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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 advisers.

If you have sold or transferred all your shares in Chinese Strategic Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the 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.

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華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 8089)

**(I) PROPOSED SHARE CONSOLIDATION;
(II) CHANGE OF BOARD LOT SIZE;
AND
(III) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 2nd Floor, SBI Centre, Nos. 54-58 Des Voeux Road Central, Hong Kong on Monday, 26 June 2017 at 11:00 a.m. is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested 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, at 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 the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the Growth Enterprise Market website at www.hkgem.com for at least 7 days and the Company website at www.chinesestrategic.com from the date of its publication.

7 June 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	6
NOTICE OF SGM	SGM-1

DEFINITIONS

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

“Announcements”	the announcements of the Company dated 10 April 2017, 12 April 2017, 21 April 2017, 2 May 2017, 19 May 2017 and 26 May 2017 in relation to, among other things, the proposed Open Offer, the proposed Share Consolidation and the change of board lot size
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Chinese Strategic Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on 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
“Convertible Bonds”	the convertible bonds of the Company in the principal amount of HK\$120,000,000 to be issued by the Company upon the exercise of the exchange right under the Exchangeable Note by the holder thereof
“Director(s)”	the director(s) of the Company
“Exchangeable Note”	the exchangeable note expiring on 30 June 2017 (or such later date as agreed by the parties thereof) issued by the Company which are convertible into the Convertible Bonds upon exercise of the exchange right attaching thereto
“GEM”	the Growth Enterprise Market of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	collectively, the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	7 April 2017, being the last trading day prior to the execution of the Underwriting Agreement
“Latest Practicable Date”	5 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Friday, 16 June 2017 or such later time or date as may be agreed between the Company and the Underwriter in writing as the latest time for acceptance of, and payment for, the Offer Shares as described in the Prospectus
“Latest Time for Termination”	4:00 p.m. on Monday, 19 June 2017 or such later time or date as may be agreed between the Company and the Underwriter, being the next Business Day after the Latest Time for Acceptance
“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 HK\$0.1 per Offer Share pursuant to the prospectus documents and as contemplated under the Underwriting Agreement
“Outstanding Options”	the share options granted by the Company under the Share Option Scheme which entitle the holders thereof to subscribe for up to an aggregate 35,460,000 Shares as at the Latest Practicable Date
“Prospectus”	the prospectus of the Company dated 2 June 2017 in relation to the Open Offer

DEFINITIONS

“Record Date”	Tuesday, 2 May 2017, being the date for the determination of the entitlements under the Open Offer
“SGM”	the special general meeting of the Company to be convened and held on Monday, 26 June 2017 to approve, among other things, the Share Consolidation
“Share(s)”	ordinary share(s) of a par value of HK\$0.001 each in the share capital of the Company before the Share Consolidation becomes effective
“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
“Shareholder(s)”	holder(s) of the Share(s) or Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Underwriting Agreement”	the underwriting agreement dated 10 April 2017 (as revised and supplemented by supplemental underwriting agreements dated 2 May 2017, 19 May 2017 and 26 May 2017) in relation to the underwriting arrangement in respect of the Open Offer
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable of the proposed Open Offer, the proposed Share Consolidation and the change of board lot size is as follows:

Latest Time for Acceptance and payment for the Offer Shares	4:00 p.m. on Friday, 16 June 2017
Latest Time for Termination of the Underwriting Agreement	4:00 p.m. on Monday, 19 June 2017
Announcement of results of the Open Offer to be published on the Stock Exchange's website and the Company's website	Friday, 23 June 2017
Latest time for lodging forms of proxy for the SGM	11:00 a.m. on Saturday, 24 June 2017
Despatch of Share certificates for the Offer Shares	Monday, 26 June 2017
Despatch of refund cheques for wholly or partially unsuccessful applications for excess Offer Shares; or if the Open Offer is terminated	Monday, 26 June 2017
Date and time of the SGM	11:00 a.m. on Monday, 26 June 2017
Announcement of voting results of the SGM	Monday, 26 June 2017
Dealings in the Offer Shares expected to commence	9:00 a.m. on Tuesday, 27 June 2017
Effective date of the Share Consolidation	Tuesday, 27 June 2017
Original counter for trading in the existing Shares in old board lots of 2,000 Shares each temporarily closes	9:00 a.m. on Tuesday, 27 June 2017
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing Share certificates) opens	9:00 a.m. on Tuesday, 27 June 2017
First day of free exchange of existing Share certificates for the existing Shares into new share certificates for the Consolidated Shares	Tuesday, 27 June 2017

EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in new board lots of 1,800 Consolidated Shares each (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Tuesday, 11 July 2017
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing Share certificates) commences	9:00 a.m. on Tuesday, 11 July 2017
Designated broker starts to stand in the market to provide matching services	9:00 a.m. on Tuesday, 11 July 2017
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing Share certificates) closes	4:00 p.m. on Monday, 31 July 2017
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing Share certificates) ends	4:00 p.m. on Monday, 31 July 2017
Last day for the designated broker to stand in the market to provide matching services	4:00 p.m. on Monday, 31 July 2017
Last day of free exchange of existing Share certificates for the new share certificates	Wednesday, 2 August 2017

All times and dates specified in this circular refer to Hong Kong local times. Dates stated in this circular for events mentioned in the expected timetable are indicative only and may be extended or varied. Any changes to the expected timetable will be announced as and when appropriate in accordance with the GEM Listing Rules.

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:

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

7 June 2017

*To the Shareholders and for information only,
holders of options and Exchangeable Note of the Company*

Dear Sir/Madam,

**(I) PROPOSED SHARE CONSOLIDATION;
(II) CHANGE OF BOARD LOT SIZE;
AND
(III) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

References are made to the Announcements and the Prospectus in relation to, among other things, the proposed Open Offer, the proposed Share Consolidation and the change of board lot size.

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed Share Consolidation; (ii) further details of the change of board lot size; and (iii) the notice of the SGM.

LETTER FROM THE BOARD

(I) Proposed Share Consolidation

The Company proposes that conditional upon and immediately after completion of the Open Offer, the Company will implement the Share Consolidation on the basis that every ten (10) Shares of HK\$0.001 each in the issued and unissued capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.01 each.

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the SGM for approving the Share Consolidation;
- (b) the completion of the Open Offer; and
- (c) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company amounts to HK\$100,000,000 divided into 100,000,000,000 Shares, of which 1,148,783,425 Shares have been allotted and issued as fully paid or credited as fully paid. Assuming there is no change in the total number of Shares in issue from the Latest Practicable Date up to the date of completion of the Open Offer, upon completion of the Open Offer with the issue of 574,391,712 Offer Shares and the Share Consolidation, the authorised share capital of the Company will become HK\$100,000,000 divided into 10,000,000,000 Consolidated Shares, of which 172,317,513 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

As at the Latest Practicable Date, none of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Odd lots arrangement

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed FT Securities Limited to provide matching services for the sale and purchase of odd lots of the Consolidated Shares on a best effort basis for the period from 9:00 a.m. on Tuesday, 11 July 2017 to 4:00 p.m. on Monday, 31 July 2017 (both dates inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares may contact Mr. Simon Chan of FT Securities Limited at 22/F, Fortis Tower, 77-79 Gloucester Road, Wan Chai, Hong Kong (telephone number: (852) 3103 0531 and facsimile number: (852) 2110 1282) during the office hours in the aforesaid period. Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates and trading arrangement

Subject to the Share Consolidation becoming effective, Shareholders can submit their existing Share certificates for the Shares to the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in exchange for the new share certificates for the Consolidated Shares free of charge between 9:00 a.m. and 4:00 p.m. on any Business Day from Tuesday, 27 June 2017 to Wednesday, 2 August 2017 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing Share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Consolidated Shares will be available for collection within a period of ten (10) Business Days after the submission of the existing Share certificates for the Shares to Union Registrars Limited for exchange.

LETTER FROM THE BOARD

Subject to the Share Consolidation becoming effective, the existing Share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Monday, 31 July 2017 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing Share certificates will continue to be good evidence of legal title to the Consolidated Shares on the basis of ten (10) Shares for one (1) Consolidated Share. The new share certificates will be pink in colour so as to be distinguished from the existing Share certificates which are yellow in colour.

Adjustments in relation to the Outstanding Options and the Exchangeable Note

As at the Latest Practicable Date, there are (i) Outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 35,460,000 Shares; and (ii) Exchangeable Note which could be exchanged into the Convertible Bonds and could be further converted into a maximum of 240,000,000 Shares. The proposed Share Consolidation may cause adjustments to the exercise price of the Outstanding Options and/or the number of Consolidated Shares to be allotted and issued upon exercise of the Outstanding Options. The Company will make further announcement in respect of such adjustments as and when appropriate.

As at the Latest Practicable Date, save for the above, the Company has no outstanding convertible securities options or warrants in issue which confer any rights to subscribe for, convert or exchange into, any Shares or Consolidated Shares.

(II) Change of Board Lot Size

The Company proposes to change the board lot size for trading in the Shares on the Stock Exchange from 2,000 Shares (or 200 Consolidated Shares upon the Share Consolidation becoming effective) to 1,800 Consolidated Shares after and conditional upon the Share Consolidation becoming effective.

Based on the theoretical ex-entitlement price of approximately HK\$0.133 per Share (equivalent to approximately HK\$1.33 per Consolidated Share) as at the Last Trading Day, the value of each board lot of 1,800 Consolidated Shares, assuming the Share Consolidation had already been effective, would be approximately HK\$2,394.

REASONS FOR AND BENEFITS OF THE SHARE CONSOLIDATION AND THE CHANGE OF BOARD LOT SIZE

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are property investments, securities trading and loan financing.

On 10 April 2017, the Company proposed to raise not less than approximately HK\$57,439,171 and not more than approximately HK\$71,212,171, before expenses, by way of the Open Offer, by issuing not less than 574,391,712 Offer Shares and not more than 712,121,712 offer shares at the subscription price of HK\$0.1 per Offer Share on the basis of

LETTER FROM THE BOARD

one (1) Offer Share for every two (2) existing Shares held by the qualifying Shareholders on the Record Date. Based on the closing price of HK\$0.149 per Share as quoted on the Stock Exchange on the Last Trading Day, the theoretical ex-entitlement price would be approximately HK\$0.133 per Share.

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities.

In view of the potential extremity of the price of the Shares following the completion of the Open Offer, the Board proposes to implement the Share Consolidation. The Share Consolidation will increase the nominal value of the Consolidated Shares of the Company. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on GEM and enable the Company to comply with the trading requirements under the GEM Listing Rules. Accordingly, the Board therefore believes that the Share Consolidation is in the interests of the Company and its Shareholders as a whole.

Conditional upon the Share Consolidation becoming effective, the Company also proposed to change the board lot size from 200 Consolidated Shares to 1,800 Consolidated Shares.

In considering the size of the new board lot, the Company had taken into account the potential odd lots of Shares/Consolidated Shares that may be created as a result of the proposed Open Offer and the proposed Share Consolidation. In balancing the interest of (i) the participating Shareholders who will hold 3,000 Shares for every board lot of 2,000 Shares they hold on the Record Date; and (ii) the non-participating Shareholders who will continue to hold 2,000 Shares for every board lot of 2,000 Shares they hold on the Record Date, the Company proposed to change the board lot size from 2,000 Shares per board lot to the least common multiple of 2,000 Shares and 3,000 Shares, subject to the minimum board lot value of HK\$2,000 as required under the GEM Listing Rules. Based on the above and taking into account the effect of the proposed Share Consolidation, the Company is of the view that new board lot size of 1,800 Consolidated Shares will minimise the creation of odd lots while meeting the requirement of the GEM Listing Rules.

Reference is made to the announcement of the Company dated 10 April 2017 in relation to, among other things, the change of board lot size. As stated in such announcement, based on the theoretical ex-entitlement price of approximately HK\$0.133 per Share (equivalent to approximately HK\$1.33 per Consolidated Share) as at the Last Trading Day, the value of each board lot of 1,800 Consolidated Shares, assuming the Share Consolidation had already been effective, would be approximately HK\$2,394 which is greater than minimum board lot value of HK\$2,000 as required under the GEM Listing Rules. Subsequent to the date of the abovementioned announcement, the Board has noted a decrease in the share price. Based on the closing price of HK\$0.095 per Share (equivalent to approximately HK\$0.95 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of 1,800 Consolidated Shares, assuming the Share Consolidation had already been effective, would be close to the minimum board lot value of HK\$2,000.

LETTER FROM THE BOARD

Based on the above, the Directors are of the opinion that the Share Consolidation and the change of board lot size are in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, save for the proposed Open Offer, the proposed Share Consolidation and the change of board lot size, the Company does not have any concrete or initial intention or plan on any other corporate actions and/or equity fundraising activities in the next twelve months that may affect the trading of the Company's Shares. In the event where the Company is required to conduct any corporate actions pursuant to the Rule 17.76 of the GEM Listing Rules, the Company will make further announcement(s) as and when appropriate in accordance with the GEM Listing Rules.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or controlling Shareholders or any of their respective close associates (as defined under the GEM Listing Rules) have any business or interest which competes or may compete with the business of the Group or may have any other conflict of interest with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

SGM

The SGM will be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation.

To the best of the knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolution regarding the Share Consolidation at the SGM.

A notice convening the SGM is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested 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, at 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 the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Board is of the view that the proposed Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the proposed Share Consolidation.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

By Order of the Board
Chinese Strategic Holdings Limited
Lam Kwok Hing Wilfred
Chairman and Executive Director

NOTICE OF SGM



華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 8089)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**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 on Monday, 26 June 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“THAT:

subject to the satisfaction of the conditions set out in the section headed “Conditions of the Share Consolidation” in “LETTER FROM THE BOARD” of the circular to shareholders of the Company dated 7 June 2017 with effect from 27 June 2017:

- (a) every ten (10) issued and unissued ordinary shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) share of HK\$0.01 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
- (b) all of the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards to dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
- (c) fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
- (d) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to foregoing arrangements for the Share Consolidation.”

By Order of the Board
Chinese Strategic Holdings Limited
Lam Kwok Hing Wilfred
Chairman and Executive Director

Hong Kong, 7 June 2017

NOTICE OF SGM

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

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 of the Company, 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 of the Company 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. In the case of joint holders of shares of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares of the Company 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 of the Company shall alone be entitled to vote in respect thereof.
5. 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 at www.chinesestrategic.com and the “Latest Company Announcements” page of the GEM website at www.hkgem.com to notify shareholders of the Company 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.