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CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**RESULTS OF 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
PAYABLE IN FULL ON ACCEPTANCE**

AND

**ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO
OUTSTANDING OPTIONS**

RESULTS OF RIGHTS ISSUE

The Directors announce that a total of 2,108 valid applications have been received for a total of 344,120,814 Rights Shares, which comprise: (i) 925 valid acceptances of 148,358,346 Rights Shares in respect of provisional allotments (representing approximately 80.32% of the total number of the Rights Shares); and (ii) 1,183 valid applications for 195,762,468 Rights Shares in respect of excess applications for Rights Shares (representing approximately 105.98% of the total number of the Rights Shares). In aggregate, they represent approximately 186.30% of the total number of 184,715,928 Rights Shares available under the Rights Issue. The Rights Issue has been 1.8 times over-subscribed.

The Underwriting Agreement and the Rights Issue have become unconditional after 4:00 pm on Monday, 10 June 2013.

Refund cheques in respect of unsuccessful or partially unsuccessful applications for excess Rights Shares and share certificates in respect of Rights Shares allotted will be despatched by ordinary post to those entitled, at their own risk, on Thursday, 13 June 2013 and dealings in the Rights Shares on the Stock Exchange will commence on Friday, 14 June 2013.

The obligations of the Underwriter under the Underwriting Agreement in respect of the underwritten shares have been fully discharged.

**ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO
OUTSTANDING OPTIONS**

Pursuant to the terms of the Share Option Scheme, adjustments are required to be made to the exercise price of and the number of Shares that can be subscribed for under the outstanding Options as a result of the Rights Issue.

In accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of Options under Rule 17.03(13) of the Listing Rules, the exercise price and the number of Shares that can be subscribed for under the outstanding Options have been adjusted from HK\$0.702 per Share and 29,800,000 Shares to HK\$0.624 per Share and 33,516,000 Shares respectively with effect from 21 May 2013. The adjustments have been certified by an independent financial adviser of the Company.

Terms used in this announcement shall have the same meanings as defined in the prospectus of Celestial Asia Securities Holdings Limited (“Company”) dated 21 May 2013 unless otherwise stated.

RESULTS OF RIGHTS ISSUE

The Directors announce that, as at 4:00 pm on Wednesday, 5 June 2013 (being the latest time for acceptance of and payment for Rights Shares), a total of 2,108 valid applications have been received for a total of 344,120,814 Rights Shares, which comprise: (i) 925 valid acceptances of 148,358,346 Rights Shares in respect of provisional allotments (representing approximately 80.32% of the total number of the Rights Shares); and (ii) 1,183 valid applications for 195,762,468 Rights Shares in respect of excess applications for Rights Shares (representing approximately 105.98% of the total number of the Rights Shares). In aggregate, they represent approximately 186.30% of the total number of 184,715,928 Rights Shares available under the Rights Issue. The Rights Issue has been 1.8 times over-subscribed.

The Underwriting Agreement and the Rights Issue have become unconditional after 4:00 pm on Monday, 10 June 2013.

The obligations of the Underwriter under the Underwriting Agreement in respect of the underwritten shares have been fully discharged.

In view of the oversubscription for the Rights Shares, the Directors have allocated the 36,357,582 Rights Shares available for application under the EAFs with a priority to topping up of odd lot applications, on the basis that the EAFs applications are not made with intention to abuse this mechanism:-

| Excess Rights Shares applied for | No. of valid excess applications | Total number of excess Rights Shares applied for | Total number of Rights Shares allotted | Approximate average percentage of allotment for range of excess Rights Shares |
|----------------------------------|----------------------------------|--|--|---|
| 1 – 100,000* | 1,095 | 11,107,649 | 2,989,775 | 100% – 26.92% |
| 100,001 – 1,000,000* | 71 | 19,374,804 | 10,180,155 | 52.54% |
| 1,000,001 – 5,000,000* | 13 | 31,453,474 | 9,967,724 | 31.69% |
| 5,000,001 – 10,000,000 | 3 | 25,005,739 | 3,495,739 | 13.98% |
| Above 10,000,000 | 1 | 108,820,802 | 9,724,189 | 8.94% |
| Total | 1,183 | 195,762,468 | 36,357,582 | |

* The Board noted unusual patterns of excess applications and had reasons to believe that certain applications may have been made with an intention to abuse the mechanism whereby preference would be given to applications for topping up odd-lot holdings. Allotments were made where it appeared to the Directors that such applications were not made with an intention to abuse this mechanism.

SHAREHOLDING STRUCTURE

To the best knowledge of the Directors, the shareholding structure of the Company immediately prior to completion and after completion of the Rights Issue is as follows:

| Shareholders | Immediately prior to completion of the Rights Issue | | Immediately after completion of the Rights Issue | |
|--|---|--------|--|--------|
| | No. of Shares | % | No. of Shares | % |
| Undertaking Shareholders (Note 3) | | | | |
| - Mr Kwan Pak Hoo Bankee and Associates (Notes 1 and 2) | 118,230,137 | 32.00 | 179,645,205 | 32.42 |
| - Mr Law Ping Wah Bernard (Note 2) | 10,740,872 | 2.91 | 18,230,208 | 3.29 |
| Sub-total: | 128,971,009 | 34.91 | 197,875,413 | 35.71 |
| The Underwriter | - | - | - | - |
| Other Directors | | | | |
| - Mr Ng Kung Chit Raymond (Note 2) | 374,520 | 0.10 | 591,780 | 0.11 |
| - Mr Chan Yau Ching Bob | 60,000 | 0.01 | 90,000 | 0.01 |
| | 434,520 | 0.11 | 681,780 | 0.12 |
| Sub-total: | 129,405,529 | 35.02 | 198,557,193 | 35.83 |
| Public | 240,026,328 | 64.98 | 355,590,592 | 64.17 |
| Total: | 369,431,857 | 100.00 | 554,147,785 | 100.00 |

Notes:

- (1) *Mr Kwan Pak Hoo Bankee and Associates includes the shareholding interest in the Company held by Mr Kwan Pak Hoo Bankee personally and Cash Guardian.*
- (2) *The increase in shareholdings of the Directors are due to acquisition of nil-paid Rights Shares in the market for subscription of new Shares under the provisional allotment in addition to acceptance of their entitlement under their respective provisional allotment in full.*
- (3) *The Undertaking Shareholders and their Associates have accepted their respective entitlement under the provisional allotment in full, being an aggregate of 64,485,504 Rights Shares.*

Upon completion of the Rights Issue, the Undertaking Shareholders, the other Directors, and their respective Associates will then be ultimately interested in an aggregate of 198,557,193 Shares, representing approximately 35.83% of the issued share capital of the Company as enlarged by the Rights Issue.

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO OUTSTANDING OPTIONS

Pursuant to the terms of the share option Scheme adopted by the Company on 21 May 2012 (“Share Option Scheme”), adjustments are required to be made to the exercise price of and the number of Shares that can be subscribed for under the outstanding Options as a result of the Rights Issue.

In accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of the Options under Rule 17.03(13) of the Listing Rules, the exercise price and the number of Shares that can be subscribed for under the outstanding Options have been adjusted from HK\$0.702 per Share and 29,800,000 Shares to HK\$0.624 per Share and 33,516,000 Shares respectively with effect from 21 May 2013. The adjustments have been certified by an independent financial adviser of the Company.

GENERAL

Refund cheques in respect of unsuccessful or partially unsuccessful applications for excess Rights Shares and share certificates in respect of the Rights Shares allotted will be despatched by ordinary post to those entitled, at their own risk, on Thursday, 13 June 2013 and dealings in the Rights Shares on the Stock Exchange will commence on Friday, 14 June 2013.

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

Hong Kong, 11 June 2013

As at the date hereof, the directors of the Company are:-

As at the date hereof, the Board comprises:-

Executive Directors:

Mr Kwan Pak Hoo Bankee
Dr Chan Yau Ching Bob
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive Directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin