



# CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

## 時富投資集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

### FORM OF PROXY

Form of Proxy for use at the special general meeting (“SGM”) of Celestial Asia Securities Holdings Limited (“Company”) to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong on 28 October 2016 (Friday) at 9:30 am

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each (“Share(s)”) in the share capital of the Company, **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him, the Chairman of the meeting or anyone so appointed by the Chairman, to act for me/us as my/our proxy at the SGM (or at any adjournment thereof) to be held at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong, on 28 October 2016 (Friday) at 9:30 am to consider and, if thought fit, pass the resolution(s) set out in the notice convening the SGM (“Notice”) and at the said meeting to vote for me/us and on my/our behalf in respect of said resolution(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For <sup>4</sup>	Against <sup>4</sup>
To approve the sale and purchase agreement, the amendment agreement and the transactions contemplated thereunder (in the terms as set out in ordinary resolution in the Notice).		

Dated: \_\_\_\_\_ Signature<sup>5</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANYONE SO APPOINTED BY THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his own discretion. Your proxy will also be entitled to vote at his own discretion on any resolution which has been properly put to the meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorised in that behalf.
6. Where they are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the principal place of business of the Company at 28/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting (as the case may be).
8. A proxy needs not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Standard Limited at the above address.

\* For identification purpose only