

---

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

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

**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 transferee.

---



**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**  
**AND**  
**PROPOSED RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

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 Wednesday, 17 June 2015 at 3:00 p.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 in Hong Kong, 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.

6 May 2015

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
INTRODUCTION .....	3
GENERAL MANDATE TO ISSUE SHARES .....	3
GENERAL MANDATE TO BUY BACK SHARES .....	4
RE-ELECTION OF DIRECTORS .....	4
AGM .....	4
VOTING BY WAY OF POLL .....	5
RESPONSIBILITY OF THE DIRECTORS .....	5
RECOMMENDATION .....	5
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	6
<b>APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b> ....	9
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

---

## DEFINITIONS

---

*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 Wednesday, 17 June 2015 at 3:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular;
“Articles”	the Articles of Association of the Company (as amended from time to time);
“Board”	the board of Directors;
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 of the AGM Notice;
“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 622 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 total number of Shares in issue of the Company, being the mandate referred to in resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	30 April 2015, 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;

---

## DEFINITIONS

---

“SFO”	the 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”	The Code on Takeovers and Mergers; and
“%”	per cent.

---

## LETTER FROM THE BOARD

---



# 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. Hui Richard Rui

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

6 May 2015

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK 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 buy back Shares and 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 in order to enable you to make an informed decision on whether to vote for or against the ordinary resolutions nos. 2, 4 to 6 to be proposed at the AGM.

**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

---

## LETTER FROM THE BOARD

---

up to (i) 20% of the total number of Shares in issue of the Company at the date of passing the resolution plus (ii) the number of the Shares 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 6,658,475,890 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 or otherwise deal with up to a maximum of 1,331,695,178 new Shares, being 20% of the total number of Shares in issue of the Company as at the Latest Practicable Date.

### GENERAL MANDATE TO BUY BACK 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 buy back Shares up to a maximum of 10% of the total number of Shares in issue 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 “Buy-back Mandate”).

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 Article 99 of the Articles, Mr. Sue Ka Lok and Ms. Lee Chun Yeung, Catherine will hold office until the AGM and being eligible, will offer themselves for re-election as Directors at the AGM.

In accordance with the Article 116 of the Articles, Dr. Or Ching Fai and Mr. Chow Kam Wah will retire from office of directors by rotation at the AGM, 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.

### 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.

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

---

## LETTER FROM THE BOARD

---

Hong Kong, 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 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 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**  
**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 Buy-back Mandate.

### **1. Share Capital**

As at the Latest Practicable Date, the total number of Shares in issue of the Company was 6,658,475,890 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 665,847,589 Shares (representing not more than 10% of the total number of Shares in issue of the Company as at the date of passing 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 of the Company 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.

In the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back 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 2014. 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.



#### 4. 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:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2014	0.1590*	0.1330*
May 2014	0.1390*	0.1250*
June 2014	0.1760*	0.1290*
July 2014	0.1690*	0.1440*
August 2014	0.1690*	0.1500*
September 2014	0.1850*	0.1500*
October 2014	0.1750*	0.1300*
November 2014	0.1660	0.1330
December 2014	0.1540	0.1040
January 2015	0.1300	0.1070
February 2015	0.1170	0.1070
March 2015	0.1300	0.1090
April 2015 (up to the Latest Practicable Date)	0.2550	0.1200

\* The price disclosed above were adjusted to take into account the effect of the rights issue exercise of the Company (the "Rights Issue") which became unconditional on 8 December 2014. Details of the Rights Issue were contained in the prospectus of the Company dated 20 November 2014.

#### 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 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 or she 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.

**6. 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 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 in 5% or more of the total number of Shares in issue of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

**7. 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.

---

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

---

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

**Mr. Sue Ka Lok** (“Mr. Sue”), *Executive Director and Company Secretary*

Mr. Sue, aged 49, joined the Group in November 2014 and was appointed as an Executive Director and the Company Secretary of the Company in December 2014 and April 2015 respectively. Mr. Sue is also a director of various subsidiaries of the Company. He 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 practicing accountant of the CPA Australia, a fellow of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators and an ordinary member of 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 of BEP International Holdings Limited (stock code: 2326) (“BEP International”) and was the chief executive officer of BEP International until 10 January 2014. Mr. Sue was the chairman and a non-executive director of China Tycoon Beverage Holdings Limited (stock code: 209) until 4 November 2014 and 27 November 2014 respectively. Mr. Sue was an executive director and the chief executive officer of Mission Capital Holdings Limited (formerly known as Poly Capital Holdings Limited) (stock code: 1141) (“Mission Capital”) until 31 October 2014 and was also 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. All of the above companies are listed in Hong Kong.

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.

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\$1,430,000 per annum which has been recommended by the Remuneration Committee of the Company (the “Remuneration Committee”) and approved by 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 received discretionary bonuses or other

---

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

---

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 director's 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 2014 amounted to approximately HK\$124,000.

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. Lee Chun Yeung, Catherine** ("Ms. Lee"), *Executive Director*

Ms. Lee, aged 47, joined the Group in September 2014 and was appointed as an Executive Director of the Company in February 2015. Ms. Lee is also a director of various subsidiaries of the Company. She holds a Bachelor of Arts degree from Guangdong University of Foreign Studies (formerly known as Guangzhou Institute of Foreign Languages) and a Master of Business Administration degree from the University of South Australia. Ms. Lee has extensive experience in international trading of metal minerals and commodities. Ms. Lee had worked as an economist in a major commercial bank and a senior executive in a state-owned trading group in the People's Republic of China. Ms. Lee was an executive director of Mission Capital until 20 August 2014.

Save as disclosed above, Ms. Lee 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, Ms. Lee does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Lee does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment letter entered into between a subsidiary of the Company and Ms. Lee. According to the employment letter, Ms. Lee is not appointed for any specific length or proposed length of service and her 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 Ms. Lee is subject to retirement by rotation and re-election pursuant to the Articles. Ms. Lee is entitled to receive a remuneration of HK\$1,014,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Ms. Lee may also be entitled to received discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Ms. Lee's and the Company's performance. The director's remuneration of Ms. Lee is subject to annual review by the Remuneration Committee and the Board.

---

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

---

Save as disclosed above, Ms. Lee 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.

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

Dr. Or, aged 65, joined the Company as an Executive Director and the Chief Executive Officer in November 2009. Dr. Or was appointed as the Chairman of the Company on 2 March 2012. He is also a director of various 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 has been 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 has been 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). Dr. Or is the chairman and an independent non-executive director of Esprit Holdings Limited (stock code: 330), a vice-chairman and an independent non-executive director of G-Resources Group Limited (stock code: 1051) (“G-Resources”) and an independent non-executive director of Chow Tai Fook Jewellery Group Limited (stock code: 1929), Television Broadcasts Limited (stock code: 511) and Industrial and Commercial Bank of China Limited (stock code: 1398). All of the above companies are listed in Hong Kong.

Save as disclosed above, Dr. Or 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, Dr. Or does not have any interest in the Shares within the meaning of Part XV of the SFO.

---

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

---

Dr. Or is a vice-chairman and an independent non-executive director of G-Resources of which Mr. Hui Richard Rui, an Executive Director of the Company, is an executive director, and both Ms. Ma Yin Fan and Mr. Leung Hoi Ying, the Independent Non-executive Directors of the Company, are independent non-executive directors.

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 a service contract entered into between the Company and Dr. Or. According to the service contract, Dr. Or's directorship in the Company shall be for a term of two years commencing from 1 April 2014 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 Dr. Or prior thereto and in compliance with the Listing Rules. 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\$10,400,000 per annum which has been recommended by the Remuneration Committee and approved by 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 received 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 director's 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 2014 amounted to approximately HK\$13,417,000.

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.

### **Mr. Chow Kam Wah** ("Mr. Chow"), *Executive Director*

Mr. Chow, aged 52, joined the Company as an Executive Director in July 2007. Mr. Chow is also a director of various subsidiaries of the Company. He holds a master's degree in accountancy from The Hong Kong Polytechnic University. Mr. Chow has over 15 years of managerial experience in finance and accounting. He is a certified practising accountant of the CPA Australia.

Mr. Chow 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, Mr. Chow does not have any interest in the Shares within the meaning of Part XV of the SFO.

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

---

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

---

There is a service contract entered into between the Company and Mr. Chow. According to the service contract, Mr. Chow's directorship in the Company shall be for a term of two years commencing from 1 April 2014 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 Mr. Chow prior thereto and in compliance with the Listing Rules. The directorship of Mr. Chow is also subject to retirement by rotation and re-election pursuant to the Articles. Mr. Chow is entitled to receive a remuneration of HK\$1,040,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Chow may also be entitled to received discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. Chow's and the Company's performance. The director's remuneration of Mr. Chow is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Chow for the year ended 31 December 2014 amounted to approximately HK\$1,357,000.

Save as disclosed above, Mr. Chow 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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### 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 Wednesday, 17 June 2015 at 3:00 p.m. for the following purposes:

- 1 To receive and consider the audited financial statements and the reports of the directors and of the auditor for the year ended 31 December 2014;
- 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 auditor and to authorise the Board of Directors of the Company 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 (“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 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 of the Company 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;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 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 total number of shares in issue 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).”

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 buy

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 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 total number of shares of the Company which the directors of the Company is authorised to buy back pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of shares in issue 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 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 in issue 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, 6 May 2015

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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/her/it. 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 five Executive Directors, namely Dr. Or Ching Fai (Chairman and Chief Executive Officer), Mr. Sue Ka Lok, Ms. Lee Chun Yeung, Catherine, Mr. Hui Richard Rui 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.