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**CELESTIAL ASIA SECURITIES HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 1049)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Celestial Asia Securities Holdings Limited ("Company") will be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 23 December 2013, Monday, at 10:00 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 and the supplemental agreement both dated 14 November 2013 (“Provisional Agreements”, copies of which have been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) entered into between Victory Glory Investments Limited (an indirect non-wholly-owned subsidiary of the Company) as vendor (“Vendor”) and Liaison Office Of The Central People’s Government In The Hong Kong Special Administrative Region as purchaser (“Purchaser”), whereby the Vendor has agreed to sell and the Purchaser has agreed to purchase a property which comprises the whole floor of 22/F of Rykadan Capital Tower, No. 135-137 Hoi Bun Road, Kwun Tong, Kowloon (Kwun Tong Inland Lot No. 526) with a total gross area of approximately 12,060 square feet, together with four car parking spaces Nos. P19 to P22 on 1/F of the same building at a cash consideration of HK\$135,000,000, subject to the terms and conditions as set out in the Provisional Agreements and described in the circular of the Company dated the same date of this notice, and the transaction contemplated thereunder, be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the transactions contemplated under the Provisional Agreements.”

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

Hong Kong, 5 December 2013

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in  
Hong Kong:*  
28/F Manhattan Place  
23 Wang Tai Road  
Kowloon Bay  
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or other authority, not less than 48 hours before the time for holding the special general meeting or any adjournment thereof.

As at the date hereof, the Board comprises:-

*Executive directors:*

Mr Kwan Pak Hoo Bankee  
Mr Tsui Wing Cheong Sammy  
Mr Law Ping Wah Bernard  
Mr Ng Hin Sing Derek

*Independent non-executive directors:*

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