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If you have sold or transferred all your shares in China Strategic Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



CHINA STRATEGIC HOLDINGS LIMITED
中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “**AGM**”) of the Company to be held with a combination of an in-room meeting at Rooms 3206-3210, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via electronic facilities at 3:00 p.m. on Tuesday, 28 June 2022 or any adjournment thereof is set out on pages 17 to 23 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. As set out in the section headed “Special Arrangements for the AGM” of this circular, the AGM will be a hybrid meeting. **The Company strongly encourages the shareholders to exercise their rights to attend and vote at the AGM via electronic facilities.** All shareholders who wish to appoint a proxy to attend and vote at the AGM are strongly encouraged to appoint the Chairman of the AGM as their proxy by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company’s share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or submitting the proxy form electronically at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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SPECIAL ARRANGEMENTS FOR THE AGM

Capitalised terms used in this section shall have the same meanings as those defined in this circular, unless the context requires otherwise.

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the AGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling Shareholders to ask questions and vote. Details of the special arrangements for the AGM are set out below.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be a hybrid meeting using Tricor e-Meeting System, which allows Shareholders to participate in the AGM online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the AGM.

The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the e-Meeting System provided by the Company's share registrar and transfer office, Tricor Standard Limited, instead of attending the AGM in person which may or may not be possible subject to restrictive measures on social distancing imposed by the Government from time to time. Physical attendance is not necessary for the purpose of exercising shareholder rights. Shareholders participating in the AGM using the e-Meeting System will also be counted towards the quorum and they will be able to view live streaming, submit questions and cast their votes through the e-Meeting System.

The e-Meeting System permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its Shares in the same way (i.e. "For" or "Against"). In the case of a proxy/corporate representative, he/she can vote such number of Shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures.

Registered Shareholders

Registered Shareholders will be able to attend the AGM, view live streaming, submit questions and vote online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it under separate letter.

Registered Shareholders who do not receive their personalised username or password by 3:00 p.m. on Monday, 27 June 2022 may contact Tricor Standard Limited for assistance at +852 2975 0928 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to emeeting@hk.tricorglobal.com.

SPECIAL ARRANGEMENTS FOR THE AGM

Non-registered Shareholders

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the AGM, view live streaming, submit questions and vote online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the AGM; and
- (ii) provide their email addresses to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company’s share registrar and transfer office, Tricor Standard Limited, to the email addresses of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3:00 p.m. on Monday, 27 June 2022 should reach out to Tricor Standard Limited for assistance at +852 2975 0928 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to emeeting@hk.tricorglobal.com. Without the login details, non-registered Shareholders will not be able to attend the AGM, view live streaming, submit questions and vote online using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE AGM

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the AGM. Shareholders can also send their questions by email from 9:00 a.m. on Wednesday, 1 June 2022 to 6:00 p.m. on Friday, 24 June 2022 to enquiries@cshldgs.com. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and may decide, at their discretion, which questions to respond to.

SPECIAL ARRANGEMENTS FOR THE AGM

APPOINTMENT OF PROXY

Shareholders are encouraged to submit their completed proxy forms and appoint the Chairman of the AGM as their proxy well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from subsequently attending and voting in person (subject to the Government's restrictive measures on social distancing as explained in the section below) or by means of electronic facilities at the AGM or any adjournment thereof should they so wish. Shareholders are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) to submit the proxy form electronically at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Registered Shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System.

GENERAL

Owing to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders are advised to check the announcements published by the Company for any future updates on the AGM arrangements.

For the health and safety of Shareholders, the Company strongly encourages Shareholders to consider attending the AGM via electronic facilities, or to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy, instead of attending the AGM in person which may or may not be possible subject to restrictive measures on social distancing imposed by the Government from time to time. Physical attendance is not necessary for the purpose of exercising shareholder rights. Completion and return of the proxy form will not preclude Shareholders from subsequently attending and voting at the AGM or any adjourned meeting in person (subject to the Government's restrictive measures on social distancing) or via electronic facilities should they so wish, and in such event, the instrument of appointing the proxy shall be deemed to be revoked.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	annual general meeting of the Company to be held with a combination of an in-room meeting at Rooms 3206-3210, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via electronic facilities at 3:00 p.m. on Tuesday, 28 June 2022;
“AGM Notice”	notice convening the AGM set out on pages 17 to 23 of this circular;
“Articles”	Articles of Association of the Company (as amended from time to time);
“Board”	Board of Directors of the Company;
“Business Day”	any day (other than a Saturday, Sunday or a general holiday) on which The Hongkong and Shanghai Banking Corporation Limited is open for business in Hong Kong;
“Buy-back Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to buy back Shares not exceeding 10% of the total number of Shares as at the date of passing of the resolution for approving such mandate;
“Buy-back Resolution”	proposed ordinary resolution referred to in resolution no. 5 of the AGM Notice;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	China Strategic Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Issue Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares as at the date of passing of the resolution for approving such mandate;
“Latest Practicable Date”	25 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“PRC”	People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying proxy form shall prevail over the Chinese text.

LETTER FROM THE BOARD



CHINA STRATEGIC HOLDINGS LIMITED 中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

Non-executive Director:

Dr. Or Ching Fai SBS, JP (Chairman)

Executive Directors:

Mr. Sue Ka Lok (Chief Executive Officer)

Mr. Chow Kam Wah

Mr. Chow Man Wai, Tony

Registered Office:

Rooms 3206-3210, 32nd Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Ms. Ma Yin Fan

Mr. Chow Yu Chun, Alexander

Mr. Leung Hoi Ying

Mr. Lam Kin Fung, Jeffrey GBS, JP

1 June 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) the general mandates to issue Shares and to buy back Shares and to extend the general mandate to allot, issue and deal with Shares by adding to it the number of Shares bought back; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions will be proposed which, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares representing up to (i) 20% of the total number of Shares in issue as at the date of passing of the resolution plus (ii) the number of the Shares that can be bought back by the Company (under the authority granted pursuant to the Buy-back Resolution) subsequent to the passing of such resolution.

On the basis of a total of 20,385,253,835 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or bought back whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue and deal with up to a maximum of 4,077,050,767 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

GENERAL MANDATE TO BUY BACK SHARES

The ordinary resolution in relation to the Buy-back Mandate, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Buy-back Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles, Dr. Or Ching Fai, Ms. Ma Yin Fan and Mr. Chow Yu Chun, Alexander will retire by rotation at the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

Biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Ms. Ma Yin Fan (“**Ms. Ma**”) and Mr. Chow Yu Chun, Alexander (“**Mr. Chow**”), being independent non-executive directors of the Company eligible for re-election at the AGM, have provided to the Company the annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules.

Ms. Ma has been appointed as Independent Non-executive Director of the Company since September 2007. As at the Latest Practicable Date, Ms. Ma has served the Board for more than nine years. The Board considered that Ms. Ma remains independent as she has not involved in the daily management of the Company and there are no relationships or circumstances which will interfere Ms. Ma with the exercise of her independent judgement. The Board considered Ms. Ma has the required character, integrity and experience to continuously fulfill her role as independent non-executive director of the Company effectively. The Board has assessed and reviewed the annual confirmation of independence from Ms. Ma and is satisfied that Ms. Ma meets the independence guidelines set out in Rule 3.13 of the Listing Rules notwithstanding the length of her tenure. The Board believes that Ms. Ma’s skills and knowledge, and experience in the Company’s affairs will continue to benefit the Board, the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Mr. Chow has been appointed as Independent Non-executive Director of the Company since March 2011. As at the Latest Practicable Date, Mr. Chow has served the Board for more than nine years. The Board considered that Mr. Chow remains independent as he has not involved in the daily management of the Company and there are no relationships or circumstances which will interfere Mr. Chow with the exercise of his independent judgement. The Board considered Mr. Chow has the required character, integrity and experience to continuously fulfill his role as independent non-executive director of the Company effectively. The Board has assessed and reviewed the annual confirmation of independence from Mr. Chow and is satisfied that Mr. Chow meets the independence guidelines set out in Rule 3.13 of the Listing Rules notwithstanding the length of his tenure. The Board believes that Mr. Chow's skills and knowledge, and experience in the Company's affairs will continue to benefit the Board, the Company and the Shareholders as a whole.

Based on the aforesaid, the Board formed the view that Ms. Ma and Mr. Chow will continue to maintain an independent view of the Company's affairs, and will continue to bring their relevant knowledge and experience to the Board so as to enhance the diversity of the Board, and should be eligible for re-election.

THE AGM

A notice convening the AGM to be held with a combination of an in-room meeting at Rooms 3206-3210, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via electronic facilities at 3:00 p.m. on Tuesday, 28 June 2022 or any adjournment thereof is set out on pages 17 to 23 of this circular for the purpose of considering and, if thought fit, to approve, among others, the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM. A proxy form for use in connection with the AGM is enclosed with this circular.

As set out in the section headed "Special Arrangements for the AGM" of this circular, the AGM will be a hybrid meeting. **The Company strongly encourages the Shareholders to exercise their rights to attend and vote at the AGM via electronic facilities.** All Shareholders who wish to appoint a proxy to attend and vote at the AGM are strongly encouraged to appoint the Chairman of the AGM as their proxy by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company's share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or submitting the proxy form electronically at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy will be deemed to be revoked.

In order for the Shareholders to qualify for attending and voting at the AGM, all transfer documents, accompanied by the relevant Share certificates, should be lodged for registration with the Company's share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Wednesday, 22 June 2022.

LETTER FROM THE BOARD

In light of the current COVID-19 situation, your attention is drawn to the section headed “Special Arrangements for the AGM” set out on pages 1 to 3 of this circular for further information.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Chairman of the AGM will put the resolutions set out in the AGM Notice to be voted by way of poll pursuant to Article 80 of the Articles. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

This circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the granting of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors set out in the AGM Notice are all in the best interests of the Company and its Shareholders as a whole. The Board recommends that the Shareholders to vote in favour of all the relevant resolutions set out in the AGM Notice.

Yours faithfully,
By Order of the Board
China Strategic Holdings Limited
Dr. Or Ching Fai
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information for the Shareholders to consider the Buy-back Mandate.

1. TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 20,385,253,835 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 2,038,525,383 Shares (i.e. not exceeding 10% of the total number of Shares in issue as at the date of passing the Buy-back Resolution).

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

In the event that the proposed share buy-backs were to be carried out in full, it may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 December 2021 (being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices of the Shares as traded on the Hong Kong Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date were as follows:

Month	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2021	0.138	0.120
June 2021	0.140	0.112
July 2021	0.114	0.067
August 2021	0.077	0.062
September 2021	0.066	0.044
October 2021	0.064	0.048
November 2021	0.061	0.045
December 2021	0.051	0.044
January 2022	0.049	0.040
February 2022	0.046	0.038
March 2022	0.041	0.028
April 2022	0.038	0.032
May 2022 (up to the Latest Practicable Date)	0.048	0.032

6. UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the Companies Ordinance.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name of Shareholders	Capacity/nature of interest	Number of Shares held/ interested	Approximate % of interest	
			As at the Latest Practicable Date	If the Buy-back Mandate is exercised in full
Dr. Cheng Kar-Shun, Henry GBM, GBS (“Dr. Cheng”)	Interest of controlled corporation	3,397,540,000 (Note (i))	16.67%	18.52%
Courage Star Global Limited (“Courage Star”)	Beneficial owner	3,397,540,000 (Note (i))	16.67%	18.52%
Mr. Suen Cho Hung, Paul (“Mr. Suen”)	Interest of controlled corporation	1,680,000,000 (Note (ii))	8.24%	9.16%
Pioneer Success Development Limited (“Pioneer Success”)	Beneficial owner	1,680,000,000 (Note (ii))	8.24%	9.16%

Notes:

- (i) These Shares were held by Courage Star, a company which was wholly owned by Dr. Cheng. Accordingly, Dr. Cheng was deemed to be interested in 3,397,540,000 Shares under the SFO.
- (ii) These Shares were held by Pioneer Success, a company which was wholly owned by Mr. Suen. Accordingly, Mr. Suen was deemed to be interested in 1,680,000,000 Shares under the SFO.

In the event the Directors exercise in full power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages set out in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, none of the Shareholders above is obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any buy-backs to be made under the Buy-back Mandate.

8. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors who are proposed to be re-elected at the AGM.

Dr. Or Ching Fai (“Dr. Or”), *Chairman, Non-executive Director and Chairman of the Nomination Committee*

Dr. Or, aged 72, joined the Company as Executive Director and the Chief Executive Officer in November 2009 and was appointed the Chairman of the Board in March 2012. Dr. Or stepped down from his position as Chief Executive Officer in January 2018 and was re-designated as Non-executive Director in April 2018. Dr. Or is the Chairman of the Nomination Committee and is also a director of certain subsidiaries of the Company. Dr. Or graduated from The University of Hong Kong in 1972 and was conferred an Honorary Doctor of Social Science by the City University of Hong Kong in November 2014. Dr. Or is an independent non-executive director of Chow Tai Fook Jewellery Group Limited (HKEX stock code: 1929), Regina Miracle International (Holdings) Limited (HKEX stock code: 2199) and Playmates Holdings Limited (HKEX stock code: 635). He was the former vice chairman and chief executive of Hang Seng Bank Limited (HKEX stock code: 11), the former chairman of Hang Seng Life Limited and a director of The Hongkong and Shanghai Banking Corporation Limited, Cathay Pacific Airways Limited (HKEX stock code: 293) and Hutchison Whampoa Limited (former HKEX stock code: 13 (delisted)) until his retirement in May 2009. Dr. Or was also the chairman and non-executive director of Esprit Holdings Limited (HKEX stock code: 330), the former vice chairman and independent non-executive director of G-Resources Group Limited (HKEX stock code: 1051), an independent non-executive director of Industrial and Commercial Bank of China Limited (HKEX stock code: 1398) and Television Broadcasts Limited (HKEX stock code: 511), and the former deputy chairman and non-executive director of Aquis Entertainment Limited (ASX stock code: AQS) (a company listed on Australian Securities Exchange Limited). All the aforementioned companies with HKEX stock code are/was listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, Dr. Or has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Dr. Or does not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Or is an independent non-executive director of Playmates Holdings Limited while Mr. Chow Yu Chun, Alexander (Independent Non-executive Director of the Company) is an independent non-executive director of Playmates Toys Limited (HKEX stock code: 869), a company listed on the Main Board of the Hong Kong Stock Exchange and is a subsidiary of Playmates Holdings Limited. In addition, both Dr. Or and Mr. Lam Kin Fung, Jeffrey (Independent Non-executive Director of the Company) are independent non-executive directors of Chow Tai Fook Jewellery Group Limited.

Save as disclosed above, as at the Latest Practicable Date, Dr. Or does not have any other relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

There is a letter of appointment entered into between the Company and Dr. Or. According to the letter of appointment, Dr. Or's directorship in the Company shall be for a term of two years commencing from 1 April 2022 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Dr. Or prior thereto and in compliance with the Listing Rules. The directorship of Dr. Or is also subject to retirement by rotation and re-election pursuant to the Articles. Dr. Or is entitled to receive a director's fee of HK\$2,150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Dr. Or may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Dr. Or is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Dr. Or for the year ended 31 December 2021 amounted to HK\$2,150,000.

Save as disclosed above, there is no other information of Dr. Or that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Dr. Or's re-election.

Ms. Ma Yin Fan (“Ms. Ma”), *Independent Non-executive Director, Chairlady of the Audit Committee, and member of the Remuneration Committee and the Nomination Committee*

Ms. Ma, aged 58, joined the Company as Independent Non-executive Director in September 2007. Ms. Ma is the Chairlady of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Ms. Ma obtained a bachelor's degree with honours in accounting from Middlesex University in the United Kingdom. She is also awarded the Master of Business Administration and Master in Professional Accounting degree from Heriot-Watt University in the United Kingdom and The Hong Kong Polytechnic University respectively. Ms. Ma is a CPA (Practising) in Hong Kong and has been working in the auditing, accounting and taxation areas with more than 20 years of professional experience. She is the principal of Messrs. Ma Yin Fan & Company CPAs. Ms. Ma is a fellow of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in the England and Wales, The Taxation Institute of Hong Kong, the Association of Chartered Certified Accountants, and a chartered secretary, a chartered governance professional and a fellow of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom. Ms. Ma is an independent non-executive director of CST Group Limited (HKEX stock code: 985) and Youth Champ Financial Group Holdings Limited (HKEX stock code: 1160). All the aforementioned companies are listed on the Main Board of the Hong Kong Stock Exchange.

Save as disclosed above, Ms. Ma has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Ms. Ma does not have any interest in the Shares within the meaning of Part XV of the SFO.

Both Ms. Ma and Mr. Leung Hoi Ying (Independent Non-executive Director of the Company) are independent non-executive directors of CST Group Limited.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Ms. Ma does not have any other relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Ms. Ma. According to the letter of appointment, Ms. Ma's directorship in the Company shall be for a term of two years commencing from 1 April 2022 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Ms. Ma prior thereto and in compliance with the Listing Rules. The directorship of Ms. Ma is also subject to retirement by rotation and re-election pursuant to the Articles. Ms. Ma is entitled to receive a director's fee of HK\$200,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Ms. Ma may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Ms. Ma is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Ms. Ma for the year ended 31 December 2021 amounted to HK\$200,000.

Save as disclosed above, there is no other information of Ms. Ma that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Ma's re-election.

Mr. Chow Yu Chun, Alexander ("Mr. Chow"), *Independent Non-executive Director, Chairman of the Remuneration Committee and member of the Audit Committee*

Mr. Chow, aged 75, joined the Company as Independent Non-executive Director in March 2011. Mr. Chow is the Chairman of the Remuneration Committee and a member of the Audit Committee. He has over 35 years of experience in commercial, financial and investment management in Hong Kong and Mainland China. Mr. Chow is an independent non-executive director of Playmates Toys Limited (HKEX stock code: 869) and Symphony Holdings Limited (HKEX stock code: 1223). All the aforementioned companies are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Chow is also an independent non-executive director of Aquis Entertainment Limited (ASX stock code: AQS), a company listed on Australian Securities Exchange Limited.

Mr. Chow was an independent non-executive director of Top Form International Limited (HKEX stock code: 333), a company listed on the Main Board of the Hong Kong Stock Exchange, until 31 October 2019.

Save as disclosed above, Mr. Chow has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Chow does not have any interest in the Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chow is an independent non-executive director of Playmates Toys Limited, which is a subsidiary of Playmates Holdings Limited (HKEX stock code: 635), a company listed on the Main Board of the Hong Kong Stock Exchange, while Dr. Or (Chairman and Non-executive Director of the Company) is an independent non-executive director of Playmates Holdings Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow does not have any other relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Mr. Chow. According to the letter of appointment, Mr. Chow's directorship in the Company shall be for a term of two years commencing from 1 April 2022 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Chow prior thereto and in compliance with the Listing Rules. The directorship of Mr. Chow is also subject to retirement by rotation and re-election pursuant to the Articles. Mr. Chow is entitled to receive a director's fee of HK\$200,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Chow may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Mr. Chow is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Chow for the year ended 31 December 2021 amounted to HK\$200,000.

Save as disclosed above, there is no other information of Mr. Chow that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Chow's re-election.

NOTICE OF AGM



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**” or “**Meeting**”) of China Strategic Holdings Limited (the “**Company**”) will be held with a combination of an in-room meeting at Rooms 3206-3210, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via electronic facilities at 3:00 p.m. on Tuesday, 28 June 2022 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 December 2021.
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“THAT:

- 4.1 subject to paragraph 4.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 4.2 the approval in paragraph 4.1 above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power during or after the end of the Relevant Period (as hereinafter defined);

NOTICE OF AGM

- 4.3 the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 4.1 above, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing bonds, warrants, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or
 - (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company; or
 - (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company (the “**Articles**”) from time to time,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- 4.4 for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF AGM

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“THAT:

- 5.1 subject to paragraph 5.2 below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Hong Kong Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules, regulations and the requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the total number of shares of the Company which the Directors is authorised to buy back pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- 5.3 for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF AGM

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT** subject to the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of shares so bought back shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the said resolution.”

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

Hong Kong, 1 June 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the AGM” of this circular (of which this notice forms part), the Company strongly encourages shareholders to exercise their rights to attend and vote at the Meeting via electronic facilities, if a shareholder wishes to vote on any resolution at the AGM by proxy, he/she/it should complete the proxy form and is strongly encouraged to appoint the Chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. In order to be valid, you are requested to (a) deliver signed proxy form and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Articles of Association of the Company, to the Company’s share registrar and transfer office, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the proxy form electronically at <https://spot-emeeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy or submit the proxy form electronically shall not preclude a member of the Company from subsequently attending and voting at the Meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF AGM

5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it was solely entitled thereto, but if more than one of such joint holders be attending the Meeting or by proxy, that one of the said persons so attend whose name stands first on the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof. Only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint registered holders.
6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 June 2022.
7. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by a super typhoon announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify shareholders of the date, time and place of the adjourned AGM.
9. Owing to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders are advised to check the announcements published by the Company for any future updates on the AGM arrangements.
10. As at the date of this notice, the Board of Directors of the Company comprises one Non-executive Director, namely Dr. Or Ching Fai (Chairman); three Executive Directors, namely Mr. Sue Ka Lok (Chief Executive Officer), Mr. Chow Kam Wah and Mr. Chow Man Wai, Tony; and four Independent Non-executive Directors, namely Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander, Mr. Leung Hoi Ying and Mr. Lam Kin Fung, Jeffrey.

SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to shareholders to exercise their rights and to vote, but is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the AGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling shareholders to ask questions and vote. Details of the special arrangements for the AGM are set out below.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be a hybrid meeting using Tricor e-Meeting System, which allows shareholders to participate in the AGM online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the AGM.

The Company strongly encourages shareholders to attend, participate and vote at the AGM through online access by visiting the e-Meeting System provided by the Company's share registrar and transfer office, Tricor Standard Limited, instead of attending the AGM in person which may or may not be possible subject to restrictive measures on social distancing imposed by the Government from time to time. Physical attendance is not necessary for the purpose of exercising shareholder rights. Shareholders participating in the AGM using the e-Meeting System will also be counted towards the quorum and they will be able to view live streaming, submit questions and cast their votes through the e-Meeting System.

NOTICE OF AGM

The e-Meeting System permits a “split vote” on a resolution, in other words, a shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its shares in the same way (i.e. “**For**” or “**Against**”). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered shareholders and non-registered shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures.

Registered shareholders

Registered shareholders will be able to attend the AGM, view live streaming, submit questions and vote online through the e-Meeting System. Each registered shareholder’s personalised username and password will be sent to him/her/it under separate letter.

Registered shareholders who do not receive their personalised username or password by 3:00 p.m. on Monday, 27 June 2022 may contact Tricor Standard Limited for assistance at +852 2975 0928 between 9:00 a.m. to 5:00 p.m. (on a business day) or by email to emeeting@hk.tricorglobal.com.

Non-registered shareholders

Non-registered shareholders whose shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the AGM, view live streaming, submit questions and vote online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the AGM; and
- (ii) provide their email addresses to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company’s share registrar and transfer office, Tricor Standard Limited, to the email addresses of the non-registered shareholders provided by the Intermediary. Any non-registered shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3:00 p.m. on Monday, 27 June 2022 should reach out to Tricor Standard Limited for assistance at +852 2975 0928 between 9:00 a.m. to 5:00 p.m. (on a business day) or by email to emeeting@hk.tricorglobal.com. Without the login details, non-registered shareholders will not be able to attend the AGM, view live streaming, submit questions and vote online using the e-Meeting System. Non-registered shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

NOTICE OF AGM

Registered and non-registered shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE AGM

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the AGM. Shareholders can also send their questions by email from 9:00 a.m. on Wednesday, 1 June 2022 to 6:00 p.m. on Friday, 24 June 2022 to enquiries@cshldgs.com. The Board of Directors and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and may decide, at their discretion, which questions to respond to.

APPOINTMENT OF PROXY

Shareholders are encouraged to submit their completed proxy forms and appoint the Chairman of the AGM as their proxy well in advance of the AGM. Return of a completed proxy form will not preclude shareholders from subsequently attending and voting in person (subject to the Government's restrictive measures on social distancing as explained in the section below) or by means of electronic facilities at the AGM or any adjournment thereof should they so wish. Shareholders are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) to submit the proxy form electronically at <https://spot-emeeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Registered shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System.

GENERAL

Owing to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders are advised to check the announcements published by the Company for any future updates on the AGM arrangements.

For the health and safety of shareholders, the Company strongly encourages shareholders to consider attending the AGM via electronic facilities, or to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy, instead of attending the AGM in person which may or may not be possible subject to restrictive measures on social distancing imposed by the Government from time to time. Physical attendance is not necessary for the purpose of exercising shareholder rights. Completion and return of the proxy form will not preclude shareholders from subsequently attending and voting at the AGM or any adjourned meeting in person (subject to the Government's restrictive measures on social distancing) or via electronic facilities should they so wish, and in such event, the instrument of appointing the proxy shall be deemed to be revoked.