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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)**

### **RESULTS OF RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE**

#### **RESULTS OF RIGHTS ISSUE**

The Board announces that as at 4:00 p.m. on Thursday, 4 December 2014, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, (a) 191 valid acceptances in respect of a total of 2,001,306,008 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 90.17% of the total number of the Rights Shares available under the Rights Issue; and (b) 180 valid applications for a total of 3,674,303,984 excess Rights Shares have been received, representing approximately 165.55% of the total number of the Rights Shares available under the Rights Issue. In aggregate, 371 valid acceptances and applications in respect of a total of 5,675,609,992 Rights Shares, representing approximately 255.72% of the total number of Rights Shares available under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed.

#### **UNDERWRITING AGREEMENT**

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional at 4:00 p.m. on Monday, 8 December 2014. As a result of the over-subscription of the Rights Shares by the Qualifying Shareholders, the Underwriter will not be required to procure subscription of any Rights Shares.

## **EXCESS RIGHTS SHARES**

Based on the number of valid acceptances referred to above, 218,185,955 Rights Shares were available as excess Rights Shares for subscription under the EAFs. The Board has resolved to allot all the excess Rights Shares on a fair and reasonable basis.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES**

It is expected that share certificates for all fully-paid Rights Shares in respect of the valid acceptances of Rights Shares on PALs and successful applications for excess Rights Shares will be sent by ordinary post to those entitled thereto on or around Monday, 15 December 2014 at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 16 December 2014.

Reference is made to the prospectus of the Company dated 20 November 2014 relating to the Rights Issue (the “Prospectus”). Capitalised terms used in this announcement shall have the same meaning as those defined in the Prospectus unless defined otherwise.

## **RESULTS OF THE RIGHTS ISSUE**

The Board announces that as at 4:00 p.m. on Thursday, 4 December 2014 being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, (a) 191 valid acceptances in respect of a total of 2,001,306,008 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 90.17% of the total number of the Rights Shares available under the Rights Issue; and (b) 180 valid applications for a total of 3,674,303,984 excess Rights Shares have been received, representing approximately 165.55% of the total number of the Rights Shares available under the Rights Issue. In aggregate, 371 valid acceptances and applications in respect of a total of 5,675,609,992 Rights Shares, representing approximately 255.72% of the total number of Rights Shares available under the Rights Issue, have been received. Based on the above results, the Rights Issue was over-subscribed by 3,456,118,029 Rights Shares, representing approximately 155.72% of the total number of 2,219,491,963 Rights Shares available for subscription under the Rights Issue.

## **UNDERWRITING AGREEMENT**

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional at 4:00 p.m. on Monday, 8 December 2014. As a result of the over-subscription of the Rights Shares by the Qualifying Shareholders, the Underwriter will not be required to procure subscription of any Rights Shares.

## **EXCESS RIGHTS SHARES**

Based on the number of valid acceptances referred to above, 218,185,955 Rights Shares were available as excess Rights Shares for subscription under the EAFs. Given that the number of excess Rights Shares is insufficient to satisfy all valid applications, the Board has resolved to allocate the 218,185,955 excess Rights Shares on a fair and reasonable basis to the Qualifying Shareholders on a pro-rata basis of approximately 5.938% by reference to the number of excess Rights Shares applied for by them.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES**

It is expected that share certificates for all fully-paid Rights Shares in respect of the valid acceptances of Rights Shares on PALs and successful applications for excess Rights Shares will be sent by ordinary post to those entitled thereto on or around Monday, 15 December 2014 at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 16 December 2014.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company as at the date of this announcement, the following is a summary of the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Underwriter	0	0	0	0
fellow subsidiary	2,500,000	0.06	3,750,000	0.06
Subscribers procured by				
Underwriter	0	0	0	0
Other Shareholders	<u>4,436,483,927</u>	<u>99.94</u>	<u>6,654,725,890</u>	<u>99.94</u>
Total	<u><u>4,438,983,927</u></u>	<u><u>100</u></u>	<u><u>6,658,475,890</u></u>	<u><u>100</u></u>

By Order of the Board  
**China Strategic Holdings Limited**  
**Or Ching Fai**  
*Chairman*

Hong Kong, 12 December 2014

*As at the date of this announcement, the Board comprises four Executive Directors, namely Mr. Or Ching Fai (Chairman and Chief Executive Officer), Mr. Sue Ka Lok, 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.*