

Form A
表格甲

The whole of this document must be returned to be valid.
本文件必須整份交回方為有效。

Provisional Allotment Letter ("PAL") No.
暫定配額通知書(「暫定配發書」)號碼

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IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS DOCUMENT 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.

閣下如對本文件之內容或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。
THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS FORM EXPIRES AT 4:00 PM ON WEDNESDAY, 5 JUNE 2013.
本暫定配發書有價值及可轉讓，閣下並須即時處理。本表格所載之認購建議於二零一三年六月五日(星期三)下午四時正截止。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易所及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示不會就本暫定配發書全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。
除文義另有所指外，供股章程所界定詞語在本通知書內應具相同涵義。
Subject to the granting of the listings of, and permission to deal in, Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in Rights Shares in their nil-paid and fully-paid forms or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘未繳股款及繳足股款供股股份獲准於聯交所上市買賣並符合香港結算收納股份之規定，則未繳股款及繳足股款供股股份將獲香港結算接納為合格證券，自未繳股款及繳足股款供股股份各自開始買賣日期或香港結算指定之其他日期起可於中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日之交易交收須於其後第二個交易日在中央結算系統進行。所有中央結算系統之活動，均依據不時有效之中央結算系統一般規則及中央結算系統運作程序進行。
A copy of this PAL, together with copies of the prospectus dated 21 May 2013 ("Prospectus"), the form of application for excess Rights Shares ("EAF"), have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance of Hong Kong. A copy of this PAL, together with copies of the Prospectus and the EAF, have also been, or will as soon as reasonably practicable be, filed with the Registrar of Companies in Bermuda pursuant to the Companies Act 1981 of Bermuda. The Registrar of Companies in Hong Kong, the Registrar of Companies in Bermuda and the Securities and Futures Commission take no responsibility as to the contents of any of these documents.

本暫定配發書連同供股章程及額外申請表，亦已或將於合理可行情況下遵照百慕達一九九一年公司法之規定寄交註冊處存檔。香港公司註冊處、百慕達公司註冊處與證券及期貨事務監察委員會對任何此等文件之內容概不負責。
If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge the PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's Branch Registrar, Tricor Standard Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong by no later than 4:00 pm on Wednesday, 5 June 2013. All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar account with a bank in Hong Kong or by a separate banker's cashier order issued by a bank in Hong Kong. All such cheques or banker's cashier orders must be made payable to "Celestial Asia Securities Holdings Limited - Rights Issue Account" and crossed "Account Payee Only".

倘閣下擬行使閣下之權利認購本暫定配發書指定之所有供股股份，閣下必須於二零一三年六月五日(星期三)下午四時正前將暫定配發書按照本通知書印列之指示填妥須於接納時繳付之全部股款送交本公司之過戶處卓佳標準有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。全部股款須以港元由香港之銀行戶口開出之支票或香港銀行發行之獨立銀行本票支付。全部有關支票或銀行本票均須註明抬頭人為「Celestial Asia Securities Holdings Limited - Rights Issue Account」，並劃線註明「只准入抬頭人賬戶」。



Celestial Asia Securities Holdings Limited

時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock code: 1049)
(股份編號: 1049)

Branch Registrar in Hong Kong:

香港過戶處：
Tricor Standard Limited
26/F Tesbury Centre
28 Queen's Road East
Hong Kong
卓佳標準有限公司
香港
皇后大道東28號
金鐘匯中心26樓

Principal Office in Hong Kong:

香港主要辦事處：
28/F Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong
香港
九龍灣
宏泰道23號
Manhattan Place 28樓

RIGHTS ISSUE OF
NOT MORE THAN 184,715,928 RIGHTS SHARES OF HK\$0.10 EACH
AT HK\$0.30 PER RIGHTS SHARE
ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING SHARES HELD
PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 PM ON WEDNESDAY, 5 JUNE 2013

供股發行
不多於184,715,928股每股面值0.10港元之供股股份
基準為每持有2股現有股份可獲配發1股供股股份
每股供股股份0.30港元
股款須於二零一三年六月五日
(星期三)下午四時正前接納時繳足

Registered Office:

註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

21 May 2013
二零一三年五月二十一日

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址

[Empty box for Name and Address]

Box A
甲欄

Total number of shares of HK\$0.10 each ("Shares") in the capital of Celestial Asia Securities Holdings Limited ("Company") registered in full on acceptance by no later than 4:00 pm on Wednesday, 5 June 2013
暫定配發予閣下之供股股份數目，惟須待於二零一三年六月五日(星期三)下午四時正前接納時繳足股款後方可作實

Box B
乙欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 pm on Wednesday, 5 June 2013
暫定配發予閣下之供股股份數目，惟須待於二零一三年六月五日(星期三)下午四時正前接納時繳足股款後方可作實

[Empty box for Subscription Money Payable]

Box C
丙欄
HK\$ 港元

Total subscription money payable
應繳認購款項總額

It should be noted that the Shares have been dealt in on an ex-rights basis from 14 May 2013 and the Rights Shares will be dealt in their nil-paid form from 23 May 2013 to 31 May 2013 (both days inclusive). Such dealings will take place during a period when all the conditions to which the Rights Issue is subject ("Conditions") remain unfulfilled. Any Shareholder or other person dealing in the Shares during the period from now up to the date on which all the Conditions are fulfilled and any person dealing in the nil-paid Rights Shares during the period from 23 May 2013 to 31 May 2013 (being the first and last days of dealings in nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form during such period who is in any doubt about his/her position is recommended to consult his/her professional adviser.

In particular, the Directors would like to draw your attention to the fact that the Underwriting Agreement contains provisions giving the Underwriter the right to terminate its obligations thereunder in its reasonable opinion on the occurrence of certain events prior to 4:00 pm on the third day after the latest time for acceptance of and payment for Rights Shares, being 10 June 2013, including –

- (a) (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic, currency or other nature (whether or not sui generis with the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which materially adversely affects the business or the financial or trading position or prospects of the Group as a whole or materially adversely prejudices the success of the Rights Issue or the taking up of the Rights Shares by the Shareholders; or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue; or
- (b) any material change in market conditions or combination of circumstances in Hong Kong or elsewhere (including without limitation suspension or material restriction or trading in securities) occurs which may adversely and materially affect the success of the Rights Issue or the taking up of the Rights Shares by Shareholders.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Full details of the terms of the termination of the Underwriting Agreement are set out in the Prospectus.

務請注意，股份已由二零一三年五月十四日起以除權方式進行買賣，而供股股份將於二零一三年五月二十三日至二零一三年五月三十一日(包括首尾兩天)以未繳股款方式進行買賣。該等買賣將於供股受規限之所有條件(「條件」)尚未達成期間內進行。因此，任何由現時起至所有條件達成之日期間內買賣股份之股東或其他人士，以及於二零一三年五月二十三日至二零一三年五月三十一日(即分別為買賣未繳股款供股股份首尾兩天)期間買賣未繳股款供股股份之任何人士，將須承擔供股可能不會成為無條件或可能不會進行之風險。任何於此期間買賣股份及/或未繳股款供股股份之股東或其他人士如對其情況有任何疑問，應諮詢其專業顧問。

董事謹請閣下注意包銷協議載有若干條件，賦予包銷商權利，倘於接納供股股份及繳付股款之最後時間後第三日(即二零一三年六月十日)下午四時正前發生若干事件(包括下列事件)，則可按其合理意見終止其於協議下之責任：

- (a) (i) 任何新法例或規例之頒佈或任何現行法例或規例(或其司法詮釋)之變更或出現任何性質之事故，可能會對本集團整體之業務或財務或經營狀況或前景造成重大不利影響；或
- (ii) 本地、國家或國際之政治、軍事、金融、經濟、貨幣或其他性質(不論是否有利於前述者)發生任何事件或出現任何變動(不論是否屬包銷協議日期前及/或其後出現或持續之一連串事件或變動之一部份)或本地、國家或國際發生任何動亂或戰爭或軍事升級或可能影響本市場之事件或事件之合併出現，對本集團之整體業務或財務或經營狀況或前景構成重大不利影響或嚴重損害供股之成功或股東認購供股股份之情況或致令本公司或包銷商繼續進行供股不宜或不智；或
- (b) 香港或其他地方之市場或同時出現之各種情況(包括但不限於證券買賣暫停或受重大限制)出現重大不利轉變，而可能對供股之成功或股東認購供股股份之情況構成不利及重大影響。

倘包銷商終止包銷協議，則供股不會進行。有關終止包銷協議條文之詳情，載於供股章程內。

NO RECEIPT WILL BE GIVEN. 本公司將不另發收據

* For identification purposes only
* 僅供識別

CAOSH
Celestial Asia Securities Holdings Limited
時富投資集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 1049)

21 May 2013

Dear Shareholders,

In accordance with the terms set out in the prospectus dated 21 May 2013 ("Prospectus") despatched to shareholders ("Shareholders") of Celestial Asia Securities Holdings Limited ("Company"), a copy of which is enclosed, the directors of the Company have provisionally allotted to you a number of rights shares ("Rights Shares") on the basis of 1 Rights Share for every 2 existing shares of HK\$0.10 each ("Shares") held and registered in your name(s) as at 20 May 2013. Your holding of Shares as at 20 May 2013 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings herein unless the context requires otherwise.

No provisional allotment of Rights Shares has been made to Excluded Overseas Shareholders and no PALs or EAFs are being sent to them. Arrangements will be made for the Right Shares in nil-paid form which would otherwise have been provisionally allotted to the Excluded Overseas Shareholders to be sold in the market as soon as practicable after dealings in nil-paid Rights Shares commence, if a premium, net of expenses, can be obtained. Any Rights Shares provisionally allotted but not accepted, together with any Rights Shares to which Excluded Overseas Shareholders would otherwise have been entitled but are not sold as described in the Prospectus, will be available for application by Qualifying Shareholders on EAFs.

The Right Shares, when issued and fully paid, will rank pari passu in all respects with the existing issued Shares, including the right to receive all future dividends and distributions which may be declared, paid or made.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the whole of this PAL intact with the Branch Registrar, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by no later than 4:00 pm on Wednesday, 5 June 2013. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account in Hong Kong and made payable to "Celestial Asia Securities Holdings Limited – Rights Issue Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment of Right Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been received as described above by no later than 4:00 pm on Wednesday, 5 June 2013 whether from the original allottee or any person in whose favour the rights have been transferred, this provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

EXCESS RIGHTS SHARES

If you are a Qualifying Shareholder and you wish to apply for any Rights Shares in addition to those provisionally allotted to you, you should complete and sign the accompanying EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Branch Registrar, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong so as to be received by no later than 4:00 pm on Wednesday, 5 June 2013. All remittances must be in Hong Kong dollars and cheques should be drawn on a bank account in Hong Kong and made payable to "Celestial Asia Securities Holdings Limited – Excess Application Account" and crossed "Account Payee Only".

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Branch Registrar, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong so as to be received by no later than 4:00 pm on Wednesday, 5 June 2013. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer your rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by no later than 4:00 pm on Tuesday, 28 May 2013 with the Branch Registrar, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required on or before Thursday, 30 May 2013.

TERMINATION OF UNDERWRITING AGREEMENT

It should be noted that the Shares have been dealt in on an ex-rights basis as from 14 May 2013 and the Rights Shares will be dealt in their nil-paid form from 23 May 2013 to 31 May 2013 (both days inclusive). Such dealings will take place during a period when the Conditions remain unfulfilled. Any Shareholder or other person dealing in the Shares during the period from now up to the date on which all the Conditions are fulfilled and any person dealing in the nil-paid Rights Shares during the period from 23 May 2013 to 31 May 2013 (being the first and last days of dealings in nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form during such period who is in any doubt about his/her position is recommended to consult his/her professional adviser.

In particular, the Directors would like to draw your attention to the fact that the Underwriting Agreement contains provisions giving the Underwriter the right to terminate its obligations thereunder in its reasonable opinion on the occurrence of certain events prior to 4:00 pm on the third day after the latest time for acceptance of and payment for Rights Shares, being 10 June 2013, including:-

- (a) (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic, currency or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which materially adversely affects the business or the financial or trading position or prospects of the Group as a whole or materially adversely prejudices the success of the Rights Issue or the taking up of the Rights Shares by the Shareholders or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue; or
- (b) any material change in market conditions or combination of circumstances in Hong Kong or elsewhere (including without limitation suspension or material restriction or trading in securities) occurs which may adversely and materially affect the success of the Rights Issue or the taking up of the Rights Shares by Shareholders.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Full details of the terms of the termination of the Underwriting Agreement provisions are set out in the Prospectus.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. If any cheque lodged with this PAL is not honoured upon first presentation, this PAL is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES

It is expected that certificates for the fully-paid Rights Shares will be despatched to you by ordinary post at your own risk on Thursday, 13 June 2013. You will receive one share certificate for the entitlement to Rights Shares in fully-paid form.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or share certificates.

This PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong law.

Copies of the Prospectus giving details of the Rights Issue are available from Celestial Asia Securities Holdings Limited at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong and Tricor Standard Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong during normal business hours.

Yours faithfully,
Bankee P. Kwan
Chairman and CEO

IN THE EVENT OF A TRANSFER OF RIGHTS, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓權利時，每宗買賣均須繳納從價印花稅。餽贈或轉讓（並非以出售方式）實益擁有之權益亦須繳納從價印花稅。在本文件登記之前，須出示已繳納香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/their right(s) to the Rights Shares comprised herein)
(僅供擬全數轉讓其/彼等於本表格所涉及供股股份之權利之合資格股東填寫及簽署)

To the Directors

Celestial Asia Securities Holdings Limited

致： **Celestial Asia Securities Holdings Limited** (時富投資集團有限公司)
列位董事

Dear Sirs:

I/We hereby transfer all or my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人/吾等茲將本暫定配發書所列本人/吾等可認購供股股份之權利轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期：二零一三年 _____, 2013

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Share.

附註：轉讓 閣下可認購有關供股股份之權利須繳納香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares has been transferred)
(僅供承讓供股股份認購權之人士填寫及簽署)

To the Directors

Celestial Asia Securities Holdings Limited

致： **Celestial Asia Securities Holdings Limited** (時富投資集團有限公司)
列位董事

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：

本人/吾等謹請 閣下將表格甲中乙欄所列之供股股份數目以本人/吾等名義登記，本人/吾等同意按照本暫定配發書及供股章程所載之條款，並在 貴公司之組織章程大綱及公司細則之限制下接納該等股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請於欄內填上「X」符號

To be completed in block letters in **ENGLISH**. Joint applicants should give one address only.
請用英文大楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family name 姓氏	Other names 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicants 姓名(續)及/或聯名申請人姓名 (if required) (如有需要)			
Address (joint applicants should give one address only) 地址(聯名申請人只須填報一個地址)			
Occupation 職業			Tel. no. 電話號碼
Dividend instructions 派息指示			
Name & address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼
		Account type 賬戶類別	For office use only 公司專用

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：二零一三年 _____, 2013

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Share.

附註：閣下接納可認購供股股份之權利須繳納香港印花稅。