewed for a further term of 75 years commencing from 18 March 1921.</p> <p>The government rent payable for the property is HK\$18,630 per annum.</p>	The property is currently vacant.	HK\$66,000,000

Notes:

- i) The registered owner of the property is Go Lucky Investments Limited, a wholly owned subsidiary of the Company, vide Memorial No. 08021902670264 dated 22 January 2008.
- ii) The property is subject to a Mortgage in favour of The Hongkong and Shanghai Banking Corporation Limited for all moneys vide Memorial No. 10090200850052 dated 6 August 2010.
- iii) The property is subject to Order No. DH0071/HK/12/C by the Building Authority under S.27 of the Buildings Ordinance with plan (under deeds pending registration) vide Memorial No. 12091801470017 dated 8 June 2012.
- iv) The property is zoned as "Residential (Group B)" under Approved Mid-Levels West Outline Zoning Plan No. S/H11/15 dated March 2010.

1. 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.

2. DIRECTORS' INTERESTS IN SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were recorded in the register required to be kept under section 352 of the SFO, or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(A) The Company

(a) Long positions in the Shares

Name	Capacity	Number of Shares			Shareholding (%)
		Personal	Family interest	Corporate interest	
Kwan Pak Hoo Bankee	Beneficial owner and interest in a controlled corporation	360,000	-	117,870,137*	32.00
Chan Yau Ching Bob	Beneficial owner	60,000	-	-	0.01
Law Ping Wah Bernard	Beneficial owner	10,740,872	-	-	2.91
Ng Kung Chit Raymond	Beneficial owner and family interest	339,960	34,560	-	0.10
		<u>11,500,832</u>	<u>34,560</u>	<u>117,870,137</u>	<u>35.02</u>

* The shares were held by Cash Guardian. Mr Kwan Pak Hoo Bankee ("Mr Kwan") was deemed to be interested in all these Shares as a result of his interests in Cash Guardian as disclosed in the "Substantial Shareholders" below.

(b) Long positions in the underlying shares – options under share option schemes

Name	Date of grant	Option period	Exercise price per Share (HK\$)	Number of options outstanding	Percentage to issued Shares (%)
Kwan Pak Hoo Bankee	11/10/2012	11/10/2012 – 31/10/2014	0.7020	3,600,000	0.97
Chan Yau Ching Bob	11/10/2012	11/10/2012 – 31/10/2014	0.7020	3,600,000	0.97
Law Ping Wah Bernard	11/10/2012	11/10/2012 – 31/10/2014	0.7020	3,600,000	0.97
Ng Kung Chit Raymond	11/10/2012	11/10/2012 – 31/10/2014	0.7020	2,000,000	0.54
				12,800,000	3.45
				12,800,000	3.45

Notes:

- (1) Mr Kwan is also the substantial Shareholder.
- (2) The options are held by the Directors in the capacity of beneficial owners.

(B) Associated corporation (within the meaning of SFO)**CFSG***(a) Long positions in the ordinary shares of HK\$0.02 each*

Name	Capacity	Number of Shares			Shareholding (%)
		Personal	Family interest	Corporate interest	
Kwan Pak Hoo Bankee	Beneficial owner and interest in a controlled corporation	–	–	1,725,160,589*	44.48
Chan Yau Ching Bob	Beneficial owner	–	180,000	–	0.00
Law Ping Wah Bernard	Beneficial owner	27,506,160	–	–	0.70
Ng Kung Chit Raymond	Beneficial owner and family interest	5,577,000	99,000	–	0.14
		33,083,160	279,000	1,725,160,589	45.32
		33,083,160	279,000	1,725,160,589	45.32

* The shares were held as to 1,657,801,069 shares by CIGL, a wholly-owned subsidiary of Praise Joy Limited (which was 100% beneficially owned by the Company), and as to 67,359,520 shares by Cash Guardian. The Company was beneficially owned as to approximately 32.00% by Mr Kwan and Cash Guardian was 100% beneficially owned by Mr Kwan, details of which were disclosed in the “Substantial Shareholders” below. Pursuant to the SFO, Mr Kwan was deemed to be interested in all the shares held by CIGL and Cash Guardian in CFSG.

Out of the above 1,725,160,589 shares in aggregate, a total of 1,707,220,589 shares (44.02%) were charged under two share charges dated 14 July 2011 in favour of Wah Sun Finance Limited. Wah Sun Finance Limited was controlled (1) as to 50% by Lam Hok Chung Rainier, Jong Yat Kit and Yu Sai Hung as joint and several administrators of the Estate of Kung, Nina; and (2) as to 50% by Hyper Chain Limited (which was wholly controlled by Lam Hok Chung Rainier, Jong Yat Kit and Yu Sai Hung as joint and several administrators of the Estate of Kung, Nina).

In addition, Hampstead Trading Limited and Diamond Leaf Limited held 99,644,160 shares (2.56%) and 7,656,742 shares (0.19%) respectively in CFSG. Both companies were wholly controlled by Lam Hok Chung Rainier, Jong Yat Kit and Yu Sai Hung as joint and several administrators of the Estate of Kung, Nina.

Together with the interests of Wah Sun Finance Limited in 1,707,220,589 shares (44.02%) in CFSG under the share charges as disclosed above, the Estate of Kung, Nina also known as Nina T.H. Wang was deemed to be interested in a total of 1,814,521,491 shares (46.79%) in CFSG pursuant to the SFO.

(b) *Long positions in the underlying shares – options under share option schemes*

Name	Date of grant	Option period	Exercise price per Share (HK\$)	Number of options outstanding	Percentage to issued Shares (%)
Kwan Pak Hoo Bankee	11/10/2012	11/10/2012 – 31/10/2014	0.0930	39,000,000	1.01
Chan Yau Ching Bob	11/10/2012	11/10/2012 – 31/10/2014	0.0930	39,000,000	1.01
Law Ping Wah Bernard	11/10/2012	11/10/2012 – 31/10/2014	0.0930	39,000,000	1.01
Ng Kung Chit Raymond	11/10/2012	11/10/2012 – 31/10/2014	0.0930	20,000,000	0.52
				<u>137,000,000</u>	<u>3.55</u>

Notes:

- (1) Mr Kwan is also the substantial shareholder.
- (2) The options are held by the Directors in the capacity of beneficial owners.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, chief executive or their associates had any interests and short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were recorded in the register required to be kept under section 352 of the SFO, or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the Shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Name	Capacity	Number of Shares	Shareholding (%)
Hobart Assets Limited (<i>Note (1)</i>)	Interest in a controlled corporation	117,870,137	31.91
Cash Guardian (<i>Note (1)</i>)	Interest in a controlled corporation	117,870,137	31.91

Notes:

- (1) This refers to the same number of shares held by Cash Guardian, a wholly-owned subsidiary of Hobart Assets Limited, which in turn was 100% beneficially owned by Mr Kwan. Pursuant to the SFO, Mr Kwan and Hobart Assets Limited were deemed to be interested in the shares held by Cash Guardian.
- (2) Mr Kwan (a Director whose interests are not shown in the above table) was interested and/or deemed be interested in a total of 118,230,137 Shares (32.00%), which were held as to 117,870,137 Shares by Cash Guardian and as to 360,000 Shares in his personal name. Detail of his interest is set out in the section "Directors' interests in securities" above.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, no other parties (other than a Director or chief executive of the Company) who had interests or short positions in the Shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

4. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest in a business which competes or may compete with the business of the Group.

5. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with any member of the Group (excluding contracts expiring or terminable by the employer within one year without payment of compensation (other than statutory compensation)).

6. INTEREST OF DIRECTORS IN THE GROUP'S ASSETS

Since 31 December 2011 (the date to which the latest published audited accounts of the Group have been made up), each of the Directors did not have any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Group or are proposed to be acquired or disposed of by or leased to the Group and no Director was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

7. INTEREST OF DIRECTORS IN CONTRACTS

The Directors confirm that there is no contract or arrangement subsisting as at the Latest Practicable Date in which a Director was materially interested which was significant in relation to the business of the Group.

8. LITIGATION OF THE GROUP

As at the Latest Practicable Date, neither the Company nor any other company in the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against either the Company or any other company in the Group.

9. EXPERT, QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular:–

Name	Qualification
Peak Vision Appraisals Limited	An independent professional property valuer

As at the Latest Practicable Date, Peak Vision Appraisals Limited was not interested beneficially in the shares in any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.

As at the Latest Practicable Date, Peak Vision Appraisals Limited did not have any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Group or are proposed to be acquired or disposed of by or leased to the Group since 31 December 2011, being the date up to which the latest published audited consolidated accounts of the Company were made up.

As at the Latest Practicable Date, Peak Vision Appraisals Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of and reference to its name and statements in the form and context in which it appears.

10. MATERIAL CONTRACTS

The following contracts are contracts that are or may be material, not being contracts entered into during the ordinary course of business, and has been entered into by the Group within two years preceding the Latest Practicable Date:

- (a) the sale and purchase agreement dated 11 January 2011 entered into between Mov2Gather Limited (formerly known as Moli Mobile Limited) (a subsidiary of the Company) as purchaser and Injoy Information Technology Co., Limited (an independent third party) as vendor in relation to the acquisition of 51% equity interest in Yole Wireless Technology (Hongkong) Co., Limited at the consideration of RMB81,600,000 (equivalent to approximately HK\$117,371,262.91);

- (b) the equity transfer agreement dated 12 February 2011 entered into between Mov2Gather Limited (formerly known as Moli Mobile Limited) as purchaser and Oberon Media Asia Pacific Pte. Ltd. (an independent third party) as vendor in relation to the acquisition of the entire registered capital of Oberon Information Technology (Suzhou) Co. Ltd. at the consideration of US\$10,000,000 (equivalent to HK\$77,800,000). This agreement was subsequently superseded by new equity transfer agreement(s) all dated 7 June 2011 entered into among Mov2Gather Limited as purchaser and the respective new vendors namely (1) Oberon Media Enterprises Ltd., (2) Infinity I China Fund (Israel), L.P., (3) Infinity I China Fund (Israel 2), L.P., (4) Infinity I China Fund (Israel 3), L.P., (5) Infinity I China Fund (Cayman), L.P. and (6) Stone Drum Capital Advisory Inc. (all are independent third parties) in relation to the acquisition of the entire registered capital of Oberon Media Asia Pacific Pte. Ltd. at the same consideration of US\$10,000,000 (equivalent to HK\$77,800,000);
- (c) the placing and top up agreement dated 1 April 2011 entered into between the Company, Cash Guardian (the controlling Shareholder) and Celestial Securities Limited (an associated company of the Company) as the placing agent in relation to (i) the placing of 100,000,000 issued Shares held by Cash Guardian by Celestial Securities Limited to certain placees (independent third parties) at the placing price of HK\$0.50 per Share and (ii) the subscription by Cash Guardian for 100,000,000 new top up Shares at the top up price of HK\$0.50 per Share;
- (d) the placing and top up agreement dated 3 June 2011 entered into among the Company, Cash Guardian (the controlling Shareholder), Mr Law Ping Wah Bernard (a Director) and Celestial Securities Limited (an associated company of the Company) as the placing agent in relation to (i) the placing of a total of 208,000,000 issued Shares held by Cash Guardian and Mr Law by Celestial Securities Limited to certain placees (independent third parties) at the placing price of HK\$0.51 per Share and (ii) the subscription of new top up Shares as to 107,000,000 Shares by Cash Guardian and as to 101,000,000 Shares by Mr Law respectively at the top up price of HK\$0.51 per Share;
- (e) the conditional subscription agreement dated 14 June 2011 entered into between the Company and Abdulrahman Saad Al-Rashid & Sons Company Limited (an independent third party) in relation to the subscription of the convertible note for US\$12,000,000 (equivalent to approximately HK\$93,600,000) at the conversion price of HK\$0.50 per Share by Abdulrahman Saad Al-Rashid & Sons Company Limited. This agreement was subsequently terminated by a termination agreement dated on 30 June 2011 entered into by the same parties to the aforesaid subscription agreement;
- (f) the facility agreement dated 14 July 2011 entered into between Praise Joy Limited (a wholly-owned subsidiary of the Company) as borrower and Wah Sun Finance Limited as lender in relation to a revolving loan facility of HK\$80,000,000 for a term from 14 July 2011 up to and including 30 June 2013;

- (g) the formal sale and purchase agreement dated 9 November 2011 entered into between Mov2Gather Limited (a subsidiary of the Company) as vendor and 深圳飛斯信息技術有限公司 (translated as “Shenzhen Fei Si Information Technology Company Limited”) as purchaser in relation to the disposal of 51% equity interest in Yole Wireless Technology (Hongkong) Co., Limited at the consideration of HK\$50,000,000;
- (h) the renewal agreement dated 14 December 2011 entered into between the Company and CASH Retail Management (HK) Limited (an associated company of the Company) in relation to renewal of the lease arrangement of office premises for two years commencing from 1 January 2012 and expiring on 31 December 2013 at rental not exceeding HK\$5 million per annum;
- (i) the agreement dated 13 March 2012 entered into between 上海摩力游無線互動網絡科技有限公司 (translated as “Shanghai Moliyo Wireless Interactive Entertainment Technology Co. Ltd.”) (a subsidiary of the Company) and 中國電信股份有限公司上海分公司 (translated as “Shanghai Telecommunication Co., Ltd., Shanghai Branch”) (an Independent Third Party) in relation to the provision of a range of localized interactive games to Shanghai Telecom’s internet protocol television (IPTV) subscribers; and
- (j) the Provisional Agreement and the Formal Agreement.

11. MISCELLANEOUS

- (a) The secretary of the Company is Ms Luke Wing Sheung Suzanne, *a fellow member of The Institute of Chartered Secretaries and Administrators.*
- (b) The head office and the principal place of business of the Company in Hong Kong are at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong. The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (c) The principal share registrars and transfer office of the Company in Bermuda are HSBC Bank Bermuda Limited at The Bank of Bermuda Building, 6 Front Street, Hamilton HM 11, Bermuda. The branch share registrars and transfer office of the Company in Hong Kong is Tricor Standard Limited at 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong during normal business hours on any day up to the holding of the SGM:–

- (a) the memorandum of association and bye-laws of the Company;
- (b) the material contracts referred to in paragraph 10 above;
- (c) the audited consolidated financial statements of the Group for the two financial years ended 31 December 2011;
- (d) the unaudited consolidated financial statements of the Group for the six months ended 30 June 2012;
- (e) the circulars issued by the Company since 31 December 2011, the date to which the latest published audited accounts of the Group were made up;
- (f) the valuations report of Peak Vision Appraisals Limited, the text of which is set out in appendix II to this circular; and
- (g) the letter of consent from Peak Vision Appraisals Limited as referred to in paragraph headed “Expert, qualification and consent” in this appendix.

NOTICE OF THE SGM



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

NOTICE OF THE SGM

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.