

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CELESTIAL ASIA SECURITIES HOLDINGS LIMITED

時富投資集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

**RESULTS OF 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**

AND

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

RESULTS OF RIGHTS ISSUE

The Directors announce that a total of 2,055 valid applications have been received for a total of 9,550,481,632 Rights Shares, which comprise: (i) 455 valid acceptances of 252,079,191 Rights Shares in respect of provisional allotments (representing approximately 90.98% of the total number of Rights Shares); and (ii) 1,600 valid applications for 9,298,402,441 Rights Shares in respect of excess applications for Rights Shares (representing approximately 3,355.93% of the total number of Rights Shares). In aggregate, they represent approximately 3,446.91% of the total number of 277,073,892 Rights Shares available under the Rights Issue. The Rights Issue has been 34.5 times over-subscribed.

The Underwriting Agreement and the Rights Issue have become unconditional after 4:30 pm on Friday, 11 September 2015.

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, 17 September 2015 and dealings in the Rights Shares on the Stock Exchange will commence at 9:00 am on Friday, 18 September 2015.

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

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

Upon completion of the Rights Issue, the exercise price and number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Options will be adjusted to HK\$0.478 and 40,692,000 Shares respectively in accordance with the Company's share option scheme adopted on 21 May 2012 ("Share Option Scheme") and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

Terms used in this announcement shall have the same meanings as defined in the prospectus of Celestial Asia Securities Holdings Limited ("Company") dated 19 August 2015 unless otherwise stated.

RESULTS OF RIGHTS ISSUE

The Directors announce that, as at 4:30 pm on Wednesday, 9 September 2015 (being the latest time for acceptance of and payment for Rights Shares), a total of 2,055 valid applications have been received for a total of 9,550,481,632 Rights Shares, which comprise: (i) 455 valid acceptances of 252,079,191 Rights Shares in respect of provisional allotments (representing approximately 90.98% of the total number of Rights Shares); and (ii) 1,600 valid applications for 9,298,402,441 Rights Shares in respect of excess applications for Rights Shares (representing approximately 3,355.93% of the total number of Rights Shares). In aggregate, they represent approximately 3,446.91% of the total number of 277,073,892 Rights Shares available under the Rights Issue. The Rights Issue has been 34.5 times over-subscribed.

The Underwriting Agreement and the Rights Issue have become unconditional after 4:30 pm on Friday, 11 September 2015.

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

In view of the over-subscription for the Rights Shares, the Directors have allocated the 24,994,701 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 excess Rights Shares
1 – 100,000*	1,378	15,988,112	1,466,164	9.17%
100,001 – 1,000,000*	111	45,195,052	515,474	1.14%
1,000,001 – 10,000,000*	92	320,772,169	2,300,446	0.72%
10,000,001 – 500,000,000*	14	943,782,976	5,856,976	0.62%
Above 500,000,000	5	7,972,664,132	14,855,641	0.19%
Total	1,600	9,298,402,441	24,994,701	

* 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 are 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)	184,085,205	33.21	282,037,807	33.93
- Mr Law Ping Wah Bernard	18,230,208	3.29	27,345,312	3.29
Sub-total:	202,315,413	36.50	309,383,119	37.22
The Underwriter	-	-	-	-
Sub-total:	202,315,413	36.50	309,383,119	37.22
Public Shareholders	351,832,372	63.50	521,838,558	62.78
Total:	554,147,785	100.00	831,221,677	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 Mr Kwan Pak Hoo Bankee and associates is 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 his entitlement under his 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 101,157,706 Rights Shares.*

Upon completion of the Rights Issue, the Undertaking Shareholders and their respective associates will be ultimately interested in an aggregate of 309,383,119 Shares, representing approximately 37.22% 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

Upon completion of the Rights Issue, the exercise price and number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Options will be adjusted in accordance with the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules as follows:

Date of grant	Option period	Before completion of the Rights Issue		After completion of the Rights Issue	
		Exercise price per Share (HK\$)	Number of outstanding Options	Adjusted exercise price per Share (HK\$)	Adjusted number of outstanding Options
2/9/2014	2/9/2014 – 31/8/2018	0.620	31,400,000	0.478	40,692,000

The Company's independent financial adviser, Grand Vinco Capital Limited, has confirmed to the Directors in writing that the calculations with respect to the above adjustments are in compliance with (i) the terms and conditions of the Share Options Scheme, (ii) the requirements set out in Rule 17.03(13) of the Listing Rules and (iii) the supplementary guidance regarding the adjustments to share options issued by the Stock Exchange on 5 September 2005. Save for the above adjustments, all other terms and conditions of the outstanding Options remain unchanged. Separate notification regarding the adjustments will be sent to the holders of the Options.

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, 17 September 2015 and dealings in the Rights Shares on the Stock Exchange will commence at 9:00 am on Friday, 18 September 2015.

On behalf of the Board
Bankee P. Kwan
Chairman

Hong Kong, 16 September 2015

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

Executive Directors:

Mr Kwan Pak Hoo Bankee, JP
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

* For identification purpose only