Branch Registrar in Hong Kong:

香港過戶分處: Tricor Standard Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong 卓佳標準有限公司

香港皇后大道東183號

合和中心22樓

The whole of this document must be returned to be valid.

本文件必須整份交回方

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

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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.
國下政計本文件之內容或應採取之行動者任何疑問,建設論 関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 PALL IS VALUBBLE AND TRANSFERBALE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS FORM EXPIRES AT 4:30 PM ON WEDNESDAY, 9 SEPTEMBER 2015.

as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong, The Registrar of Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong and the Securities and Effusive Companies in Hong Kong And Intelligence Companies in Hong Kong And Intelligence Companies in Hong Kong And Intelligence Companies Intelligence

CAGH

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)

RIGHTS ISSUE OF 277,073,892 RIGHTS SHARES AT HK\$0.40 EACH ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING SHARES HELD ON THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE

BY NO LATER THAN 4:30 PM ON WEDNESDAY, 9 SEPTEMBER 2015 供股發行277.073.892股供股股份

基準為於記錄日期每持有2股現有股份可獲配發1股供股股份 每股供股股份0.40港元

股款須於二零一五年九月九日(星期三) 下午四時三十分前接納時繳足

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

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

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

19 August 2015 二零一五年八月十九日

Total number of shares of HK\$0.10 each ("Shares") in the capital of

		Box C 丙欄 HK\$ 港元	Total subscription money payable 應數認購款項總額
		Box B 乙欄	9 September 2015 智定配登予 間方之供股股份數目,惟須持於二零一五年九月九日(星期三)下午四時三十分削接納時繳足股款後方可作實
Name(s) and address of Qualifying Shareholder(s)	合資格股東姓名及地址	Box A 甲欄	Celestial Asia Securities Holdings Limited registered in your name(s) on Tuesday, 18 August 2015 於二零一五年八月十八日 层期二)以 關下名義登起之 Celestial Asia Securities Holdings Limited (時當投資集團有限公司)股本中每股面值 0.10毫元股份 ((股份)) 總數 Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:30 pm on Wednesday,

should be noted that the Shares have been dealt in on an ex-rights basis as from Wednesday, 12 August 2015 and the Rights Shares will be dealt in in their nil-paid form from Friday, 21 August 2015 to Friday, 4 September 2015 (both days inclusive), uch dealings will take place during a period when all the Conditions remain unfulfilled. Any Shareholder or other person dealing in the 18-bares during the period from now up to the date on which all the Conditions are fulfilled and any person bealing in the nil-paid Rights Shares expectively will accordingly bear the risk that the Rights Issue ay 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/its position is commended to consult his/her/its professional adviser. In particular, the Orison Instruments professional autherities 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 4:30 pm on the second Business Day after the latest time for the acceptance of and payment for the Rights Shares, being Friday, 11 September 2015, including:—

the introduction of any new lew 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 operation or prospects of the formula sa wholes:

- 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 States or the Rig
- (c) any matter or event showing any of the representations and warranties referred to in the Underwriting Agreement to be untrue and inaccurate in any respect which considers to be material; or (d) any suspension in the trading of securities generally or the Shares on the Stock Exchange for a period of more than 5 consecutive trading days.

 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.

務請注意。股份已由二零一五年八月十二日(星間三)即以除權方式推行賈寶,而供股股份將於二零一五年八月二十一日(星間五)至二零一五年九月四日(星間五)(包括首宮閣天)以先進股效方式推行賈寶。裝卷賈寶格於性駁受規限之所名條件(1條件1)尚未據成問間內准 行。因政,任何由吳相起宣至所有作性成之日期間內實資数付之股東或其條人士,以及除二零一五年八月二十一日(星期1)至二零一五年九月四日(星期五八即分別為貢賣未逾較效供股股份首寫兩天)期間貢責未逾較款供股股份之任何人士。將沒承獲供股可能不會成 為無條件或引服不會推行之風後。任何凝於此期間貢責股份及了《表本服款於稅股份之官聚或其他人上即對其情及有任何疑問。蔣潔詞與其事集間。

词能不會維行之風接~在何醫於此期間質質發行及了或未趨數裝供股股合之股東或其他人土如對其情况有任何疑問、應路與非專業顧問。 關下光其注意也銷級議報者若年後~試予色銷商權利,能於接給供股階份及幾付股款之最後時間按第二個營業日间—1000年二年九月十一日(星期五))下午四時三十分前發生若干事件(包括下列事件),則可按其合理意見終止其於協議下之責任: 任何新法例或規例之頒佈或任何現行法例或規例(或其司法技解)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避營狀況或前景造成重大不利影響。或

- 市況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)出現重大轉變·而可能對供股之成功或股東認護供股股份之情況構成不利及重大影響:或
- ョだな犬だ地をリスロルの英国時間が大きな情報が、と対は「彼女祖が共真自行な文革へ後の)は少 任何事宜改事件勝元の勧誘議中程建め付日愛野の及ぼ在任何視作重大方面失實及不準確:或 整體證券或股份於聯交所暫停買賣為期超過五個連續交易日。

. 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條款之詳情,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

(Incorporated in Bermuda with limited liability) (Stock code: 1049)

Dear Qualifying Shareholder(s).

19 August 2015

In accordance with the terms set out in the prospectus dated Wednesday, 19 August 2015 ("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 Tuesday, 18 August 2015 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 nilpaid 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.

The Prospectus and the related application forms have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus or any of the related application forms in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

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 Level 22, Hopewell Centre, 183 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 4:30 pm on Wednesday, 9
September 2015. 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" 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 4:30 pm on Wednesday, 9 September 2015 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

EXCESS HIGHTS 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:30 pm on Wednesday, 9 September 2015. All remittances must be in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar account with a bank account 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 – 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:30 pm on Wednesday, 9 September 2015. 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.

SPI ITTING

FILLING
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 4:30 pm on Monday, 31 August 2015 with the Branch Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required on or before Wednesday, 2 September 2015.

TERMINATION OF UNDERWRITING AGREEMENT

TERMINATION OF UNDERWRITING AGREEMENT It should be noted that the Shares have been dealt in on an ex-rights basis as from Wednesday, 12 August 2015 and the Rights Shares will be dealt in in their nil-paid form from Friday, 21 August 2015 to Friday, 4 September 2015 (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 Friday, 21 August 2015 to Friday, 4 September 2015 (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 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/its position is recommended to consult his/her/its 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 4:30 pm on the second Business Day after the latest time for acceptance of and payment for the Rights Shares, being Friday, 11 September 2015, including:-

- 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
 - 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
- 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; or (b)
- any matter or event showing any of the representations and warranties referred to in the Underwriting Agreement to be untrue and inaccurate in any respect which considers to be material; or (c)
- (d) any suspension in the trading of securities generally or the Shares on the Stock Exchange for a period of more than 5 consecutive trading days.

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 BANKER'S CASHIER ORDERS

All cheques and banker's cashier 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. No receipt will be issued for sums received on application.

SHARE CERTIFICATES

It is expected that certificates for the fully-paid Rights Shares will be despatched to the Qualifying Shareholders and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated overleaf on Thursday, 17 September 2015. Qualifying Shareholders will receive one share certificate for the entitlement to Rights Shares in fully-paid form.

EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for Rights Shares will not take place if there is:

- a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning
- in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the last acceptance date of Wednesday, 9 September 2015. Instead the latest time of acceptance of and payment for the Rights Shares will be extended to 5:00 pm on the same Business Day;
- in force in Hong Kong at any local time between 12:00 noon and 4:30 pm on the last acceptance date of Wednesday, 9 September 2015. Instead the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:30 pm on the following Business Day which does not have either of those warnings in force at any time between 9:00 am and 4:30 pm.

If the latest time for acceptance of and payment for the Rights Shares does not take place on last acceptance date of Wednesday, 9 September 2015, the dates mentioned in this section may be affected. Announcement will be made by the Company on any change to the expected timetable as soon as possible.

Determine the content 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.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong during normal business hours.

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

FORM OF TRANSFER AND NOMINATION

表格乙

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/her/its/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

the		

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:

l/We hereby transfer all of 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	利全部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		3 r(s) (all joint Shareholders must sign) 股東貧		
Date 日期:二零一五年		, 2015		
Note: Hong Kong stamp duty is 附註: 轉讓 閣下可認購有關供股		he transfer of your rights to subscribe fo	or the Rights Share.	

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

Celestial Asia Securities Holdings Limited (時富投資集團有限公司*)

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 Shareh Please mark "X 現有股東請於欄	" in this box	
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 na	mes 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 and address of bank				Bank accour	Bank account no. 銀行戶口號碼	
銀行名稱及地址			Account type 賬戶類別	For office us	For office use only 公司專用	

1	2	3	4	
	Signature(s) of applicant	t(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:二零一五年		, 2015		

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税。