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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular 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.

**If you have sold or transferred** all your shares in China Strategic Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHINA STRATEGIC HOLDINGS LIMITED**

**(中策集團有限公司)**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

**GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China Strategic Holdings Limited (the “Company”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 20 June 2013 at 10:00 a.m. or any adjournment thereof is set out on pages 12 to 15 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

20 May 2013

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                           |   |
|---------------------------|---|
| “AGM”                     | the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 20 June 2013 at 10:00 a.m.;  |
| “AGM Notice”              | the notice convening the AGM set out on pages 12 to 15 of this circular;  |
| “Articles”                | the articles of association of the Company (as amended from time to time);  |
| “Board”                   | the board of Directors;   |
| “Company”                 | China Strategic Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the main board of the Stock Exchange;  |
| “Companies Ordinance”     | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);  |
| “Director(s)”             | the director(s) of the Company;   |
| “Group”                   | the Company and its subsidiaries;   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong;  |
| “Hong Kong”               | Hong Kong Special Administrative Region of the People’s Republic of China;  |
| “Issue Mandate”           | a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company, being the mandate referred to in resolution no. 4 in the AGM Notice; |
| “Latest Practicable Date” | 13 May 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Repurchase Resolution”   | the proposed ordinary resolution as referred to in resolution no. 5 of the AGM Notice;  |

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## DEFINITIONS

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|                   |  |
|-------------------|--|
| “SFO”             | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s) ”       | ordinary share(s) of HK\$0.10 each in the share capital of the Company;      |
| “Shareholder(s) ” | holder(s) of the Share(s);   |
| “Stock Exchange”  | The Stock Exchange of Hong Kong Limited;                                     |
| “Takeovers Code”  | The Codes on Takeovers and Mergers and Share Repurchases; and                |
| “%”               | per cent.  |

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LETTER FROM THE BOARD

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**CHINA STRATEGIC HOLDINGS LIMITED**  
**(中策集團有限公司)**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

*Executive Directors:*

Mr. Or Ching Fai

*(Chairman and Chief Executive Officer)*

Ms. Chiu Ching Ching

Mr. Hui Richard Rui

Ms. Chan Ling, Eva

Mr. Chow Kam Wah

*Registered Office:*

Rooms 3206-3210, 32nd Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

*Independent Non-Executive Directors:*

Ms. Ma Yin Fan

Mr. Chow Yu Chun, Alexander

Mr. Leung Hoi Ying

20 May 2013

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to allot, issue and deal with Shares by adding to it the amount of Shares repurchased; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the ordinary resolutions nos. 2 and 4 to 6 to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 4 and 6 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares representing up to (i) 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total of 3,699,183,927 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal with up to a maximum of 739,836,785 new Shares, being 20% of the total issued capital of the Company as at the Latest Practicable Date.

### GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 5 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “Repurchase Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with the Article 116 of the Articles, Ms. Chan Ling, Eva, Mr. Chow Yu Chun, Alexander (“Mr. Chow”) and Mr. Leung Hoi Ying (“Mr. Leung”) will retire as the Directors by rotation and being eligible, will offer themselves for re-election at the AGM.

The Board has assessed the independence of both Mr. Chow and Mr. Leung including reviewing their annual written confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board has also considered each of Mr. Chow and Mr. Leung’s extensive experience in corporate governance and management, working profile and other experience and factors as set out in Appendix II to this circular respectively. The Board is satisfied that each of Mr. Chow and Mr. Leung has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that the re-election of both Mr. Chow and Mr. Leung as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

Biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### AGM

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors is set out on pages 12 to 15 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

A proxy form is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return it to the Company's share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the proxy form will not prevent Shareholders from attending and voting at the AGM if they so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll save for purely procedural or administrative matters. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 80 of the Articles.

### RESPONSIBILITY OF THE DIRECTORS

This circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board believes that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of retiring Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,  
By order of the Board  
**China Strategic Holdings Limited**  
**Or Ching Fai**  
*Chairman*

This appendix serves as an explanatory statement, as required by Rule 10.06 and other relevant rules of the Listing Rules, to provide requisite information for Shareholders to consider the Repurchase Mandate.

### **1. Share Capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,699,183,927 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 369,918,392 Shares (representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution).

### **2. Reasons for Repurchases**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **3. Funding of Repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

In the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period, the working capital or gearing position of the Company might be materially different as compared with the position disclosed in the audited consolidated accounts for the year ended 31 December 2012. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



#### 4. Share Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date were as follows:

|  | Share Price     |                |
|--|-----------------|----------------|
|  | Highest<br>HK\$ | Lowest<br>HK\$ |
| May 2012                                     | 0.1490          | 0.1200         |
| June 2012                                    | 0.1550          | 0.1160         |
| July 2012                                    | 0.1450          | 0.1210         |
| August 2012                                  | 0.1630          | 0.1210         |
| September 2012                               | 0.1530          | 0.1360         |
| October 2012                                 | 0.1890          | 0.1450         |
| November 2012                                | 0.1740          | 0.1510         |
| December 2012                                | 0.1780          | 0.1550         |
| January 2013                                 | 0.1910          | 0.1610         |
| February 2013                                | 0.1770          | 0.1570         |
| March 2013                                   | 0.1660          | 0.1350         |
| April 2013                                   | 0.1450          | 0.1150         |
| May 2013 (up to the Latest Practicable Date) | 0.1390          | 0.1270         |

#### 5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the Companies Ordinance.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. Takeovers Code**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, there is no Shareholder who has an interest of 5% or more of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

**7. Share Repurchase Made By The Company**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

**Ms. Chan Ling, Eva** (“Ms. Chan”), aged 47, was appointed as an executive director of the Company in July 2002. She is a director of various subsidiaries of the Company. Ms. Chan has over 24 years of experience in auditing, accounting and finance in both international accounting firms and listed companies. She is a member of the Institute of Chartered Accountants in Australia, a fellow member of the Association of Chartered Certified Accountants and also a practicing member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan is the managing director of Rosedale Hotel Holdings Limited and an independent non-executive director of Trasy Gold Ex Limited, both companies’ shares are listed on the Stock Exchange. She is also the deputy chairman of China Enterprises Limited (which shares are trading on the over-the-counter (OTC) securities markets in the United States) and a director of MRI Holdings Limited which shares were previously listed on the Australian Securities Exchange. The recommendation by the directors of MRI Holdings Limited to return the assets to its shareholders by way of members’ voluntary liquidation was approved by its shareholders on 29 April 2010.

Save as disclosed herein, Ms. Chan did not hold any other directorships in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Ms. Chan has entered into a service contract with the Company. Ms. Chan’s directorship in the Company shall be for a term of two years commencing from 1 April 2012 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Ms. Chan prior thereto and in compliance with the Listing Rules. Ms. Chan’s directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Chan is entitled to receive a monthly salary of HK\$150,000, which is determined by reference to her duties and responsibilities and the prevailing market conditions. Ms. Chan may also be entitled a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to Ms. Chan’s performance and the Group’s performance for the financial year concerned.

Save as disclosed herein, Ms. Chan does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Ms. Chan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2) of the Listing Rules.

**Mr. Chow Yu Chun Alexander** (“Mr. Chow”), aged 66, was appointed as an independent non-executive director of the Company in March 2011. Mr. Chow is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He is a member of Audit Committee and Chairman of Remuneration Committee of the Company. Mr. Chow has over 35 years of experience

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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in commercial, financial and investment management in Hong Kong and Mainland China. Mr. Chow was a non-executive director of New World China Land Limited and is currently an independent non-executive director of Playmates Toys Limited and Top Form International Limited, all the shares of which are listed on the Stock Exchange.

Save as disclosed herein, Mr. Chow did not hold any other directorships in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Chow has entered into a service contract with the Company. Mr. Chow's directorship in the Company shall be for a term of two years commencing from 1 April 2012 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Chow prior thereto and in compliance with the Listing Rules. Mr. Chow's directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chow is entitled to receive an annual remuneration of HK\$150,000, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, Mr. Chow does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Chow is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2) of the Listing Rules.

**Mr. Leung Hoi Ying** ("Mr. Leung"), aged 62, was appointed as independent non-executive director of the Company in September 2007. He graduated from Guangdong Foreign Trade School in the People's Republic of China. He has over 15 years of experience in the trading business and business development. Mr. Leung is the member of Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Leung is currently an independent non-executive director of G-Resources Group Limited (formerly known as Smart Rich Energy Finance (Holdings) Limited) and China New Energy Power Group Limited (formerly known as Fulbond Holdings Limited), all the shares of which are listed on the Stock Exchange.

Save as disclosed herein, Mr. Leung did not hold any other directorships in any Hong Kong or overseas listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Leung has entered into a service contract with the Company. Mr. Leung's directorship in the Company shall be for a term of two years commencing from 1 April 2012 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Leung prior thereto and in compliance with the Listing Rules. Mr. Leung's directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Leung is entitled to receive an annual remuneration of HK\$100,000, which is determined by reference to his duties and responsibilities and the prevailing market conditions..

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## **APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Save as disclosed herein, Mr. Leung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Leung is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA STRATEGIC HOLDINGS LIMITED (中策集團有限公司)

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 235)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Strategic Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 20 June 2013 at 10:00 a.m. for the following purposes:

- 1 To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2012;
- 2 To re-elect the retiring directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
- 3 To re-appoint auditors and to authorise the board of directors of the Company to fix auditors’ remuneration;
- 4 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- 4.1 subject to paragraph 4.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power during or after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 4.3 the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph 4.1 above, otherwise than (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company (the “Articles”), from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- 4.4 for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- 4.4.1 the conclusion of the next annual general meeting of the Company;
  - 4.4.2 the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or
  - 4.4.3 the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- 5 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- 5.1 subject to paragraph 5.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the aggregate nominal amount of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly;
- 5.3 for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- 5.3.1 the conclusion of the next annual general meeting of the Company;
- 5.3.2 the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or
- 5.3.3 the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- 6 To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT** subject to the passing of Resolutions No. 4 and No. 5 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company



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## NOTICE OF ANNUAL GENERAL MEETING

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repurchased by the Company under the authority granted pursuant to the Resolution No. 5 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By order of the Board  
**China Strategic Holdings Limited**  
**Or Ching Fai**  
*Chairman*

Hong Kong, 20 May 2013

*Notes:*

- 1 Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
- 2 To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 3 As at the date hereof, the board of directors of the Company comprises Mr. Or Ching Fai, Ms. Chiu Ching Ching, Mr. Hui Richard Rui, Ms. Chan Ling, Eva and Mr. Chow Kam Wah as executive directors of the Company; and Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander and Mr. Leung Hoi Ying as independent non-executive directors of the Company.