



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We⁽¹⁾ _____
of _____

being the registered holder(s) of⁽²⁾ _____ share(s) of HK\$0.10 each in the capital of China Strategic Holdings Limited (the *Company*) have read in its entirety the circular dated 23 June 2010 in connection with, among other things, the below ordinary resolutions.

I/We **HEREBY APPOINT** the chairman of the meeting, or ⁽³⁾ _____ of _____ as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the meeting of the Company to be held at Forum Room 1, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 9 July 2010 at 10:00 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the extraordinary general meeting, and, if no such indication is given, as my/our proxy thinks fit:-

| ORDINARY RESOLUTIONS | | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|----------------------|---|--------------------|------------------------|
| 1. | (a) To approve the extension of the period of validity during which the directors are generally and specifically authorised to allot and issue such number of new ordinary shares of HK\$0.10 in the capital of the Company as may be required to be allotted and issued on and subject to the terms and conditions of the conditional placing agreement dated 20 August 2009 in relation to the placing by the Company through Kingston Securities Limited, as agent of the Company, on a fully underwritten basis, non-interest bearing convertible redeemable notes, in a maximum aggregate principal amount up to HK\$7,800 million due on its maturity date which are convertible into an aggregate of a maximum of 78,000 million Shares (subject to adjustment) with a conversion price, subject to adjustment, of HK\$0.10 per share in the share capital of the Company to lapse on 31 October 2010. | | |
| | (b) To approve the extension of the period of validity during which the directors are generally and specifically authorised to allot and issue such number of new ordinary shares of HK\$0.10 in the capital of the Company as may be required to be allotted and issued on and subject to the terms and conditions of the conditional share placing agreement dated 9 November 2009 in relation to the placing by the Company through Kingston Securities Limited, as agent of the Company, on a best efforts basis, of up to a maximum of 40,000 million new shares at a price of HK\$0.10 per share to lapse on 31 October 2010. | | |

Dated _____

Signature(s) ⁽⁵⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the chairman of the meeting, please strike out "the chairman of the meeting, or" and insert the name and address of the person you wish to appoint in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A proxy need not be a member of the Company. Please note that according to the articles of association of the Company, a member of the Company who is the holder of two or more shares may appoint more than one proxies to attend and vote at a general meeting of the Company.
4. IMPORTANT: If you wish to vote for any resolution, please tick the appropriate box(es) marked "For". If you wish to vote against any resolution, please tick the appropriate box(es) marked "Against". Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at 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 no later than 48 hours before the time appointed for the extraordinary general meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.