



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 27 February 2010 in connection with, among other things, the below ordinary resolutions (the "Circular"). I/We have read the risk factors set out in the sections headed "Part A — The Acquisition — 5. Risks Associated with the Acquisition" and "Part E — Information about Nan Shan — 1. Risk Factors" in the Circular including, but not limited to, the section headed "Part E — Information about Nan Shan — 1. Risk Factors — 1.4 Risks relating to this circular". I/We understand that the information contained in the section headed "Part E — Information about Nan Shan — 6. Business of Nan Shan" has been provided by Nan Shan Life Insurance Company, Ltd. ("Nan Shan"), its directors, supervisors, senior management, employees or affiliates, and that as Acquisition Completion (as defined in the Circular) has not taken place as at the date of the Circular, and therefore Nan Shan is not yet a subsidiary of the Company, there are limitations on the quality and extent of the independent verification which has been carried out on the information, data and statistics contained in such section of the Circular.

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 Mandarin Oriental Hotel Hong Kong, 1/F Peacock-Stork Room, 5 Connaught Road, Central, Hong Kong on Tuesday, 16 March 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 that the authorised share capital of the Company be increased from HK\$800 million divided into 8,000 million ordinary shares in the capital of the Company of HK\$0.10 each (each a "Share") to HK\$20,000 million divided into 200,000 million Shares by the creation of 192,000 million additional new Shares (" Increase in Authorised Share Capital "). (b) To approve that any one director of the Company 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.		
2.	(a) To approve the share purchase agreement dated 13 October 2009 (the " Share Purchase Agreement ") entered into among (i) Primus Nan-Shan Holding Company Ltd, a subsidiary indirectly held as to 80% by the Company (the " Purchaser ") and (ii) American International Group, Inc. (" AIG "), pursuant to which AIG and the Purchaser agreed that, subject to the satisfaction of the conditions precedent therein, AIG will sell (or cause one or more of its subsidiaries to sell) and the Purchaser will purchase 767,893,139 shares of common stock (the " Sale Shares ") of Nan Shan, which represent approximately 97.57% of the issued and outstanding share capital of Nan Shan and all transactions contemplated thereunder. (b) To approve that any one director of the Company 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.		
3.	(a) To approve 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. (b) To approve that the conditional convertible note placing agreement (the " Conditional CN Placing Agreement ") in relation to the placing by the Company through Kingston Securities Limited, as agent of the Company (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 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 (the " Convertible Notes ")) and the transactions contemplated thereunder. (c) To generally and unconditionally approve the creation and issue by the Company of the Convertible Notes in all respects.		

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
	<p>(d) To approve that the directors be generally and specifically authorised to allot and issue such number of new ordinary shares (the “Conversion 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 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 of the Company 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> <p>(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.</p>		
4.	<p>(a) To approve that the conditional share placing agreement (the “Conditional Share Placing Agreement”) in relation to the placing by the Company, through Kingston Securities Limited, as agent of the Company (the “Share Placing Agent”) 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 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 such number of new ordinary shares (the “Placing 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 under resolution numbered 4(a) above (the “Share Specific Mandate”).</p> <p>(c) To approve that any one director of the Company 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> <p>(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.</p>		
5.	<p>(a) To approve the term under the management agreement dated 12 October 2009 between the Company, the Purchaser, PFH Partnership Holdings, L.P. (“Primus Investor”), PFH Holdings Ltd. (“PFH Holdings”), Mr. Robert Morse and Mr. Ng Wing Fai (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 contemplated under all the transaction documents entered into in respect of the acquisition of Nan Shan (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 of the Company 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>		
6.	<p>(a) To approve the term under the Management Agreement dated 12 October 2009 which requires the Purchaser to pay to Mr. Robert Morse a service fee of US\$7.5 million (“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 made by Primus Financial Holdings Limited for and on behalf of the Company and Primus Investor in respect of the acquisition of Nan Shan (the Bid) and the related transactions contemplated thereunder.</p> <p>(b) To approve that any one director of the Company 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>		
7.	<p>(a) To approve 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 (“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>		

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
	(b) To approve that any one director of the Company 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.		
8.	<p>(a) To approve the option deed dated 26 February 2010 between the Purchaser 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 ordinary shares (the “Morse Option 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 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 of the Company 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>		
9.	<p>(a) To approve the option deed dated 26 February 2010 between the Purchaser 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 ordinary shares (the “Ng Option 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 Ng Option Deed under resolution numbered 9(a) above upon exercise of share options granted to Mr. Ng Wing Fai under the Ng Option (the “Ng Specific Mandate”).</p> <p>(c) To approve that any one director of the Company 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>		
10.	<p>(a) To approve the option deed dated 26 February 2010 between the Purchaser 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 ordinary shares (the “Or Option 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 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 of the Company 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>		
11.	<p>(a) To approve the option deed dated 26 February 2010 between the Purchaser 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 ordinary shares (the “Ma Option 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 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 of the Company 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>		

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
12.	<p>(a) To approve the facility agreement dated 26 February 2010 between the Company and the Purchaser in respect of the granting of an unsecured facility of an amount up to HK\$5,300 million (the "CSH Facility Agreement") to the Purchaser and all transactions contemplated thereunder.</p> <p>(b) To approve that any one director of the Company 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>		

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 branch 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.