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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 stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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 BUY BACK SHARES,  
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 Monday, 26 June 2017 at 10:00 a.m. or any adjournment thereof is set out on pages 14 to 17 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, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, 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 and in such event, the instrument appointing the proxy shall be deemed to be revoked.

24 May 2017

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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”	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 Monday, 26 June 2017 at 10:00 a.m.;
“AGM Notice”	notice convening the AGM as set out on pages 14 to 17 of this circular;
“Articles”	Articles of Association of the Company (as amended from time to time);
“Board”	Board of Directors of the Company;
“Buy-back Mandate”	a general mandate to be granted to the Board at the AGM to exercise the power of the Company to buy back Shares of not exceeding 10% of the total number of Shares at the date of passing of the resolution for approving such mandate;
“Buy-back Resolution”	proposed ordinary resolution as referred to in resolution no. 5 of the AGM Notice;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“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;
“Directors”	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 new Shares not exceeding 20% of the total number of Shares at the date of passing of the resolution for approving such mandate;

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## DEFINITIONS

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“Latest Practicable Date”	19 May 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) 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”	Codes on Takeovers and Mergers; and
“%”	per cent.

*In the event of inconsistency, the English text of the circular, the AGM Notice and the accompanying proxy form shall prevail over the Chinese text.*

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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:*

Dr. Or Ching Fai

*(Chairman and Chief Executive Officer)*

Mr. Sue Ka Lok

Ms. Lee Chun Yeung, Catherine

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

24 May 2017

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES,  
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 to buy back Shares and to extend the general mandate to allot, issue and deal with Shares by adding to it the number of Shares bought back; and (ii) the proposed re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions 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 total number of Shares in issue at the date of passing of the resolution plus (ii) the number of the Shares that can be bought back by the Company (under the authority granted pursuant to the Buy-back Resolution) subsequent to the passing of such resolution.

On the basis of a total of 16,987,713,835 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or bought back 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 and deal with up to a maximum of 3,397,542,767 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

### GENERAL MANDATE TO BUY BACK SHARES

The ordinary resolution in relation to the Buy-back Mandate, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares of not exceeding 10% of the total number of Shares in issue at the date of the passing of the resolution.

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

### RE-ELECTION OF DIRECTORS

In accordance with the Article 116 of the Articles, Dr. Or Ching Fai, Mr. Sue Ka Lok and Ms. Ma Yin Fan will retire by rotation at the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

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.

Ms. Ma Yin Fan (“Ms. Ma”) has been appointed as Independent Non-executive Director of the Company since September 2007. As of the date of this circular, Ms. Ma has served the Board for more than nine (9) years. The Nomination Committee, after assessing the independence of Ms. Ma including (i) Ms. Ma’s annual confirmation of independence provided in accordance with Rule 3.13 of the Listing Rules; (ii) the absence of her involvement in the daily management of the Company; and (iii) the absence of any relationships or circumstances which would interfere with the exercise of her independent judgement and her professional background, is of the view that Ms. Ma has satisfied the criteria of independence as set out in Rule 3.13 of the Listing Rules. Ms. Ma possesses the required character, integrity and experience to continuously fulfil her role as an Independent Non-executive Director effectively. The Nomination Committee has therefore recommended to the Board that Ms. Ma be re-elected as Independent Non-executive Director. With her valuable guidance and contribution made to the Company over the years, and her extensive experience and understanding of the operation and business of the Company, the Board believes that her re-election as Independent Non-executive Director will be in the interests of the Company and Shareholders as a whole and Ms. Ma should be re-elected as Independent Non-executive Director of the Company at the AGM.

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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 Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors is set out on pages 14 to 17 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.

In order to be eligible to attend and vote at the AGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2017.

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, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 preclude Shareholders from attending and voting at the AGM if they so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting 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 Buy-back 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 its Shareholders as a whole. The Board recommends that 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**  
**Dr. Or Ching Fai**  
*Chairman*

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information for Shareholders to consider the Buy-back Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 16,987,713,835 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 1,698,771,383 Shares (representing not exceeding 10% of the total number of Shares in issue as at the date of passing of the Buy-back Resolution).

## **2. REASONS FOR BUY-BACKS**

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

## **3. FUNDING OF BUY-BACKS**

In buying back 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 buy-back 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 buy-back to such extent allowable under the Companies Ordinance.

## **4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE**

In the event that the proposed share buy-backs were to be carried out in full, it may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 December 2016 (being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Buy-back 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.



## 5. SHARE PRICES

The highest and lowest prices at which the Shares have been 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:

Month	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2016	0.236	0.193
June 2016	0.242	0.198
July 2016	0.219	0.197
August 2016	0.206	0.182
September 2016	0.208	0.180
October 2016	0.197	0.174
November 2016	0.194	0.178
December 2016	0.188	0.175
January 2017	0.178	0.155
February 2017	0.177	0.150
March 2017	0.161	0.139
April 2017	0.154	0.140
May 2017 (up to the Latest Practicable Date)	0.152	0.138

## 6. 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 buy-backs pursuant to the Buy-back 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 respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

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

**7. TAKEOVERS CODE**

If on the exercise of the power to buy back Shares pursuant to the Buy-back 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 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Pioneer Success Development Limited ("Pioneer Success") beneficially owned 1,680,000,000 Shares, representing approximately 9.89% of the total number of issued Shares.

On the basis that the total number of issued Shares and the shareholdings of Pioneer Success in the Company remain unchanged immediately before the full exercise of the Buy-back Mandate, in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the interests of Pioneer Success in the Company would be increased from approximately 9.89% to approximately 10.99%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

**8. SHARE BUY-BACKS MADE BY THE COMPANY**

The Company had not bought back 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 following are the particulars of the retiring Directors who are proposed to be re-elected at the AGM.

**Dr. Or Ching Fai** (“Dr. Or”), *Executive Director, Chairman, Chief Executive Officer and chairman of the Nomination Committee, the Executive Committee and the Investment & Credit Committee*

Dr. Or, aged 67, joined the Company as an Executive Director and the Chief Executive Officer in November 2009, and was appointed the Chairman on 2 March 2012. Dr. Or is also a director of certain subsidiaries of the Company. Dr. Or graduated from The University of Hong Kong in 1972 and was awarded an Honorary Doctor of Social Science from the City University of Hong Kong in 2014. Dr. Or is a Justice of the Peace and has rich experiences in the insurance, banking and financial services industries. He was the general manager and a director of The Hongkong and Shanghai Banking Corporation Limited. He was also the chairman of HSBC Insurance Limited. Dr. Or was the chief executive and vice-chairman of Hang Seng Bank Limited (stock code: 11), a company listed in Hong Kong. He was also the chairman of Hang Seng Insurance Company Limited and Hang Seng Bank (China) Limited. Dr. Or was the chairman of the Hong Kong Association of Banks; the vice president and a council member of the Hong Kong Institute of Bankers; the chairman of Executive and Campaign Committee of the Community Chest of Hong Kong. Dr. Or is a vice patron of the board of the Community Chest of Hong Kong. Dr. Or was awarded a Silver Bauhinia Star from the Hong Kong Special Administrative Region and Honorary University Fellowships from The University of Hong Kong in 2009. Dr. Or was the chairman of the Financial Services Advisory Committee and a member of the Services Promotion Programme Committee of the Hong Kong Trade Development Council. He was a member of the Risk Management Committee of Hong Kong Exchanges and Clearing Limited and a member of the Aviation Development Advisory Committee. He was the deputy chairman of the Council of City University of Hong Kong and was a council member of The University of Hong Kong; an adviser of the Employers’ Federation of Hong Kong, a member of the 5th East Asian Games Planning Committee and a director of 2009 East Asian Games (Hong Kong) Limited. Dr. Or was a director of Cathay Pacific Airways Limited (stock code: 293) and Hutchison Whampoa Limited (stock code: 13 (delisted)). Dr. Or is the chairman and an independent non-executive director of Esprit Holdings Limited (stock code: 330), the vice-chairman and an independent non-executive director of G-Resources Group Limited (stock code: 1051) and an independent non-executive director of Chow Tai Fook Jewellery Group Limited (stock code: 1929), Industrial and Commercial Bank of China Limited (stock code: 1398), Regina Miracle International (Holdings) Limited (stock code: 2199) and Television Broadcasts Limited (stock code: 511). All of the above companies are/ was listed on the Stock Exchange. Dr. Or is the deputy chairman and a non-executive director of Aquis Entertainment Limited (stock code: ASX: AQS) (“Aquis Entertainment”), a company listed on the Australian Securities Exchange.

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

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Save as disclosed above, Dr. Or has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Dr. Or does not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Or is the deputy chairman and a non-executive director of Aquis Entertainment of which Mr. Chow Yu Chun, Alexander, the Independent Non-executive Director of the Company, is an independent non-executive director.

Save as disclosed above, Dr. Or does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment letter entered into between the Company and Dr. Or. According to the employment letter, Dr. Or's is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other three months' prior notice in writing. The directorship of Dr. Or is also subject to retirement by rotation and re-election pursuant to the Articles. Dr. Or is entitled to receive a remuneration of HK\$11,700,000 per annum which has been approved by the Remuneration Committee and the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Dr. Or may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Dr. Or's and the Company's performance. The remuneration of Dr. Or is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Dr. Or for the year ended 31 December 2016 amounted to approximately HK\$15,500,000.

Save as disclosed above, Dr. Or has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

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

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**Mr. Sue Ka Lok** (“Mr. Sue”), *Executive Director, and member of the Executive Committee and the Investment & Credit Committee*

Mr. Sue, aged 51, joined the Group in November 2014 and was appointed as an Executive Director in December 2014. He was the Company Secretary of the Company until 2 May 2017. Mr. Sue is also a director of various subsidiaries of the Company. Mr. Sue holds a Bachelor of Economics degree from The University of Sydney in Australia and a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is a fellow of the Hong Kong Institute of Certified Public Accountants, a certified practising accountant of the CPA Australia, and a fellow of The Hong Kong Institute of Chartered Secretaries, the Institute of Chartered Secretaries and Administrators and the Hong Kong Securities and Investment Institute. He has extensive experience in corporate management, finance, accounting and company secretarial practice. Mr. Sue is an executive director and the chairman of Courage Marine Group Limited (stock code: 1145) (“Courage Marine”); an executive director and the chief executive officer of EPI (Holdings) Limited (stock code: 689); an executive director of ITC Corporation Limited (stock code: 372) and PYI Corporation Limited (stock code: 498); and a non-executive director of Birmingham Sports Holdings Limited (formerly known as Birmingham International Holdings Limited) (stock code: 2309) (“Birmingham Sports”) and Tianli Holdings Group Limited (stock code: 117) (“Tianli Holdings”). All of the above companies are listed on the Stock Exchange and with Courage Marine is also listed on the Singapore Exchange Securities Trading Limited.

Mr. Sue was an executive director of Birmingham Sports and Tianli Holdings until 1 May 2017 and 8 November 2016 respectively when he was redesignated as a non-executive director. He was an executive director and the chief executive officer of Enviro Energy International Holdings Limited (stock code: 1102) until 7 October 2015; and an executive director of BEP International Holdings Limited (stock code: 2326) until 13 July 2015. Mr. Sue was also the chairman and a non-executive director of Winshine Science Company Limited (formerly known as China Tycoon Beverage Holdings Limited) (stock code: 209), until 4 November 2014 and 27 November 2014 respectively; an executive director and the chairman of Hailiang International Holdings Limited (formerly known as Sunlink International Holdings Limited) (stock code: 2336) until 3 June 2014 and an executive director and the chief executive officer of Skyway Securities Group Limited (formerly known as Poly Capital Holdings Limited) (stock code: 1141) until 31 October 2014. All of the above companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Sue has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Sue does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sue does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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

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There is an employment letter entered into between a subsidiary of the Company and Mr. Sue. According to the employment letter, Mr. Sue is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other two months' prior notice in writing. The directorship of Mr. Sue is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Sue is entitled to receive a remuneration of HK\$1,592,500 per annum which has been approved by the Remuneration Committee and the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Sue may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. Sue's and the Company's performance. The remuneration of Mr. Sue is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Sue for the year ended 31 December 2016 amounted to approximately HK\$2,377,000.

Save as disclosed above, Mr. Sue has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Ms. Ma Yin Fan** ("Ms. Ma"), *Independent Non-executive Director, the chairman of the Audit Committee, and member of the Remuneration Committee and the Nomination Committee*

Ms. Ma, aged 53, joined the Company as an Independent Non-executive Director in September 2007. Ms. Ma obtained a bachelor's degree with honours in accounting from Middlesex University in the United Kingdom. She is also awarded the Master of Business Administration and Master in Professional Accounting degree from Heriot-Watt University in the United Kingdom and The Hong Kong Polytechnic University respectively. Ms. Ma is a CPA (Practising) in Hong Kong and has been working in the auditing, accounting and taxation areas with more than 20 years of professional experience. She is the principal of Messrs. Ma Yin Fan & Company CPAs. Ms. Ma is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in the England and Wales, The Taxation Institute of Hong Kong, the Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. She is also a Certified Tax Adviser in Hong Kong. Ms. Ma is an independent non-executive director of NetMind Financial Holdings Limited (stock code: 985) ("NetMind Financial"), a company listed on the Stock Exchange.

Ms. Ma was an independent non-executive director of Lamtex Holdings Limited (formerly known as China New Energy Power Group Limited) (stock code: 1041) and G-Resources Group Limited (stock code: 1051) until 14 November 2014 and 3 February 2017 respectively. All of the above companies are listed on the Stock Exchange.

Save as disclosed above, Ms. Ma has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

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

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As at the Latest Practicable Date, Ms. Ma does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Ma is an independent non-executive director of NetMind Financial of which Mr. Leung Hoi Ying, the Independent Non-executive Director of the Company, is an independent non-executive director.

Save as disclosed above, Ms. Ma does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Ms. Ma. According to the letter of appointment, Ms. Ma's directorship in the Company shall be for a term of two years commencing from 1 April 2016 unless and until terminated by either party by giving to the other three months' notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Ms. Ma prior thereto and in compliance with the Listing Rules. The directorship of Ms. Ma is also subject to the retirement by rotation and re-election pursuant to the Articles. Ms. Ma is entitled to receive a director's fee of HK\$200,000 per annum which has been approved by the Remuneration Committee and the Board based on her qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Ms. Ma is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Ms. Ma for the year ended 31 December 2016 amounted to HK\$150,000.

Save as disclosed above, Ms. Ma has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

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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 Monday, 26 June 2017 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 31 December 2016.
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix its 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, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes 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 during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes 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 total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors 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 total number of shares of the Company in issue 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 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 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 (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares 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 Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the total number of shares of the Company which the Directors is authorised to buy back pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 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 of Association of the Company 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 such number of shares of the Company bought back 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 number of shares so bought back shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing the said resolution.”

By Order of the Board  
**China Strategic Holdings Limited**  
**Dr. Or Ching Fai**  
*Chairman*

Hong Kong, 24 May 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf.
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, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
4. In order to be eligible to attend and vote at the meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2017.
5. The Chinese version of this notice is for reference only. If there is any conflict between the English and the Chinese versions, the English version shall prevail.
6. As at the date of this notice, the Board of Directors of the Company comprises four Executive Directors, namely Dr. Or Ching Fai (Chairman and Chief Executive Officer), Mr. Sue Ka Lok, Ms. Lee Chun Yeung, Catherine and Mr. Chow Kam Wah; and three Independent Non-executive Directors, namely Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander and Mr. Leung Hoi Ying.