

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

IMPORTANT

重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR ABOUT ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀、持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 16 JUNE 2017.

本申請表格具有價值，但不可轉讓，並僅供下文列名之合資格股東使用。二零一七年六月十六日（星期五）下午四時正後不得提出申請。

Reference is made to the prospectus (the “Prospectus”) issued by Chinese Strategic Holdings Limited (the “Company”) dated 2 June 2017 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述華人策略控股有限公司（「本公司」）就公開發售而刊發日期為二零一七年六月二日之發售章程（「發售章程」）。除文義另有所指外，本申請表格所用詞彙與發售章程所界定者具有相同涵義。

Dealings in the Shares of the Company may be settled through the Central Clearing and Settlement System (“CCASS”) and you should consult your stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可以透過中央結算及交收系統（「中央結算系統」）進行交收，閣下應諮詢閣下之股票經紀、持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

A copy each of the Prospectus Documents and the written consent referred to in the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

章程文件及發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述書面同意書，已根據香港法例第32章公司（清盤及雜項條文）條例第342C條之規定向香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer 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 Offer 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 settlement day thereafter. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣以及遵守香港結算之股份收納規定後，發售股份將獲香港結算接納為合資格證券，自發售股份開始在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行之交易，須於交易後第二個交收日在中央結算系統進行交收。所有在中央結算系統進行之活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

It should be noted that the Shares have been dealt in on an ex-entitlement basis commencing from Monday, 24 April, 2017 and that dealings in Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Open Offer is subject are fulfilled (which is expected to be at or before 4:00 p.m., on Monday, 19 June 2017) will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

務請注意，股份由二零一七年四月二十四日（星期一）起按除權基準進行買賣，而股份買賣或會在包銷協議條件尚待達成之情況下進行。因此，任何股東或其他於公開發售全部有待達成之條件獲達成當日（預期為二零一七年六月十九日（星期一）下午四時正或之前）為止買賣股份之人士，將承擔公開發售可能不會成為無條件或不會繼續進行之風險。任何股東或其他擬出售或購買股份之人士如對其情況有任何疑問，應諮詢其專業顧問之意見。



華人策略控股有限公司

Chinese Strategic Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 8089)
(股份代號: 8089)

Hong Kong branch
share registrar:
Union Registrars Limited
Suites 3301-04, 33/F.,
Two Chinachem Exchange
Square,
338 King's Road, North Point,
Hong Kong

香港股份過戶登記分處：
聯合證券登記有限公司
香港北角英皇道338號
華懋交易廣場2期
33樓3301-04室

**OPEN OFFER OF 574,391,712 OFFER SHARES ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE**
按於記錄日期每持有兩(2)股現有股份
獲發一(1)股發售股份之基準進行公開發售574,391,712股發售股份
**PAYABLE IN FULL ON ACCEPTANCE BY
NOT LATER THAN 4:00 P.M. ON FRIDAY, 16 JUNE 2017**
股款須不遲於二零一七年六月十六日(星期五)下午四時正接納時繳足

Registered office:
註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of
business in
Hong Kong:
2nd Floor
SBI Centre
Nos. 54-58 Des Voeux
Road Central
Hong Kong

香港主要營業地點：
香港
中環德輔道中54-58號
軟庫中心
2樓

**APPLICATION FORM
申請表格**

2 June 2017
二零一七年六月二日

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

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Number of Shares registered in your name on Tuesday, 2 May 2017
於二零一七年五月二日(星期二)以閣下名義登記之股份數目

Box A 甲欄	
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Number of Offer Shares in your assured allotment, subject to payment in full on
application by not later than 4:00 p.m. on Friday, 16 June 2017
閣下獲保證配發之發售股份數目(惟須不遲於二零一七年六月十六日(星期五)
下午四時正於申請時繳足)

Box B 乙欄	
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Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C 丙欄	HK\$ 港幣
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Application can only be made by the Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of
remittance enclosed (calculated as number of Offer Shares applied for multiplied by
HK\$0.1)

認購申請僅可由上文列名之合資格股東作出。
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股
份數目乘以港幣0.1元計算)

Number of Offer Shares applied for
申請認購之發售股份數目

Box D 丁欄	Remittance enclosed 隨附股款 HK\$ 港幣
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You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on Tuesday, 2 May 2017.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列 閣下獲保證配發之任何發售股份數目。在發售章程及本申請表格所述者規限下，有關發售建議乃按每持有兩 (2) 股現有股份獲配發一 (1) 股發售股份的基準，向於二零一七年五月二日 (星期二) 名列本公司股東名冊並為合資格股東之股東作出。

If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (“EAF”), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the separate EAF, and lodge the form(s) together with the appropriate remittance for the full amount payable in respect of the Offer Shares and/or excess Offer Shares applied for with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by not later than 4:00 p.m. on Friday, 16 June 2017. All remittance(s) for application of Offer Shares must be by cheques or banker’s cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**Chinese Strategic Holdings Limited – Open Offer Account**” for Offer Shares under assured allotment; and/or made payable to “**Chinese Strategic Holdings Limited – Excess Application Account**” for excess Offer Shares, and crossed “**ACCOUNT PAYEE ONLY**” and comply with the procedures set out in the page hereafter.

倘 閣下欲申請認購多於上文乙欄所列 閣下獲保證配發之有關發售股份數目 (即額外發售股份)，則 閣下亦應另行填寫額外申請表格 (「額外申請表格」)，並連同認購額外發售股份之全數應繳款項獨立交回。倘 閣下欲申請認購任何發售股份及／或額外發售股份，則應填妥及簽署本申請表格及／或另行填妥及簽署額外申請表格，並將有關表格連同申請認購發售股份及／或額外發售股份之全數應繳款項之適當股款，在不遲於二零一七年六月十六日 (星期五) 下午四時正前送達本公司之香港股份過戶登記分處，聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有申請認購發售股份之股款必須以港元支票或銀行本票支付。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並須註明抬頭人為「**Chinese Strategic Holdings Limited – Open Offer Account**」(就保證配發項下之發售股份而言)；及／或須註明抬頭人為「**Chinese Strategic Holdings Limited – Excess Application Account**」(就額外發售股份而言)，及以「**只准入抬頭人賬戶**」方式劃線開出，並須符合後頁所載手續。

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

本申請表格所述之所有日期或限期均指香港本地時間。

CONDITIONS

1. Subject as mentioned in the Prospectus and the Application Form, the assured allotment set out in Box B of this Application Form is made to the Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares in issue held on Tuesday, 2 May 2017. No Excluded Shareholder (if any) is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued in respect of any Application Form and/or the EAF or of any sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first-named allottee by ordinary post, at their own risk, at the address stated on the Application Form and/or EAF on or before Monday, 26 June 2017.
3. Completion of this Application Form and/or the EAF will constitute an instruction and authority by the applicant(s) to the Company and/or Union Registrars Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form and/or the EAF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name(s) of the applicant(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares and/or excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/it/them to be registered as the holder(s) of the Offer Shares and/or excess Offer Shares which he/she/it/they has/have applied for subject to the memorandum of association and bye-laws of the Company.
5. Completion and lodgment of this Application Form and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares and/or excess Offer Shares accepted will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form and/or EAF is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form and/or the EAF is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares and/or excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares and/or excess Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form and/or the EAF in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares and/or excess Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares and/or excess Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and lodgment of the Application Form and/or EAF will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares and/or excess Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form and/or EAF shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.1). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this Application Form, i.e. the excess Offer Shares, you should use the separate EAF and enter in the appropriate space provided in the EAF the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.1). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This Application Form and/or EAF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged to the Company's branch share registrar and transfer office 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 Friday, 16 June 2017. All remittance(s) must be made by cheques or banker's cashier orders in Hong Kong dollars. Cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "**Chinese Strategic Holdings Limited – Open Offer Account**" for Offer Shares under assured allotment, and/or "**Chinese Strategic Holdings Limited – Excess Application Account**" for excess Offer Shares, and crossed "**ACCOUNT PAYEE ONLY**". Unless this Application Form and/or the EAF, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the EAF has/have been received by 4:00 p.m. on Friday, 16 June 2017, your right to apply for the Offer Shares and/or excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled. Share certificates for the Offer Shares (including the excess Offer Shares) are expected to be posted by ordinary post to you on or before Monday, 26 June 2017 at your own risk. You will receive one share certificate for all fully-paid Offer Shares (including the excess Offer Shares) allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement if:

- (i) in the absolute opinion of any of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (ii) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (iii) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (v) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not *ejusdem generis* with any of the foregoing; or
- (vi) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or

- (vii) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than twenty (20) consecutive Business Days otherwise than due to or in connection with or in relation to the Underwriting Agreement and/or the Open Offer and excluding any suspension in connection with the clearance of the Prospectus or other matters in connection with the Underwriting Agreement and/or the Open Offer; or
- (viii) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer.

The Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to rescind the Underwriting Agreement if:

- (i) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any Specified Event comes to the knowledge of the Underwriter.

In the event that the Underwriter terminates/rescinds the Underwriting Agreement in accordance with the terms above, all obligations of each of the parties under the Underwriting Agreement shall cease and no party to the Underwriting Agreement shall have any claim against any other party to the Underwriting Agreement for costs, damages, compensation or otherwise save for any antecedent breaches.

EFFECT OF BAD WEATHER UPON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above or a "black" rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 16 June 2017. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 16 June 2017. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Friday, 16 June 2017, the dates mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. In such event, the Company will notify the Shareholders by way of announcement on any change to the expected timetable as soon as practicable.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares and/or excess Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in such event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully-paid, will rank *pari passu* with the Shares then in issue in all respects. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES AND REFUND CHEQUES FOR OFFER SHARES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares (including the excess Offer Shares) are expected to be posted on or before Monday, 26 June 2017 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares and/or excess Offer Shares by ordinary post at their own risks. Refund cheques in respect of the monies received for the acceptance of the Offer Shares and/or excess Offer Shares if the Open Offer is terminated or rescinded are expected to be posted on or before Monday, 26 June 2017 by ordinary post to the Qualifying Shareholders or, in case of joint holders, to the first-named persons at their own risks.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares (if any) are also expected to be posted on or before Monday, 26 June 2017 by ordinary post to the Qualifying Shareholders or, in case of joint holders, to the first-named persons at their own risk.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgment of this Application Form and/or EAF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and/or EAF and any acceptance of the Offer Shares and/or excess Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



華人策略控股有限公司

Chinese Strategic Holdings Limited

(於百慕達註冊成立之有限公司)

(股份代號：8089)

條件

1. 在發售章程及申請表格所述者規限下，按於二零一七年五月二日（星期二）每持有兩(2)股現有股份獲發一(1)股發售股份之基準，向合資格股東作出本申請表格乙欄所載之保證配額。除外股東（如有）不得申請認購任何發售股份及／或額外發售股份。
2. 概不會就任何申請表格及／或額外申請表格或任何已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份及／或額外發售股份之股票將以平郵方式於二零一七年六月二十六日（星期一）或之前按本申請表格及／或額外申請表格所列地址寄予承配人（或倘屬聯名承配人，則寄予排名首位之承配人），郵誤風險概由彼等自行承擔。
3. 填妥本申請表格及／或額外申請表格將構成申請人指示及授權本公司及／或聯合證券登記有限公司或其就此目的提名之任何人士代表申請人辦理本申請表格及／或額外申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據在發售章程所述安排，將申請人所申請認購之數目或任何較少數目之發售股份及／或額外發售股份登記在申請人名下。
4. 發售股份及／或額外發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購發售股份及／或額外發售股份之持有人，惟須符合本公司組織章程大綱及章程細則之規定。
5. 填妥及交回本申請表格及／或額外申請表格連同支付所接納發售股份及／或額外發售股份的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶即獲兌現的保證。所有支票及銀行本票在收到後都會過戶作兌現，而所有就有關的款項得到的利息（如有）均歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格及／或額外申請表格可能不獲受理，而在此情況下，其項下的保證配額及一切有關權利將視為已遭拒絕並將予取消。
6. 本申請表格及／或額外申請表格僅供名列本申請表格之人士使用，而其申請認購發售股份及／或額外發售股份之權利不得轉讓。
7. 本公司保留權利，以接納或拒絕任何不符合本申請表格所載申請手續之認購發售股份及／或額外發售股份申請。
8. 除非在相關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份及／或額外發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到發售章程或申請表格及／或額外申請表格文本之人士，概不得視之為申請認購發售股份及／或額外發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份及／或額外發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何稅項及關稅。填妥及送達申請表格及／或額外申請表格將構成相關申請人向本公司保證及聲明相關申請人已妥為遵守香港以外所有相關地區有關接納發售股份及／或額外發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算（代理人）有限公司概不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實（詳情見發售章程「董事會函件」內所載「公開發售之條件」一節）。
10. 如本申請表格及／或額外申請表格的英文版與中文版之間有差異，概以英文版為準。

申請手續

閣下可透過填妥本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.1港元計算）。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列確切數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

倘閣下欲申請認購多於本申請表格乙欄所列閣下獲保證配發之任何發售股份數目（即額外發售股份），則閣下須另行使用額外申請表格，並於額外申請表格之適當位置填上閣下欲申請認購之額外發售股份數目及應繳款項總額（以申請認購之額外發售股份數目乘以0.1港元計算）。閣下可隨本身之意願申請認購任何數目之額外發售股份。倘若已收之相應股款少於所填上之額外發售股份數目所需支付之股款，則申請人將被視作申請認購已收全數股款所代表之有關較少額外發售股份數目。

填妥本申請表格及／或額外申請表格並據此將適當股款緊釘其上後，請將表格對摺並在不遲於二零一七年六月十六日（星期五）下午四時正送達本公司之香港股份過戶登記分處，聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元支票或銀行本票支付。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「**Chinese Strategic Holdings Limited – Open Offer Account**」為抬頭人認購保證配發項下之發售股份，及／或以「**Chinese Strategic Holdings Limited – Excess Application Account**」為抬頭人認購額外發售股份，並以「**只准入抬頭人賬戶**」方式劃線開出。除非本申請表格及／或額外申請表格連同本申請表格丙欄或丁欄（視情況而定）所示之適當股款及／或額外申請表格所示之適當股款於二零一七年六月十六日（星期五）下午四時正前收到，否則閣下申請認購發售股份及／或額外發售股份之權利以及一切有關權利將視作被拒絕並予以取消。預期有關發售股份（包括額外發售股份）之股票將於二零一七年六月二十六日（星期一）或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將會就全部獲配發及發行之繳足股款發售股份（包括額外發售股份）獲發一張股票。

終止包銷協議

倘發生下列事件，則包銷商將在最後終止時限之前向本公司發出書面通知，以終止包銷協議：

- (i) 包銷商全權認為，公開發售之成功進行將受到下列事件之重大不利影響：
 - (a) 頒佈任何新法例或法規或現時之法例或法規（或其有關司法詮釋）出現任何變動或出現任何其他事故（不論其性質），而包銷商全權認為令本集團之整體業務或財務或經營狀況或前景受到重大不利影響，或對公開發售造成重大不利影響；或
 - (b) 任何地方、國家或國際間發生有關政治、軍事、金融、經濟或其他性質（無論是否與任何上述者屬同一類別）之事件或變動（無論是否在包銷協議日期之前及／或之後發生或持續發生之一連串事件或變動其中一部分），或任何地方、國家或國際間爆發敵對衝突或武裝衝突或衝突升級，或發生可影響本地證券市場之事件，而包銷商全權認為可能令本集團整體業務或財務或經營狀況或前景受到重大不利影響或令公開發售之成功進行受到重大不利影響，或基於其他理由導致不適宜或不應進行公開發售；或
- (ii) 市場狀況出現任何不利變動（包括但不限於財政或貨幣政策，或外匯或貨幣市場、證券買賣被暫停或受到重大限制之任何變動），而包銷商全權認為可能對公開發售之成功進行造成重大不利影響，或基於其他理由導致不適宜或不應進行公開發售；或
- (iii) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權認為將對本公司之前景構成不利影響，包括（但不限制上述情況之一般性）本公司被申請清盤或通過決議案清盤或結業或本集團任何成員公司發生類似事件或本集團任何重大資產被摧毀；或
- (iv) 任何不可抗力事件，包括（但不限制其一般性）任何天災、戰爭、暴動、動亂、騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工，而包銷商全權認為其可能對本集團之業務或財務或營業狀況或前景構成重大不利影響；或
- (v) 有關本集團整體業務或財務或經營狀況或前景出現任何其他重大不利變動（無論是否與上述任何一項屬同一類別）；或
- (vi) 倘於緊接發售章程日期前出現或發現任何事件，但並無於發售章程內披露，而包銷商全權認為對公開發售而言會構成重大遺漏者；或

- (vii) 聯交所連續二十(20)個營業日以上全面暫停證券買賣或本公司證券之買賣(因或與包銷協議及／或公開發售相關或有關者及與審批本發售章程或包銷協議及／或公開發售的其他事宜相關而暫停買賣者則除外)；
- (viii) 發售章程刊發時載有於包銷協議日期之前未經本公司公開宣佈或刊發之資料(不論是關於本集團之業務前景或狀況或關於遵守任何法例或創業板上市規則或任何適用規例)，而包銷商全權認為在公開發售完成後對本集團整體而言屬可能於重大，並很可能對成功進行公開發售造成重大不利影響。

如出現下列各項，包銷商有權在最後終止時限前將書面通知送達本公司以廢止包銷協議：

- (i) 包銷商得悉協議所載之任何陳述、保證或承諾有任何重大違法；或
- (ii) 包銷商得悉任何特定事項。

倘包銷商按照上述條款終止／廢止包銷協議，則包銷協議項下各訂約方之全部責任將予終止，而包銷協議任何訂約方概不得向包銷協議其他訂約方就成本、損害賠償、補償或其他事宜提出任何申索(任何先前違約者則除外)。

惡劣天氣對最終接納時間之影響

當在以下時段8號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號生效時，則最後接納時限不會生效：

- (a) 於二零一七年六月十六日(星期五)當日香港本地時間中午十二時正之前相關警告信號生效，並於中午十二時正之後不再生效，則最後接納時限將延至同一個營業日下午五時正；或
- (b) 於二零一七年六月十六日(星期五)當日香港本地時間中午十二時正至下午四時正相關警告信號生效，則最後接納時限將調整至下個營業日的下午四時正，而該營業日當日時間上午九時正至下午四時正相關警告信號並無生效。

假如二零一七年六月十六日(星期五)當日的最後接納時限無效，本發售章程所載「預期時間表」所述日期或會受到影響。在這種情況下，本公司將以公告形式於實際可行時盡快知會股東有關預期時間表之任何變動。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關款項所賺取之所有利息(如有)將全部撥歸本公司所有。填妥及送達本申請表格及／或額外申請表格連同支付接納發售股份及／或額外發售股份之支票或銀行本票即構成閣下對支票或銀行本票在第一次過戶即獲兌現之保證。凡隨附之支票或銀行本票於第一次過戶時未能兌現，則有關接納可遭拒絕受理，而在該情況下，保證配額及其項下之一切權利將被視為已遭拒絕及將予取消。

發售股份之地位

發售股份一經配發、發行及繳足股款後，將在各方面與當時之已發行股份享有同等地位。有關發售股份之持有人將有權收取記錄日期為於發售股份配發及發行日期後所宣派、作出或派付之全部日後股息及分派。

發售股份的股票及退款支票

待公開發售條件獲達成後且除包銷協議另有訂明者外，繳足股款發售股份(包括額外發售股份)之股票預期將於二零一七年六月二十六日(星期一)或之前以平郵方式寄發予已申請及接納發售股份及／或額外發售股份並支付股款之所有合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止或撤銷，就接納發售股份及／或額外發售股份所收取股款之退款支票預期將於二零一七年六月二十六日(星期一)或之前以平郵方式寄發予合資格股東或倘屬聯名持有人，則排名首位之人士，郵誤風險概由彼等自行承擔。

全部或部份未能成功申請額外發售股份(如有)的退款支票亦預期將於二零一七年六月二十六日(星期一)或之前以平郵方式寄發予合資格股東或倘屬聯名持有人，則排名首位之人士，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格及／或額外申請表格於獲發之人士簽署後，一經交回，即為交回之人士有權處理申請表格及／或額外申請表格及收取發售股份之有關股票之最終憑證。本申請表格及／或額外申請表格及據此接納發售股份及／或額外發售股份應受香港法例監管，並根據香港法例詮釋。

To: Chinese Strategic Holdings Limited
致：華人策略控股有限公司

Dear Sirs,
敬啟者：

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.1 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 2 June 2017 and this Application Form and subject to the memorandum of association and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人／吾等為背頁所列之合資格股東，現申請認購乙欄（或倘已填妥丁欄，則丁欄）指定之發售股份數目，並附上按每股發售股份港幣0.1元之價格計算須於申請時繳足之全數股款**。本人／吾等謹此按照日期為二零一七年六月二日之發售章程及本申請表格所載之條款及條件，並在 貴公司之組織章程大綱及章程細則限制下接納有關數目之發售股份，而本人／吾等謹此承諾並同意接納相等於或少於與本申請有關之發售股份數目。本人／吾等謹此授權 貴公司將本人／吾等之姓名列入股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請 貴公司將有關股票按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署（所有聯名合資格股東均須簽署）

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2017

日期：二零一七年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total amount specified in Box C) 股款總額 (丁欄或(如未有填妥) 丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港幣		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Chinese Strategic Holdings Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以 "Chinese Strategic Holdings Limited – Open Offer Account" 為抬頭人劃線開出（請參閱本申請表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，則 閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於申請認購上欄所填數目之發售股份所要求之股款，則 閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就股款發出收據。