
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 that there are no other matters the omission of which would make any statement herein or this circular misleading.



華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 8089)

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
PROPOSED REFRESHMENT OF GENERAL SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 12:00 noon, on Wednesday, 28 June 2017 at 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong is set out on pages 18 to 22 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are encouraged to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company in Hong Kong, 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days and on the Company website at www.chinesestrategic.com from the date of its publication.

26 May 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITION

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong on Wednesday, 28 June 2017 at 12:00 noon for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice |
| “AGM Notice” | the notice for convening the AGM as set out from pages 18 to 22 of this circular |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company (as amended from time to time) |
| “Company” | Chinese Strategic Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the GEM |
| “Consolidated Share(s)” | ordinary Share(s) of HK\$0.01 each in the share capital of the Company upon the Share Consolidation becoming effective |
| “Director(s)” | the director(s) of the Company |
| “Eligible Participant(s)” | <ul style="list-style-type: none">(a) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of our subsidiaries or Invested Entity in which the Group holds an equity interest;(b) any non-executive Directors (including independent non-executive Directors) of the Company, any of our subsidiaries or any Invested Entity;(c) any supplier of goods or services to any member of the Group or any Invested Entity;(d) any customer of any member of the Group or any Invested Entity; |

DEFINITION

- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
 - (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
 - (g) any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any Invested Entity; and
 - (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group
- “Extension Mandate” a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the Issue Mandate shall be extended by the addition of the aggregate number of Shares repurchased under the Repurchase Mandate
- “GEM” the Growth Enterprise Market of the Stock Exchange
- “GEM Listing Rules” the Rules Governing the Listing of Securities on the GEM
- “General Scheme Limit” the maximum number of Shares which may be allotted and issued upon the exercise of all options which initially shall not in aggregate exceed 10% of the aggregate number of issued Shares as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the aggregate number of issued Shares as at the date of approval of the refreshed limit by the Shareholders
- “Group” collectively, the Company and its subsidiaries
- “Hong Kong” the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITION

| | |
|---------------------------|--|
| “Invested Entity” | any entity in which the Group holds any equity interest |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM |
| “Latest Practicable Date” | 23 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Offer Share(s)” | 574,391,712 new Shares to be allotted and issued pursuant to the Open Offer |
| “Open Offer” | the proposed issue of one (1) Offer Share for every two (2) existing Shares held on the Record Date at the subscription price of HK\$0.1 per Offer Share pursuant to the prospectus documents and as contemplated under the underwriting agreement in respect of the open offer |
| “Record Date” | Tuesday, 2 May 2017, being the date for the determination of the entitlements under the Open Offer |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares of a total amount not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time) |
| “Share(s)” | ordinary share(s) of HK\$0.001 each in the share capital of the Company |
| “Share Consolidation” | the proposed consolidation of every ten (10) issued and unissued Shares of HK\$0.001 each into one (1) Consolidated Share of HK\$0.01 each |
| “Share Option Scheme” | the share option scheme of the Company as adopted by the Shareholders on 2 April 2014 |

DEFINITION

| | |
|------------------|--|
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

LETTER FROM THE BOARD



華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 8089)

Executive Directors:

Mr. Lam Kwok Hing Wilfred *J.P* (Chairman)

Ms. Chan Shui Sheung Ivy

Mr. Mok Tsan San

Registered office in Bermuda:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Ms. Yuen Wai Man

Mr. Chow Fu Kit Edward

Head office and principal place

of business in Hong Kong:

2nd Floor, SBI Centre,

Nos. 54-58 Des Voeux Road Central,

Hong Kong

26 May 2017

To the shareholders, and for information only, the option holders of the Company,

Dear Sirs or Madams,

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
PROPOSED REFRESHMENT OF GENERAL SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM relating to, among others, (i) the re-election of retiring Directors; (ii) the Issue Mandate; (iii) the Repurchase Mandate; (iv) the Extension Mandate; and (v) the refreshment of the General Scheme Limit.

LETTER FROM THE BOARD

An explanatory statement containing all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the GEM Listing Rules is set out in Appendix II to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Lam Kwok Hing Wilfred and Mr. Mok Tsan San will retire as Directors by rotation and, being eligible, will offer themselves for re-election at the AGM in accordance with bye-law 87(1) of the Bye-Laws.

Ms. Yuen Wai Man (“**Ms. Yuen**”) would have served as independent non-executive Director for more than nine years in July 2017. Her further appointment is subject to a separate resolution to be approved by the Shareholders pursuant to the Code Provision A.4.3 of the Corporate Governance Code, Appendix 15 of the GEM Listing Rules. Ms. Yuen has not had any management role in the Company and its subsidiaries and has been providing annual confirmation of independence to the Company since her appointment. During her tenure of office, Ms. Yuen had given objective views to the Company and been able to fulfill all the requirements regarding her independence as independent non-executive Director. Having considered the factors affecting the independence of a non-executive director under the GEM Listing Rules, the Board is satisfied that Ms. Yuen remains independent and has the required integrity, experience and professional expertise to continue fulfilling the role of independent non-executive Director. The Board is of the view that Ms. Yuen should be proposed for re-election at the AGM.

Biographical details of Mr. Lam Kwok Hing Wilfred, Mr. Mok Tsan San and Ms. Yuen Wai Man are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 April 2016, ordinary resolutions were passed by the Shareholders on granting the existing general mandates to the Directors (i) to allot, issue and otherwise deal with further Shares representing up to 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution; (ii) to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution; and (iii) to extend the general mandate granted to the Directors to issue Shares by the addition of the aggregate number of Shares repurchased under the aforesaid mandate to repurchase Shares. Such mandates will expire at the conclusion of the AGM.

At the AGM, resolutions 4 to 6 in the AGM Notice will be proposed to renew such mandates. In this connection, approval of the Shareholders will be sought to grant to the Directors (i) the Issue Mandate; (ii) the Repurchase Mandate; and (iii) the Extension Mandate.

LETTER FROM THE BOARD

The Issue Mandate, the Repurchase Mandate and the Extension Mandate, if granted, will remain in effect during the period up to the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws or the revocation or variation of the mandates by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

As at the Latest Practicable Date, the aggregate number of issued Shares is 1,148,783,425. Subject to the passing of the relevant resolutions approving the Issue Mandate and the Repurchase Mandate and assuming that no further Shares are issued and/or repurchased by the Company prior to the AGM, the Directors would be allowed; (i) under the Issue Mandate to allot and issue up to a maximum of 229,756,685 Shares, representing 20% of the aggregate number of issued Shares as at the date of the AGM; and (ii) under the Repurchase Mandate to repurchase up to a maximum of 114,878,342 Shares, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

Assuming that (i) 574,391,712 Offer Shares are issued by way of Open Offer and (ii) the proposed Share Consolidation becomes effective, before the AGM, the Directors would be allowed; (i) under the Issue Mandate to allot and issue up to a maximum of 34,463,502 Consolidated Shares, representing 20% of the aggregate number of issued Shares as at the date of the AGM; and (ii) under the Repurchase Mandate to repurchase up to a maximum of 17,231,751 Consolidated Shares, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

The Board shall review the market situation from time to time and exercise the general mandate to issue Shares for fund raising activities if and when appropriate. The Board believes that the exercise of the general mandate to issue Shares is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility for the future business development of the Group.

With reference to the above-mentioned resolutions, all Directors wish to state that they have no present intention to repurchase any Shares pursuant to the relevant mandates but consider that the mandates will provide the Company flexibility to make such repurchase when appropriate and beneficial to the Company.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions of granting the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to grant to the Directors the Extension Mandate pursuant to which the Issue Mandate will be extended by the addition of the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL SCHEME LIMIT

The Board proposes to seek the approval of the Shareholders to refresh the General Scheme Limit. Under the existing limit of the Share Option Scheme, the Directors were authorized to grant options to subscribe for up to 67,581,400 Shares, representing 10% of the aggregate number of issued Shares as at the date of the special general meeting of the Company held on 2 April 2014.

During the period from 2 April 2014 to the Latest Practicable Date, a total of 38,460,000 share options have been granted to the Eligible Participants under the Share Option Scheme, representing approximately 56.9% of the existing General Scheme Limit. Details are set out in the following table:

| | As at the Latest Practical Date | |
|-------------|--|---|
| | Total number of share options | Approximate % of issued Shares |
| Granted | 38,460,000 | 3.35% |
| Exercised | 3,000,000 | 0.26% |
| Lapsed | – | – |
| Cancelled | – | – |
| Outstanding | 35,460,000 | 3.09% |

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, there are 35,460,000 share options granted but yet exercised were outstanding, representing approximately 3.09% of the aggregate number of issued Shares.

As at the Latest Practicable Date, the Company had an aggregate of 1,148,783,425 issued Shares and the remaining General Scheme Limit of 29,121,400 Shares represents only approximately 2.53% of the aggregate number of issued Shares.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected Eligible Participants as incentives or rewards for their contribution to the Group.

Pursuant to the Share Option Scheme and in compliance with Chapter 23 of the GEM Listing Rules, the Company may refresh the General Scheme Limit by ordinary resolution of the Shareholders at a general meeting provided that the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the general meeting. Any share options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the General Scheme Limit as refreshed.

LETTER FROM THE BOARD

Notwithstanding the foregoing, pursuant to the GEM Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the aggregate number of issued Shares from time to time. No share option shall be granted under any share option scheme(s) of the Company if this will result in the 30% limit being exceeded.

On the basis of 1,148,783,425 issued Shares as at the Latest Practicable Date and assuming that no Shares are issued or repurchased prior to the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the refreshed General Scheme Limit is 114,878,342 Shares, representing 10% of the aggregated number of issued Shares as at the Latest Practicable Date.

Assuming that (i) 574,391,712 Offer Shares are issued by way of Open Offer and (ii) the proposed Share Consolidation becomes effective, before the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the refreshed General Scheme Limit is 17,231,751 Consolidated Shares.

Conditions of the Refreshment of General Scheme Limit

The refreshment of the General Scheme Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the General Scheme Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme under the refreshed General Scheme Limit not exceeding 10% of the aggregate number of issued Shares as at the date of approval by the Shareholders.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the share options that may be granted under the refreshed General Scheme Limit.

ANNUAL GENERAL MEETING

At the AGM, resolutions will be proposed to approve, *inter alia*, the re-election of retiring Directors, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the refreshment of the General Scheme Limit.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on both the GEM website (www.hkgem.com) and the Company website (www.chinesestrategic.com). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be returned to the head office

LETTER FROM THE BOARD

and principal place of business of the Company in Hong Kong, 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power on authority, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in respect of the re-election of retiring Directors, the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the refreshment of the General Scheme Limit to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such ordinary resolutions at the AGM.

Yours faithfully
For and on behalf of the Board
Chinese Strategic Holdings Limited
Lam Kwok Hing Wilfred
Chairman and Executive Director

The biography of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Bye-laws and the GEM Listing Rules, are set out as follows:

MR. LAM KWOK HING WILFRED, EXECUTIVE DIRECTOR

Mr. Lam Kwok Hing Wilfred, J.P. (“**Mr. Lam**”), aged 57, was appointed as a non-executive Director on 2 September 2013 and has been re-designated as chairman of the Board and an executive Director with effect from 1 January 2014. He has also been appointed as members of the nomination committee and the remuneration committee of the Company, the authorized representative for accepting service of process and notices in Hong Kong on behalf of the Company as required pursuant to Rule 5.24 of the GEM Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and compliance officer of the Company, all with effect from 8 January 2014. Mr. Lam was the joint company secretary of the Company from February 2014 to June 2016 and is currently the director of certain subsidiaries of the Company.

Mr. Lam is an executive director (re-designated from an executive director to a non-executive director on 1 July 2015 and from a non-executive director to an executive director on 12 April 2017) of Hong Kong Resources Holdings Company Limited (stock code: 2882) and a non-executive director of The Hong Kong Building and Loan Agency Limited (stock code: 145), both companies listed on the Main Board of the Stock Exchange.

Mr. Lam was initially appointed as an independent non-executive director of National Arts Entertainment and Culture Group Limited (stock code: 8228), a company listed on the GEM of the Stock Exchange, on 13 May 2009 and he resigned from his final positions of vice chairman and non-executive director on 11 July 2014. Mr. Lam was a chairman and an executive director of Lamtex Holdings Limited (formerly known as China New Energy Power Group Limited) (stock code: 1041), a company listed on the Main Board of the Stock Exchange from June 2015 to March 2016, and then was appointed as a consultant thereafter and its term expired on 13 March 2017. He was also an independent non-executive director of China Ever Grand Financial Leasing Group Co., Ltd (formerly known as PME Group Limited) (stock code: 379), a company listed on the Main Board of the Stock Exchange from 14 April 2011 to 30 December 2014.

Mr. Lam is a Justice of Peace of the Hong Kong Special Administrative Region and was awarded the Queen’s Badge of Honour in January 1997. He holds a bachelor degree of Law with honours from The University of Hong Kong. He is a practising solicitor in Hong Kong and is a consultant lawyer of WT Law Offices and Lam, Lee & Lai Solicitors & Notaries. He also holds a professional qualification of Estate Agent’s (Individual) License in Hong Kong.

Mr. Lam has entered into an appointment letter with the Company with effect from 1 January 2014. He is entitled to a monthly emolument of HK\$160,000 on 13-month basis which was determined by the board of directors of the Company with reference to his duties and responsibilities and the prevailing market conditions. Mr. Lam is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws.

Save as disclosed above, Mr. Lam has not previously held any position with the Company or any of its subsidiaries; has not been a director in any other listed company in Hong Kong or overseas in the past three years; and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date, Mr. Lam had the following interest in the shares and underlying shares of the Company within the meaning of Part XV of the SFO:

| Personal Interest | Approximate percentage of shareholding |
|--------------------------|---|
| 3,000,000 shares | 0.26% |

Save as disclosed above, there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. MOK TSAN SAN, EXECUTIVE DIRECTOR

Mr. Mok Tsan San (“**Mr. Mok**”), aged 46, was appointed as an executive Director on 12 August 2014. Mr. Mok is the managing director of Capital Union Investments Limited, a direct investment firm with a portfolio in Greater China and overseas. He is also currently a non-executive director of Casablanca Group Limited (stock code: 2223), a company listed on the Main Board of the Stock Exchange, since 9 April 2015. Mr. Mok was an executive director of Chinese Food and Beverage Group Limited (stock code: 8272), a company listed on the GEM of the Stock Exchange during the period from April 2014 to December 2016. He was also an executive director of Hin Sang Group (International) Holding Co., Ltd. (stock code: 6893) during the period from 1 May 2015 to 29 September 2015 and a non-executive director of Newtree Group Holdings Limited (stock code: 1323) during the period from 27 August 2014 to 28 February 2016, both companies listed on the Main Board of the Stock Exchange.

With over 14 years of solid experiences in fund raising and investment syndication in a number of ventures, he has helped, funded, and/or personally invested in and advised in a number of other Silicon Valley companies in Hong Kong, including but not limited to Facebook Inc. and Proteus Digital Health. Mr. Mok began his career in Babtie Asia Limited (now Jacobs Engineering Group Inc.), an international civil engineering consulting firm as an engineer. He holds a Bachelor of Science degree in Civil Engineering from Ohio State University.

Mr. Mok has entered into an appointment letter with the Company with effect from 12 August 2014. He is entitled to a monthly emolument of HK\$77,000 on 13-month basis, which was determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Mok is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Mr. Mok has not previously held any position with the Company or any of its subsidiaries; has not been a director in any other listed company in Hong Kong or overseas in the past three years; and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date, Mr. Mok had the following interest in the shares and underlying shares of the Company within the meaning of Part XV of the SFO:

| Personal Interest | Approximate percentage of shareholding |
|--------------------------|---|
| 3,000,000 shares | 0.26% |

Save as disclosed above, there are no other matters concerning Mr. Mok that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MS. YUEN WAI MAN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Yuen Wai Man (“**Ms. Yuen**”), aged 45, was appointed as an independent non-executive Director on 4 July 2008. She was also appointed as the chairmen of the audit and remuneration committees of the Company and a member of nomination committee of the Company since 4 July 2008. She graduated from The University of Hong Kong with a degree in Business Administration in 1994. She is the fellow member of The Association of Chartered Certified Accountants, fellow member of The Hong Kong Institute of Certified Public Accountants and overseas member of The Chinese Institute of Certified Public Accountants. Ms. Yuen has worked in accounting and auditing area for over 22 years. She is an independent non-executive director of The Hong Kong Building and Loan Agency Limited (stock code: 145), a company listed on the Main Board of the Stock Exchange, since 1 November 2012 and China Eco-Farming Limited (stock code: 8166), a company listed on the GEM of the Stock Exchange, since 1 September 2016. Ms. Yuen was an independent non-executive director of Trillion Grand Corporate Company Limited (formerly known as Tai Shing International (Holdings) Limited) (stock code: 8103), a company listed on the GEM of the Stock Exchange, from 3 April 2014 to 29 December 2014.

Ms. Yuen has entered into an appointment letter with the Company for a specific term from 1 January 2017 to 31 December 2017. Ms. Yuen is entitled to a monthly emolument of HK\$27,600 which is determined by the board of directors of the Company with reference to her position, level of responsibilities, the expected time commitment to the Company’s affairs, the remuneration policy of the Company and the prevailing market conditions. Ms. Yuen is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws.

Save as disclosed above, Ms. Yuen has not previously held any position with the Company or any of its subsidiaries; has not been a director in any other listed company in Hong Kong or overseas in the past three years; and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date, Ms. Yuen has no interest in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Yuen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. REGULATIONS OF THE GEM LISTING RULES

(a) Source of funds

Any repurchases must be funded out of funds legally available for the purpose and in accordance with the Bye-laws, the applicable laws of Bermuda and the GEM Listing Rules. The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

(b) Connected parties

Under the GEM Listing Rules, a company shall not knowingly repurchasing Shares from a connected person (as defined under the GEM Listing Rules) and a connected person shall not knowingly sell his or her Shares to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate number of issued Shares is 1,148,783,425.

Subject to the passing of the resolution in relation to the Repurchase Mandate at the AGM and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 114,878,342 Shares equivalent to 10% of the aggregate number of issued Shares as at the AGM during the period up to the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

Assuming that the Open Offer is completed and Share Consolidation is approved by Shareholders at the special general meeting of the Company and that no further Shares will be issued or repurchased by the Company prior to the AGM, the Repurchase Mandate will be adjusted from 114,878,342 Shares to 17,231,751 Consolidated Shares.

3. REASONS FOR REPURCHASE

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Pursuant to the Repurchase Mandate, repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Bye-laws and the applicable laws of Bermuda for the purpose.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016 in the event that the Repurchase Mandate is exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as this would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and the applicable laws of Bermuda.

As at the Latest Practicable Date, to the best of the knowledge of the Directors who have made all reasonable enquires, none of the Directors or their close associates (as defined under the GEM Listing Rules) has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the proposal is approved by the Shareholders.

7. THE CODES ON TAKEOVERS AND MERGERS AND SHARE BUY-BACKS

If as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

On the basis that the aggregate number of issued Shares remains unchanged and no Shares are repurchased prior and on the date of the AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such extent as to result in the number of shares of the Company which are in the hands of the public falling below the prescribed minimum as required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

As at the Latest Practicable Date, no connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the past twelve months were as follows:

| | Share Prices | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2016 | | |
| May | 0.710 | 0.530 |
| June | 0.630 | 0.520 |
| July | 0.580 | 0.480 |
| August | 0.540 | 0.410 |
| September | 0.450 | 0.330 |
| October | 0.365 | 0.226 |
| November | 0.265 | 0.220 |
| December | 0.237 | 0.200 |
| 2017 | | |
| January | 0.241 | 0.160 |
| February | 0.215 | 0.163 |
| March | 0.189 | 0.150 |
| April | 0.158 | 0.095 |
| May (up to the Latest Practicable Date) | 0.118 | 0.092 |

NOTICE OF ANNUAL GENERAL MEETING



華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 8089)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Chinese Strategic Holdings Limited (the “**Company**”) will be held at 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong, at 12:00 noon on Wednesday, 28 June 2017 (the “**Meeting**”) to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions as ordinary business.

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2016;
2. To re-elect retiring directors and to authorise the board of directors to fix their remuneration;
3. To re-appoint Asian Alliance (HK) CPA Limited (formerly known as ZHONGLEI (HK) CPA Company Limited) as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (b) and (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares issued, allotted or dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option which may be granted under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (“**Bye-laws**”) in force from time to time; or (iv) any specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting; or (v) the exercise of any subscription rights attached to any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for and/or are convertible into shares of the Company, shall not exceed the aggregate of:

- (i) 20% of the aggregate number of issued shares of the Company on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the number of any share(s) of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 applicable to the Company);

5. “**THAT:**

- (a) subject to paragraph (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its issued shares, subject to and in accordance with all applicable laws and rules and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market on The Stock Exchange of Hong Kong Limited as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its issued shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws and the applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution”; and

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6. “**THAT** condition upon the resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to or in accordance with the authority granted under resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company at the date of passing this resolution”.
7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited of, the listing of and permission to deal in, the shares (the “**Shares**”) of the Company to be issued pursuant to the exercise of options granted under the refreshed general scheme limit (the “**General Scheme Limit**”) under the share option scheme adopted by an ordinary resolution of the Shareholders passed on 2 April 2014 in the manner as set out in paragraph (a) of this Resolution below,
- (a) the refreshment of the General Scheme Limit of up to 10% of the aggregate number of issued Shares as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under deal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

For and on behalf of the Board
Chinese Strategic Holdings Limited
Lam Kwok Hing Wilfred
Chairman and Executive Director

Hong Kong, 26 May 2017

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
2nd Floor, SBI Centre,
Nos. 54-58 Des Voeux Road Central,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the Bye-laws, to vote on his/her behalf. A proxy needs not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the head office and principal place of business of the Company in Hong Kong, 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. For ascertaining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 22 June 2017 to Wednesday, 28 June 2017, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 21 June 2017.
5. In the case of joint holders of Shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website www.chinesestrategic.com and the "Latest Company Announcements" page of the GEM website to notify Shareholders of the date, time and place of the rescheduled Meeting.

As at the date hereof, the Company's executive Directors are Mr. Lam Kwok Hing Wilfred, *J.P.* (*Chairman*), Ms. Chan Shui Sheung Ivy and Mr. Mok Tsan San; and the independent non-executive Directors are Ms. Yuen Wai Man and Mr. Chow Fu Kit Edward.