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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of China Strategic Holdings Limited (the “Company”) will 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. or any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing, with or without amendment, the below resolutions of the Company.

ORDINARY RESOLUTIONS

1. **“THAT** conditional upon (i) the placing as referred to in resolution 2 set out in this notice being approved and becoming unconditional; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); (iii) the filing and registration of all documents relating to the Rights Issue (as defined below) required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance in Hong Kong:
 - (a) the issue by way of rights (the “Rights Issue”) of 3,329,237,945 new shares (the “Right Shares”) at a subscription price of HK\$0.15 per Rights Share to the shareholders of the Company (the “Shareholders”) whose names shall appear on the register of members of the Company at the close of business on 28 July 2015 (the “Qualifying Shareholders”), or such other date as the Company and the Underwriter (as defined below) may agree as the record date for determination of the entitlements of the Shareholders to the Rights Issue (the “Record Date”) (excluding those Shareholders (the “Non-Qualifying Shareholders”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date in respect of whom the director(s) of the Company (the “Director(s)”), after making relevant enquiries, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)), on the basis of one (1) Rights Share for every two (2) existing shares held on the Record Date pursuant to the terms and conditions as set out in the underwriting agreement (the “Underwriting Agreement”) dated 18 May 2015 in respect of the Rights Issue and entered into between the Company and Emperor Securities Limited (the “Underwriter”) (a copy of

which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), and all the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares by the Underwriter), be and are hereby approved;

- (b) any Director be and is hereby authorized to issue and allot the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (i) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorized to make such exclusions or other arrangements in relation to fractional entitlements and/or Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong; (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares; and
- (c) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and all the transactions contemplated thereunder.”

2. “**THAT** conditional upon (i) the rights issue as referred to in resolution 1 set out in this notice being approved and becoming unconditional; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Placing Shares (as defined below):

- (a) the allotment and issue of the Placing Shares (as defined below), pursuant to and subject to the terms and conditions of the placing and underwriting agreement dated 18 May 2015 and entered into between the Company as issuer and Emperor Securities Limited as placing agent in relation to the placing of a maximum of 7,000,000,000 new shares of the Company (the “Placing” and the “Placing Shares”) in the share capital of the Company at a placing price of HK\$0.15 per Placing Share (the “Placing and Underwriting Agreement”) 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 (a copy of which marked “B” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), and all the transactions contemplated thereunder, be and are hereby approved; and

- (b) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Placing, the Placing and Underwriting Agreement and all the transactions contemplated thereunder.”

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

Hong Kong, 29 June 2015

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company’s share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. As at the date of this announcement, the Board comprises five Executive Directors, namely Dr. Or Ching Fai (Chairman and Chief Executive Officer), Mr. Sue Ka Lok, Ms. Lee Chun Yeung, Catherine, 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.