

Share registrar and transfer office:

Tricor Standard Limited

183 Queen's Road East

Level 22 Hopewell Centre

股份過戶登記處

卓佳標準有限公司

香港 皇后大道東183號

Hong Kong

合和中心

22樓

Provisional Allotment Letter No. 暫定配額通知書號碼

IMPORTANT 重要提示

IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS PAL. YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

閣下如對本暫定配額通知書之任何內容有任何疑問,應諮詢獨立專業意見

之任何損失承擔任何責任。

Capitalised terms used herein shall have the same meanings as those defined in the prospectus issued by China Strategic Holdings Limited dated 20 November 2014 (the "Prospectus") unless the context otherwise requires 除文義另有所指外,本暫定配額通知書所用詞彙與中策集團有限公司所刊發日期為二零一四年十一月二十日之供股章程〔供股章程〕所界定者具相同議義。

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASs and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professi adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. 股份、未缴股款及缴足股款之供股股份之買賣可透過中央結算系統進行交收,関下應諾詢 関下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情,以及有關安排對 関下之權利及權益可能構成之影響。

发助ject to the listing of, and permission to deal in, the lights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange on such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the Second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS on the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS on the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS on the Stock Exchange on any trading day is required to take place in CCASS on the Stock Exchange on the Stock Exchange on any trading day is required to take place in CCASS on the Stock Exchange on the Stock Exchange on any trading day is required to take place in CCASS on the Stock Exchange on the Stock Exchange on any trading day is required to take place in CCASS on the Stock Exchange on the Stock Exchange or such other dates as determined by HKSCC. Stock Exchange or such their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Stock Exchange or such other dates as determined by HKSCC. Stock Exchange or such other dates of dealings in the Rights Stock Exchange or such other dates of dealings in the Rights Stock Exchange or such other dates of dealings in the Rights Stock Exchange or such other dates of dealings in the Rights Stock Exchange or such other dates of dealings in the Rights Stock Exchange or such other dates of dealing

A copy of this PAL, together with a copy of the Prospectus, the EAF and the written consent of Deloitte Touche Tohmatsu, has been registered with the Registrar of Companies in Hong Kong as required by Section 38D of the Companies (Winding Up and

Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong takes no responsibility as to the contents of any of these documents. 本暫定配額通知書連同供股章程、額外申請表格以及德勤•關黃陳方會計師行之同意書之副本,已依據公司(清盤及維項條文)條例第38D條規定送星香港公司註冊處處長登記。香港公司註冊處處長對任何此等文件之內容概不負責



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability) (Stock code: 235) (於香港註冊成立之有限公司) (股份代號: 235)

RIGHTS ISSUE OF 2,219,491,963 RIGHTS SHARES AT HK\$0,08 PER RIGHTS SHARE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD BY THE QUALIFYING SHAREHOLDERS ON THE RECORD DATE

按於記錄日期合資格股東每持有兩股現有股份獲配一股供股股份之基準 以每股供股股份0.08港元之價格以供股方式發行2,219,491,963股供股股份

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 4 DECEMBER 2014 股款須於接納時(不遲於二零一四年十二月四日(星期四)下午四時正)繳足

Registered office and principal place of business 註冊辦事處及主要營業地點 Rooms 3206-3210, 32/F China Resources Building 26 Harbour Road Wanchai Hong Kong 香港 灣仔 港灣道26號 華潤大廈 32樓3206至3210室

Thursday, 20 November 2014 二零一四年十一月二十日 (星期四)

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Name(s) and address of Qualifying Snareholder(s) 台資格放果之姓名反地址	E		Number of Shares registered in your name(s) on Tuesday, 4 November 2014: 於二零一四年十一月四日(星期二) 發記於 関下名下之股份數目:
	E		Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 4 December 2014: 暫定配發子 関下之供股股份数目,股款須於接納時(不遲於二零一四年十二月四日(星期四)下午四時正) 繳足:
Contact telephone no. 聯絡電話號碼:		3OX C 丙欄	Total subscription money payable: 應繳認購股款總額 HK\$ 港元

- Dealings in the Rights Shares in the nil-paid form will take place from 9:00 a.m. on Monday, 24 November 2014 to 4:00 p.m. on Monday, 1 December 2014 (both dates inclusive).

 The Underwriter may terminate the arrangements set out in the Underwriting Agreement by notice in writing issued to the Company at any time prior to 4:00 p.m. on the Settlement Date if there occurs:

 (1) an introduction of any new law or regulation for or the judicial interpretation thereof); or

 (2) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or currency (including any disruption to trading generally or trading in any securities of the Company on any stock exchange, or a tange in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; or

 (3) any act of God, fire, flood, explosion, epidemic, earthquake, nuclear or natural disaster, war, act of terrovini, orl, public disorder, civil commontolino, strike or lock-out; or

 (4) any suspension or a material limitation in trading in securities generally on the Stock Exchange, or a general moratorium on commercial banking activities in Hong Kong, and in the absolute opinion of the Underwriter, such change could have a material and adverse effect on the business, financial or trading position or prospects of the Group as a whole or the success of the Rights Issue or make it inadvisable or inexpedient to proceed with the Rights Issue.

 If, at or prior to 4:00 p.m. on the Settlement Occarries and the success of the Rights Issue.

Any shareholders or other persons contemplating dealing in the Shares or the nil-paid Rights Shares are recommended to consult their own professional advisers. 建議任何有意買賣股份或未繳股款之供股股份之股東或其他人士諮詢彼等本身專業顧問之意見。

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份的認購權時,每項買賣均須繳納從價印花税。以出售以外方式餽贈或轉讓實益權益亦須繳納從價印花税。在辦理本文件所載供股股份權益登記之前,須出示已繳納從價印花税之證明。

FORM OF TRANSFER AND NOMINATION Form B 表格乙 轉讓及提名表格 (To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein) (僅供擬將其/彼等於本表格所列可認購供股股份之權利全數轉讓之合資格股東填寫及簽署) The Directors China Strategic Holdings Limited 中策集團有限公司 列位董事 台照 Dear Sire and Madams 1/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below 本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。 Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署) Date 日期: 2014 Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares. 附註: 轉讓 閣下認購供股股份之權利須繳付香港印花税。 REGISTRATION APPLICATION FORM Form C 登記申請表格 表格丙 (To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred) (僅供承讓認購供股股份權利之人士填寫及簽署) The Directors China Strategic Holdings Limited 中策集團有限公司 列位董事 台照 Dear Sirs and Madams I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. 本人/吾等謹請 閣下將表格甲內乙欄所列供股股份數目以本人/吾等名義登記。本人/吾等同意按照本暫定配額通知書及供股章程所載之條款,並在 貴公司之組織章程大綱及公司細則之規限下接執該等供股股 Existing Shareholder(s) Please mark "X" in this box 現有股東請於欄內填上「X」號 To be completed in block letters in ENGLISH. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址 For Chinese applicant(s), please provide your name(s) in both English and Chinese 華裔申請人請填寫中英文姓名。 Name in English Family name/Company name姓氏/公司名稱Other names其他名字 Name in Chinese 革文姓名 中文姓名 Name continuation and/or names of joint applicant(s) (if anv) 續姓名及/或 聯名申請人姓名 (加有) Address in English 英文地址 Occupation 職業 雷話號碼 Dividend instructions 派息指示 Bank account No. 銀行賬戶號碼 Name and address of bank 銀行名稱及地址 Account type For office use only公司專用 賬戶類別 Signature(s) of applicant(s) (all joi nt applicant(s) must sign)申請人簽署(所有聯名申請人均須簽署)

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.

时註: 接納認購供股股份之權利須繳付香港印花税。



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(於香港註冊成立之有限公司) (股份代號: 235)

敬啟者:

緒言

根據本暫定配額通知書隨附的供股章程所載條款,董事按二零一四年十一月四日(星期二)登記於 閣下名下之每持有兩股現有股份獲發一股供股股份之基準,已暫定向 閣下配發未繳股款供股股份。 閣下於二零一四年十一月四日所持股份數目載於甲欄,而暫定配發予 閣下之供股股份數目則載於乙欄。除文義另有指明者外,供股章程所界定之詞彙於本通知書內具有相同涵義。

供股股份經配發、發行及繳足股款後,將在所有方面與配發供股股份當日之已發行現有股份享有同等權利。該等供股股份之持有人將有權收取於配發及發行繳足股款供股 股份日期後所宣派、作出或派付之一切股息及分派。

供股文件並無及將不會根據香港以外任何司法權區之任何適用證券法例登記。

於香港以外任何司法權區接獲供股章程或暫定配額通知書或額外申請表格之任何人士不可將其視作申請認購供股股份之要約或邀請。

在香港以外地區之任何人士(包括但不限於代理人、託管人、代名人及受託人)如欲申請認購供股股份,須自行全面遵守有關地區或司法權區之法律及法規,包括取得任何 政府或其他同意,以及在該等地區或司法權區支付就此所需支付之任何稅項、關稅及其他款項。任何人士如接納任何供股股份之要約,將被視為構成該名人士就已全面遵守該等當地法律及規定向本公司作出之聲明及保證。如股東有任何疑問,應諮詢專業顧問之意見。 此外,每名供股股份之認購人將被視作已向本公司及代表彼等行事之任何人士作出下列聲明及保證:

彼於記錄日期為合資格股東,或彼已依法或可依法從有關人士直接或間接取得有關權利; 彼可合法在其居住或目前所處的司法權區獲提呈、接納、取得、認購及收取有關權利及/或供股股份;

申請及付款手續

隔下如欲承購全數暫定配額,則須不遲於二零一四年十二月四日(星期四)下午四時正(或在惡劣天氣情況下,下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期),將整份暫定配額通知書連同丙欄所載接納時應付之全數股款交回登記處,地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付,而支票及銀行本票均須由香港持牌銀行戶口開出及由香港持牌銀行發出,並註明抬頭人為「中策集團有限公司—暫定配額」及以「只准入抬頭人賬戶」方式劃線開出。有關付款將構成接納本暫定配額通知書及供股章程之條款,並受本公司之組織章程大綱及公司細則所規限。申請時收訖之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於二零一四年十二月十五日(星期一)或前後按背頁所示地址以普通郵遞方式寄發予合資格股東(倘為聯名合資格股東,則為名列首位之合資格股東),郵誤 風險概由彼等自行承擔。

為協同於,於非本暫定配額通知書連同丙欄所示之適當股款已如上文所述不遲於二零一四年十二月四日(星期四)下午四時正(或在惡劣天氣情況下,下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期)交回,否則將被視作放棄本暫定配額通知書及一切有關權利,而有關供股股份將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥,本公司可(全權酌情決定但並無責任)將其視為有效,並對遞交表格之人士或其代表具約東力。本公司可要求有關未填妥之暫定配額通知書申請人於接納供股之最後期限或之前填妥有關表格。

申請額外供股股份

合資格股東有權以額外申請之方式申請認購任何未售出之除外股東配額(如有)及任何暫定配發予合資格股東但未獲其接納之供股股份以及已彙集之零碎配額。

閣下如欲申請額外供股股份,則須不遲於二零一四年十二月四日(星期四)下午四時正,按照額外申請表格印備之指示填妥及簽署有關表格,連同就所申請之額外供股股份獨立支付之全數股款一併交回登記處,地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付,而支票及銀行本票均須由香港持牌銀行戶口開出及由香港持牌銀行發出,並註明抬頭人為「中策集團有限公司-額外申請」及以「只准入抬頭人賬戶」方式劃線開出。股份登記處將知會合資格股東任何獲配發之額外供股股份。

轉讓

福下如欲將全部暫定配發予 閣下之供股股份認購權轉讓,須填妥及簽署轉讓及提名表格(表格乙),並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。其後,承讓人須不遲於二零一四年十二月四日(星期四)下午四時正將登記申請表格(表格丙)填妥及簽署,然後將本暫定配額通知書連同丙欄所示接納時應付之全數股款交回登記處,地址為香港皇后大道東183號合和中心22樓。謹請注意, 閣下轉讓有關供股股份之認購權予承讓人時,須繳付香港印花稅,而承讓人於接納有關權利時亦須繳付香港印花稅。倘 閣下為海外股東,請參閱供股章程「董事會函件」內「合資格股東」及「除外股東」一段有關適用於 閣下的限制詳情。 閣下的限制詳情。

分拆

如僅欲接納部分暫定配額或欲轉讓本通知書所述獲暫定配發以認購供股股份之部分權利,或將權利轉讓予一名以上之人士,則須不遲於二零一四年十一月二十六日(星期三)下午四時三十分將原有暫定配額通知書交回及呈交登記處,地址為香港皇后大道東183號合和中心22樓,以便股份登記處註銷原有暫定配額通知書,並按所需數額發出新暫定配額通知書。新暫定配額通知書可於 閣下交回原有暫定配額通知書後第二個營業日上午九時正後在登記處領取。

惡劣天氣對接納供股股份及繳付股款之最後時限之影響

於以下情況下,接納供股股份及繳付股款之最後時限將不會作實:倘八號或以上熱帶氣旋警告信號或「黑色」暴雨警告:

- 於二零一四年十二月四日(星期四)本地時間中午十二時正前在香港生效,並於當日中午十二時正後解除,則接納供股股份及繳付股款之最後時限將順延至同一個 (a) 營業目下午五時正;或
- -四年十二月四日(星期四)本地時間中午十二時正至下午四時正期間在香港生效,則接納供股股份及繳付股款之最後時限將更改為於上午九時正至下午四 (b)

終止包銷協議

有關供股之包銷協議載有條文,授予包銷商於發生若干事件(包括不可抗力事件)時終止其於包銷協議項下責任之權利,有關事件載於供股章程第六頁「終止包銷協議」一節。倘於最後終止時限前,包銷商終止包銷協議或供股章程「董事會函件」內「供股條件」一段所載供股之其他條件未獲達成,供股將不會進行。倘包銷商終止或撤銷包銷協議,供股將不會進行。

買賣股份及未繳股款之供股股份之風險警告

供股須待(其中包括)供股章程「董事會函件」內「供股條件」一段所載之條件達成後,方可進行。尤其是,供股須在包銷商並無根據包銷協議之條款終止包銷協議之條件下, 方可進行。故此,供股可能會亦可能不會進行,股東及公眾於買賣股份時務請審慎行事。

任何於供股章程日期起至供股條件全面達成當日止期間買賣股份之人士,以及任何買賣未繳股款之供股股份之人士,均須承擔供股或未能成為無條件或不一定進行之風險。建議任何有意買賣股份或未繳股款之供股股份之股東或其他人士務請諮詢彼等專業顧問之意見。

支票及銀行本票

供股股份之股票及退款

預期繳足股款之供股股份之股票將於二零一四年十二月十五日(星期一)或前後以普通郵遞方式寄予申請人之登記地址,郵誤風險概由彼等自行承擔。閣下將會就獲配發及發行之所有繳足股款供股股份獲發一張股票。倘包銷商行使權利終止或撤回包銷協議,或倘供股之條件未能達成,則就接納之供股股份已收取之款項(不計利息),將於二零一四年十二月十五日(星期一)或前後以支票退還予合資格股東或已有效承讓未繳股款供股股份之其他人士,或倘為聯名接納人,則名列首位之人士,有關支票將以平郵方式寄往有關合資格股東或有關其他人士之登記地址,郵誤風險概由彼等自行承擔。

一般事項 交回已由應獲發本暫定配額通知書之人土簽署之暫定配額通知書,即為交回上述文件之人士有權處理暫定配額通知書,並有權收取暫定配額分拆函件及/或供股股份之股 票之最終憑證。

所有文件(包括應付款項之支票)將以普通郵遞方式寄予申請人之登記地址,郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄,並按其詮釋。

載有供股詳情之供股章程可於二零一四年十二月四日(星期四)或之前一般辦公時間內於登記處索取,地址為香港皇后大道東183號合和中心22樓。

個人資料收集聲明-暫定配額涌知書

填妥、簽署及交回本暫定配額通知書隨附之表格,即表示 閣下同意向本公司、登記處及/或彼等各自之顧問及代理披露個人資料及彼等所需有關 閣下或 閣下為其利益而接納暫定配發之供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利,可確定本公司或股份登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確之資料。根據《個人資料(私隱)條例》,本公司及香港股份過戶登記分處有權就處理任何查閱資料要求而收取合理費用。根據《個人資料(私隱)條例》,本公司及股份登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求,應寄往本公司之香港主要營業地點(香港灣仔港灣道26號華潤大廈32樓3206至3210室)或根據適用法律不時通知之地點並以公司秘書或(視情況而定)登記處(於其上述地址)為收件人。 此致

列位合資格股東 台照