



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 ("Meeting") of Celestial Asia Securities Holdings Limited ("Company") will be held at 21/F The Center, 99 Queen's Road Central, Hong Kong on 18 July 2005, Monday, at 9:30 am for the purpose of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

"**THAT** the issue by Pricerite Group Limited ("Pricerite"), a non-wholly owned subsidiary of the Company, of shares of HK\$0.02 each in Pricerite ("Pricerite Share(s)") upon the conversion of any part or the entire of the convertible note of principal amount of HK\$108,000,000.00 at the initial conversion price of HK\$0.45 per Pricerite Share (subject to adjustment) proposed to be issued by Pricerite to AustChina Information Technology Pyt Limited ("AustChina") pursuant to and subject to the terms under the agreement entered into between Pricerite and AustChina on 23 May 2005, be and is hereby approved."

By order of the Board
Luke Wing Sheung Suzanne
Joint Company Secretary

Hong Kong, 30 June 2005

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:
21/F The Center
99 Queen's Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or 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 21/F The Center, 99 Queen's Road Central, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a notarially 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 executive Directors of the Company are Mr Kwan Pak Hoo Bankee, Mr Law Ping Wah Bernard, Mr Wong Kin Yick Kenneth, Mr Miao Wen Hao Felix, Ms Kwok Oi Kuen Joan Elmond, Mr Li Yuen Cheuk Thomas, and the Independent Non-executive Directors are Dr Chan Hak Sin, Mr Leung Ka Kui Johnny and Mr Wong Chuk Yan.