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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular issued by the Company dated 27 February 2010 (the *Circular*). Capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

The Directors are pleased to announce that at the EGM held today, a poll was demanded by the chairman of the EGM for voting on all the proposed resolutions as set out in the notice of EGM dated 27 February 2010. The Company's share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the EGM was 3,699,183,927 Shares. The total number of Shares voted at the EGM either in person or by proxy was 947,306,559 Shares. There were no Shares entitling Shareholders to attend and vote only against any resolution at the EGM. Other than Mr. Frederick Ma Si-Hang, there was no party who had stated his or her intention in the Circular to vote against any resolution at the EGM or to abstain from voting any resolution at the EGM.

The poll results in respect of the ordinary resolutions are as follows:

Ordinary Resolution		Number of votes (%)	
		For	Against
1.	<p>(a) To approve the Increase in Authorised Share Capital.</p> <p>(b) To approve that any one Director be authorised to do all such acts and things as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Increase in Authorised Share Capital.</p>	940,531,559 (99.28%)	6,775,000 (0.72%)
2.	<p>(a) To approve, ratify and confirm the Share Purchase Agreement and all transactions contemplated thereunder.</p> <p>(b) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Share Purchase Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Share Purchase Agreement and the transaction documents contemplated thereunder as he/she may in his/her absolute discretion consider necessary or desirable.</p>	940,531,559 (99.28%)	6,775,000 (0.72%)
3.	(a) To approve, ratify and confirm the termination of the share placing agreement dated 8 June 2009 entered into between the Company as issuer and Kingston Securities Limited as placing agent.	940,531,559 (99.28%)	6,775,000 (0.72%)

Ordinary Resolution		Number of votes (%)	
		For	Against
	<p>(b) To approve, ratify and confirm the Conditional CN Placing Agreement in relation to the placing by the Company through the CN Placing Agent, on a fully underwritten basis (that is, the CN Placing Agent agrees to procure subscribers or, failing which, to subscribe as principal the Convertible Notes with a conversion price, subject to adjustment, of HK\$0.10 per Share) and the transactions contemplated thereunder.</p> <p>(c) To generally and unconditionally approve the creation and issue by the Company of the Convertible Notes in all respects.</p> <p>(d) To approve that the Directors be generally and specifically authorised to allot and issue the Conversion Shares as may be required to be allotted and issued on and subject to the terms and conditions of the Conditional CN Placing Agreement under resolution numbered 3(b) above upon exercise of conversion of the Convertible Notes (the “CN Specific Mandate”).</p> <p>(e) To approve that any one Director be authorised to do all such things and acts as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Conditional CN Placing Agreement and the CN Specific Mandate and the transactions contemplated thereunder.</p>		

Ordinary Resolution		Number of votes (%)	
		For	Against
	(f) To approve that in the event that completion of the Conditional CN Placing Agreement has not taken place by 12 July 2010 (the “ CN Expiry Date ”), the authorisation and approval granted under this resolution shall be revoked and shall expire by the end of the CN Expiry Date.		
4.	<p>(a) To approve, ratify and confirm the Conditional Share Placing Agreement in relation to the placing by the Company, through the Share Placing Agent on a best efforts basis, the Placing Shares during the period commencing upon the date of the Conditional Share Placing Agreement and terminating at 5:00pm on the business day prior to the date of completion under the Conditional Share Placing Agreement, unless terminated earlier pursuant to the terms of the Conditional Share Placing Agreement and the transactions contemplated thereunder.</p> <p>(b) To approve that the directors be generally and specifically authorised to allot and issue the Placing Shares as may be required to be allotted and issued on and subject to the terms and conditions of the Conditional Share Placing Agreement under resolution numbered 4(a) above (the “Share Specific Mandate”).</p> <p>(c) To approve that any one Director be authorised to do all such things and acts as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Conditional Share Placing Agreement and the Share Specific Mandate and the transactions contemplated thereunder.</p>	940,531,559 (99.28%)	6,775,000 (0.72%)

Ordinary Resolution		Number of votes (%)	
		For	Against
	(d) To approve that in the event that completion of the Conditional Share Placing Agreement has not taken place by 12 July 2010 (the “ Share Expiry Date ”), the authorisation and approval granted under this resolution shall be revoked and shall expire by the end of the Share Expiry Date.		
5.	<p>(a) To approve, ratify and confirm the term under the Management Agreement which require the Company to be responsible (and be reimbursed as appropriate) for its pro rata portion (in accordance with its shareholding in the Purchaser) of all out-of-pocket expenses and fees incurred by PFH Holdings or its affiliates and the Company in connection with the Transactions, including all professional and legal fees and expenses, which are payable prior to or at completion of the Share Purchase Agreement and the related transactions contemplated thereunder (the “Sharing of Expenses”).</p> <p>(b) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the Sharing of Expenses and the related transactions contemplated thereunder and to agree to such variations of the terms of the Management Agreement in respect of the Sharing of Expenses as he/she may in his/her absolute discretion consider necessary or desirable.</p>	940,531,559 (99.28%)	6,775,000 (0.72%)

Ordinary Resolution		Number of votes (%)	
		For	Against
6.	<p>(a) To approve, ratify and confirm the term under the Management Agreement which requires the Purchaser to pay to Mr. Robert Morse a service fee of US\$7.5 million (the “Morse Service Fee”) on the date that is three months from the date of completion of the Share Purchase Agreement for services performed by Mr. Robert Morse in connection with the Transactions and the preparation of the Bid and the related transactions contemplated thereunder.</p> <p>(b) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the payment of the Morse Service Fee and the transactions contemplated thereunder and to agree to such variations of the Morse Service Fee as he/she may in his/her absolute discretion consider necessary or desirable.</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

Ordinary Resolution		Number of votes (%)	
		For	Against
7.	<p>(a) To approve, ratify and confirm the term under the Management Agreement which requires the Purchaser to pay to Mr. Ng Wing Fai a service fee of US\$7.5 million (the “Ng Service Fee”) on the date that is three months from the date of completion of the Share Purchase Agreement for services performed by Mr. Ng Wing Fai in connection with the Transactions and the preparation of the Bid and the related transactions contemplated thereunder.</p> <p>(b) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the payment of the Ng Service Fee and the transactions contemplated thereunder and to agree to such variations of the Ng Service Fee as he/she may in his/her absolute discretion consider necessary or desirable</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

Ordinary Resolution		Number of votes (%)	
		For	Against
8.	<p>(a) To approve, ratify and confirm the Option Deed entered into between the Company and Mr. Robert Morse (the “Morse Option Deed”) in respect of the grant of such number of Share Options representing a maximum of 3,200 million Shares to Mr. Robert Morse and all transactions contemplated thereunder.</p> <p>(b) To approve that the Directors be generally and specifically authorised to allot and issue such number of new Shares (the “Morse Option Shares”) as may be required to be allotted and issued on and subject to the terms and conditions of the Morse Option Deed under resolution numbered 8(a) above upon exercise of Share Options granted to Mr. Robert Morse under the Morse Option Deed (the “Morse Specific Mandate”).</p> <p>(c) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Morse Option Deed and the transactions contemplated thereunder and to agree to such variations of the terms of the Morse Option Deed as he/she may in his/her absolute discretion consider necessary or desirable.</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

Ordinary Resolution		Number of votes (%)	
		For	Against
9.	<p>(a) To approve, ratify and confirm the Option Deed entered into between the Company and Mr. Ng Wing Fai (the “Ng Option Deed”) in respect of the grant of such number of Share Options representing a maximum of 3,200 million Shares to Mr. Ng Wing Fai and all transactions contemplated thereunder.</p> <p>(b) To approve that the Directors be generally and specifically authorised to allot and issue such number of new Shares (the “Ng Option Shares”) as may be required to be allotted and issued on and subject to the terms and conditions of the Ng Option Deed under resolution numbered 9(a) above upon exercise of Share Options granted to Mr. Ng Wing Fai under the Ng Option Deed (the “Ng Specific Mandate”).</p> <p>(c) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Ng Option Deed and the transactions contemplated thereunder and to agree to such variations of the terms of the Ng Option Deed as he/she may in his/her absolute discretion consider necessary or desirable.</p>	940,531,559 (99.28%)	6,775,000 (0.72%)

Ordinary Resolution		Number of votes (%)	
		For	Against
10.	<p>(a) To approve, ratify and confirm the Option Deed entered into between the Company and Mr. Or Ching Fai (the “Or Option Deed”) in respect of the grant of such number of Share Options representing a maximum of 600 million Shares to Mr. Or Ching Fai and all transactions contemplated thereunder.</p> <p>(b) To approve that the Directors be generally and specifically authorised to allot and issue such number of new Shares (the “Or Option Shares”) as may be required to be allotted and issued on and subject to the terms and conditions of the Or Option Deed under resolution numbered 10(a) above upon exercise of Share Options granted to Mr. Or Ching Fai under the Or Option Deed (the “Or Specific Mandate”).</p> <p>(c) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Or Option Deed and the transactions contemplated thereunder and to agree to such variations of the terms of the Or Option Deed as he/she may in his/her absolute discretion consider necessary or desirable.</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

Ordinary Resolution		Number of votes (%)	
		For	Against
11.	<p>(a) To approve, ratify and confirm the Option Deed entered into between the Company and Mr. Frederick Ma Si-Hang (the “Ma Option Deed”) in respect of the grant of such number of Share Options representing a maximum of 100 million Shares to Mr. Frederick Ma Si-Hang and all transactions contemplated thereunder.</p> <p>(b) To approve that the Directors be generally and specifically authorised to allot and issue such number of new Shares (the “Ma Option Shares”) as may be required to be allotted and issued on and subject to the terms and conditions of the Ma Option Deed under resolution numbered 11(a) above upon exercise of Share Options granted to Mr. Frederick Ma Si-Hang under the Ma Option Deed (the “Ma Specific Mandate”).</p> <p>(c) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Ma Option Deed and the transactions contemplated thereunder and to agree to such variations of the terms of the Ma Option Deed as he/she may in his/her absolute discretion consider necessary or desirable.</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

Ordinary Resolution		Number of votes (%)	
		For	Against
12.	<p>(a) To approve, ratify and confirm the CSH Facility Agreement in respect of the granting of the CSH Facility and all transactions contemplated thereunder.</p> <p>(b) To approve that any one Director be authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the CSH Facility Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the CSH Facility Agreement as he/she may in his/her absolute discretion consider necessary or desirable.</p>	<p>940,531,559 (99.28%)</p>	<p>6,775,000 (0.72%)</p>

As more than 50% of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company at the EGM.

By the order of the Board
China Strategic Holdings Limited
Frederick Ma Si-Hang
Chairman

Hong Kong, 16 March 2010

As at the date hereof, the Board comprises Mr. Or Ching Fai, Ms. Chiu Ching Ching, Mr. Yau Wing Yiu, Mr. Hui Richard Rui, Ms. Chan Ling, Eva, Mr. Lee Sun Man and Mr. Chow Kam Wah as executive Directors, Mr. Frederick Ma Si-Hang as a non-executive Director and Ms. Ma Yin Fan, Mr. Phillip Fei and Mr. Leung Hoi Ying as independent non-executive Directors.