



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

Proxy form for use at the extraordinary general meeting to be held on 17 July 2015 (or any adjournment thereof)

I/We⁽¹⁾ _____

of _____

being the registered holder(s) of⁽²⁾ _____ ordinary share(s) of China Strategic Holdings Limited (the "Company") have read in its entirety the circular dated 29 June 2015 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 extraordinary general meeting of the Company (the "Meeting") (or any adjournment thereof) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 17 July 2015 at 10:30 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the Meeting (or any adjournment thereof), and, if no such indication is given, as my/our proxy thinks fit:-

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	Conditional upon resolution 2 below being passed, to approve the Rights Issue (as defined in the circular of the Company dated 29 June 2015 (the "Circular")) of 3,329,237,945 new shares (the "Rights Shares") at a subscription price of HK\$0.15 per Rights Share to Qualifying Shareholders (as defined in the Circular) on the basis of one (1) Rights Share for every two (2) existing shares held on the Record Date (as defined in the Circular) as contemplated under the Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares by the Underwriter (as defined in the Circular)).		
2.	Conditional upon resolution 1 above being passed, to approve the allotment and issue of a maximum of 7,000,000,000 Placing Shares (as defined in the Circular) at a placing price of HK\$0.15 per Placing Share on a best effort basis in respect of a maximum of 3,500,000,000 Placing Shares and on a fully underwritten basis in respect of 3,500,000,000 Placing Shares as contemplated under the Placing and Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder.		

Dated _____

Signature(s)⁽⁵⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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 INITIALED 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/her/its discretion. Your proxy will also be entitled to vote at his/her/its 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.