
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

**CHINA STRATEGIC HOLDINGS LIMITED****中策集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

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

A notice convening an annual general meeting (the “AGM”) of China Strategic Holdings Limited (the “Company”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 28 June 2021 at 10:00 a.m. or any adjournment thereof is set out on pages 22 to 26 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM, including:

- (i) compulsory body temperature checks
- (ii) compulsory wearing of surgical face masks
- (iii) maintain a safe distance between seats
- (iv) no refreshments will be served and no distribution of corporate gifts

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine requirement may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by the applicable laws.

Shareholders are strongly encouraged to appoint the Chairman of the AGM as his/her/its proxy and to return his/her/its proxy form by the time specified above, instead of attending the AGM in person.

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
DEFINITIONS	2
LETTER FROM THE BOARD	
INTRODUCTION	5
GENERAL MANDATE TO ISSUE SHARES	6
GENERAL MANDATE TO BUY BACK SHARES	6
RE-ELECTION OF DIRECTORS	6
REFRESHMENT OF THE SCHEME MANDATE LIMIT	7
THE AGM.	9
VOTING BY WAY OF POLL	9
RESPONSIBILITY OF THE DIRECTORS	10
RECOMMENDATION	10
APPENDIX I – EXPLANATORY STATEMENT	11
APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	15
NOTICE OF ANNUAL GENERAL MEETING	22

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature exceeds 37.5 degrees Celsius, or is exhibiting flu-like symptoms, or is subject to any Hong Kong Government prescribed quarantine requirement may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the AGM, and to maintain a safe distance between seats.
- (3) No refreshments will be served at the AGM.
- (4) No distribution of corporate gifts.

Attendees are requested to observe and practise good personal hygiene at all times. To the extent permitted under the applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the AGM in person, Shareholders are encouraged to consider appointing the Chairman of the AGM as his/her/its proxy to vote on the relevant resolutions at the AGM by submitting proxy forms with voting instructions inserted.

The proxy form for the AGM is enclosed with this circular. Alternatively, the proxy form can be downloaded from the Company's website at www.cshldgs.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. If you are not a registered shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited ("HKSCC")), you should consult directly with your banks, brokers, custodians or HKSCC (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“AGM”	annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 28 June 2021 at 10:00 a.m.;
“AGM Notice”	notice convening the AGM set out on pages 22 to 26 of this circular;
“Articles”	Articles of Association of the Company (as amended from time to time);
“Board”	Board of Directors of the Company;
“Buy-back Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to buy back Shares not exceeding 10% of the total number of Shares as at the date of passing of the resolution for approving such mandate;
“Buy-back Resolution”	proposed ordinary resolution referred to in resolution no. 5 of the AGM Notice;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	China Strategic Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Directors”	director(s) of the Company;
“Existing Scheme Mandate Limit”	1,698,771,383 Shares, being the maximum number of Shares that may be allotted and issued pursuant to the exercise of Options, which was approved by the Shareholders as at the annual general meeting of the Company held on 29 June 2020;
“Group”	the Company and its subsidiaries and associated companies and “Group Member” means any of them;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares as at the date of passing of the resolution for approving such mandate;
“Latest Practicable Date”	18 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Committee”	listing sub-committee of the directors of the Stock Exchange elected or appointed in accordance with their articles, and where the context so permits, any committee and sub-committee thereof;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	an option to subscribe for Shares granted pursuant to the Share Option Scheme;
“Participant(s)”	any employees (whether full time or part time), executives or officers of the Group Member (including executive and non-executive Directors) and any business consultants, agents, financial or legal advisers who the Board considers, in its sole discretion, will contribute or have contributed to any Group Member;
“PRC”	People’s Republic of China;
“Scheme Mandate Limit”	the 10% limit on grant of Options by the Company under the Share Option Scheme and any other share option scheme(s) of the Company;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Option Scheme”	the share option scheme of the Company adopted on 29 June 2020;

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Subscription”	subscription agreement dated 20 November 2020 entered into between the Company and the subscriber, pursuant to which the Company conditionally agreed to allot and issue and the subscriber conditionally agreed to subscribe for 3,397,540,000 subscription shares at the subscription price of HK\$0.060 per share;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers; and
“%”	per cent.

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

LETTER FROM THE BOARD



CHINA STRATEGIC HOLDINGS LIMITED
中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

Non-executive Director:

Dr. Or Ching Fai SBS, JP (Chairman)

Executive Directors:

Mr. Sue Ka Lok (Chief Executive Officer)

Ms. Lee Chun Yeung, Catherine

Mr. Chow Kam Wah

Mr. Chow Man Wai, Tony

Registered Office:

Rooms 3206-3210, 32nd Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Ms. Ma Yin Fan

Mr. Chow Yu Chun, Alexander

Mr. Leung Hoi Ying

Mr. Lam Kin Fung, Jeffrey GBS, JP

25 May 2021

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

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

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

GENERAL MANDATE TO BUY BACK SHARES

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

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

RE-ELECTION OF DIRECTORS

In accordance with Article 99 of the Articles, Mr. Chow Man Wai, Tony and Mr. Lam Kin Fung, Jeffrey will hold office until the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

In accordance with Article 116 of the Articles, Mr. Sue Ka Lok, Mr. Chow Kam Wah and Mr. Leung Hoi Ying will retire by rotation at the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM.

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

Mr. Lam Kin Fung, Jeffrey (“**Mr. Lam**”) and Mr. Leung Hoi Ying (“**Mr. Leung**”), being independent non-executive directors eligible for re-election at the AGM, have provided to the Company the annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Mr. Lam has been appointed as Independent Non-executive Director of the Company since December 2020. As at the Latest Practicable Date, Mr. Lam holds more than seven directorships in other listed companies in Hong Kong. The Board has assessed and reviewed the written annual confirmation of independence from Mr. Lam and is satisfied that Mr. Lam meets the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that his extensive experience and valuable knowledge in distinguished public and community services in Hong Kong, could help to enhance the Board's balance of skills, experience and diversity of perspectives. Taking into consideration the good attendance records and valuable contribution of Mr. Lam at the meetings of the Board and Audit Committee during the last few months since his appointment, the Board believes that notwithstanding Mr. Lam holds directorships in more than seven listed companies in Hong Kong, he is able to devote sufficient time to perform his responsibilities as independent non-executive director of the Company.

Mr. Leung has been appointed as Independent Non-executive Director of the Company since September 2007. As at the Latest Practicable Date, Mr. Leung has served the Board for more than nine (9) years. The Board considered that Mr. Leung is still independent as he has not involved in the management of the Company and does not have any relationships or circumstances that might influence Mr. Leung in exercising his independent judgement. He has the required character, integrity and experience to continuously fulfill his role as independent non-executive director effectively. The Board has assessed and reviewed the written annual confirmation of independence from Mr. Leung and is satisfied that Mr. Leung meets the independence guidelines set out in Rule 3.13 of the Listing Rules notwithstanding the length of his tenure. The Board believes that Mr. Leung's skills and knowledge, and experience in the Company's affairs will continue to benefit the Board, the Company and the Shareholders as a whole.

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

REFRESHMENT OF THE SCHEME MANDATE LIMIT

In accordance with the Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 10% of the Shares in issue at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the terms of the Share Option Scheme.

The Share Option Scheme was adopted pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 29 June 2020, based on 16,987,713,835 Shares in issue on 29 June 2020, the Company was authorised to grant Options to subscribe for up to a maximum number of 1,698,771,383 Shares, representing 10% of the number of Shares then in issue. The Existing Scheme Mandate Limit has not been refreshed since the date of adoption of the Share Option Scheme on 29 June 2020. Save for the Share Option Scheme adopted by the Company on 29 June 2020, as at the Latest Practicable Date, the Company does not have any other share option scheme.

LETTER FROM THE BOARD

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, no Options were granted, lapsed, exercised or cancelled. The Options carrying the rights to subscribe for 1,698,771,383 Shares, which represented approximately 8.3% of the total of 20,385,253,835 Shares in issue, were available for grant by the Company as at the Latest Practicable Date.

As the total number of issued Shares had been increased due to the allotment and issuance of 3,397,540,000 Shares to the subscriber on 11 December 2020 pursuant to the Share Subscription as disclosed in the announcements of the Company dated 20 November 2020 and 11 December 2020, a refreshment of the Scheme Mandate Limit would increase the total number of Options that the Directors may grant under the Share Option Scheme. The Directors consider that the Company should refresh the Scheme Mandate Limit of the Share Option Scheme in accordance with the Company's issued Shares as at the date of the AGM, so that the proposed refreshment of the Scheme Mandate Limit will retain maximum flexibility to the Company for the purpose of providing incentives and rewards to the Participants for their contribution to the Group, which shall be in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company currently does not have any concrete plan to grant Options under the Existing Scheme Mandate Limit before the AGM or under the refreshed Scheme Mandate Limit upon the refreshment of the Scheme Mandate Limit. The Board may however from time to time consider whether to grant any Options in order to incentivise the respective eligible Participants. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

As at the Latest Practicable Date, the Company had an aggregate of 20,385,253,835 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the Scheme Mandate Limit and assuming no additional Shares will be issued or bought back from the Latest Practicable Date up to the date of the AGM, the maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the Scheme Mandate Limit as refreshed would be 2,038,525,383 Shares, representing 10% of the total of 20,385,253,835 Shares in issue as at the Latest Practicable Date.

Pursuant to the Listing Rules and the Share Option Scheme, Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Pursuant to the terms of the Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the Shares in issue from time to time. No Options shall be granted under the Share Option Scheme and any other share option scheme(s) of the Company if this will result in the 30% limit being exceeded.

LETTER FROM THE BOARD

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of the ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

THE AGM

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, and the refreshment of the Scheme Mandate Limit is set out on pages 22 to 26 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

In order to be eligible to attend and vote at the AGM, all unregistered holders of the Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 June 2021.

A proxy form is enclosed herewith for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return it to the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from subsequently attending and voting at the AGM if they so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

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

LETTER FROM THE BOARD

RESPONSIBILITY OF THE DIRECTORS

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

RECOMMENDATION

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

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

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

1. TOTAL NUMBER OF SHARES IN ISSUE

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

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

2. REASONS FOR BUY-BACKS

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

3. FUNDING OF BUY-BACKS

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

4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

In the event that the proposed share buy-backs were to be carried out in full, it may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 December 2020 (being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

Month	Share Price	
	Highest HK\$	Lowest HK\$
May 2020	0.036	0.022
June 2020	0.030	0.023
July 2020	0.067	0.027
August 2020	0.111	0.052
September 2020	0.097	0.070
October 2020	0.079	0.067
November 2020	0.148	0.062
December 2020	0.265	0.112
January 2021	0.295	0.169
February 2021	0.249	0.132
March 2021	0.172	0.112
April 2021	0.160	0.130
May 2021 (up to the Latest Practicable Date)	0.138	0.120

6. UNDERTAKING

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

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

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

7. TAKEOVERS CODE

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

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

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

Notes:

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

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

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

8. SHARE BUY-BACKS MADE BY THE COMPANY

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Chow Man Wai, Tony (“**Mr. Tony Chow**”), *Executive Director and member of the Executive Committee*

Mr. Tony Chow, aged 50, joined the Group in July 2020 and was appointed as Executive Director in December 2020. Mr. Tony Chow is a member of the Executive Committee. He holds a Bachelor of Commerce degree from Concordia University in Montreal, Canada. Mr. Tony Chow was a senior executive of China Life Insurance (Overseas) Company Limited and the chief executive officer of China Life Insurance (Singapore) Pte. Ltd., he was primarily responsible for the strategic development and business management of life insurance business in Hong Kong and Singapore. He has over 20 years of experience in life insurance industry.

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

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

Mr. Tony Chow does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between a subsidiary of the Company and Mr. Tony Chow. According to the employment contract, Mr. Tony Chow is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other prior notice in writing. The directorship of Mr. Tony Chow is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Tony Chow is entitled to receive a remuneration of HK\$1,950,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Tony Chow may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. Tony Chow’s and the Company’s performance. The remuneration of Mr. Tony Chow is subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. Tony Chow for the year ended 31 December 2020 amounted to HK\$177,000.

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lam Kin Fung, Jeffrey GBS, JP (“**Mr. Lam**”), *Independent Non-executive Director and member of the Audit Committee*

Mr. Lam, aged 69, joined the Company as Independent Non-executive Director in December 2020. Mr. Lam is a member of the Audit Committee. Mr. Lam holds a Bachelor Degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing. Mr. Lam is a member of the National Committee of the Chinese People’s Political Consultative Conference. He also holds a number of other public and community service positions including being a non-official member of the Executive Council and a member of the Legislative Council of the Hong Kong Special Administrative Region, a general committee member of the Hong Kong General Chamber of Commerce, the chairman of Independent Commission Against Corruption (ICAC) Complaints Committee, and a director of the Hong Kong Mortgage Corporation Limited. He was the former chairman of the Assessment Committee of Mega Events Fund and a member of Fight Crime Committee. Mr. Lam is an independent non-executive director of Chow Tai Fook Jewellery Group Limited (HKEX stock code: 1929), China Overseas Grand Oceans Group Limited (HKEX stock code: 81), Wynn Macau, Limited (HKEX stock code: 1128), CWT International Limited (HKEX stock code: 521), i-CABLE Communications Limited (HKEX stock code: 1097), Wing Tai Properties Limited (HKEX stock code: 369), Analogue Holdings Limited (HKEX stock code: 1977) and C C Land Holdings Limited (HKEX stock code: 1224). All the aforementioned companies are listed on the Main Board of the Stock Exchange.

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

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

Mr. Lam does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

There is a letter of appointment entered into between the Company and Mr. Lam. According to the letter of appointment, Mr. Lam's directorship in the Company shall be for a term of two years commencing from 18 December 2020 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Lam prior thereto and in compliance with the Listing Rules. The directorship of Mr. Lam is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Lam is entitled to receive a director's fee of HK\$200,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Lam may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director's fee of Mr. Lam is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Lam for the year ended 31 December 2020 amounted to HK\$8,000.

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Sue Ka Lok (“**Mr. Sue**”), *Chief Executive Officer, Executive Director, Chairman of the Executive Committee and the Investment & Credit Committee*

Mr. Sue, aged 55, joined the Group in November 2014 and was appointed as Executive Director in December 2014. He was the Company Secretary until May 2017 and was appointed the Chief Executive Officer in January 2018. Mr. Sue is the Chairman of the Executive Committee and the Investment & Credit Committee. He is also a director of certain subsidiaries of the Company. Mr. Sue holds a Bachelor of Economics degree from The University of Sydney in Australia and a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is a fellow of the Hong Kong Institute of Certified Public Accountants, a certified practising accountant of the CPA Australia, a fellow of the Hong Kong Securities and Investment Institute, and a chartered secretary, a chartered governance professional and a fellow of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute. He has extensive experience in corporate management, finance, accounting and company secretarial practice. Mr. Sue is an executive director of EPI (Holdings) Limited (HKEX stock code: 689) and PT International Development Corporation Limited (HKEX stock code: 372); and a non-executive director of Birmingham Sports Holdings Limited (HKEX stock code: 2309). All the aforementioned companies are listed on the Main Board of Stock Exchange.

Mr. Sue was a non-executive director and the chairman of Courage Investment Group Limited (HKEX stock code: 1145) (a company listed on the Main Board of the Stock Exchange and Singapore Exchange Securities Trading Limited) until 12 January 2021 and an executive director of PYI Corporation Limited (HKEX stock code: 498) (a company listed on the Main Board of the Stock Exchange) until 3 February 2021.

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

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

Mr. Sue does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

There is an employment contract entered into between a subsidiary of the Company and Mr. Sue. According to the employment contract, Mr. Sue is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other prior notice in writing. The directorship of Mr. Sue is subject to retirement by rotation and re-election pursuant to the Articles. Mr. Sue is entitled to receive a remuneration of HK\$2,145,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Sue may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. Sue's and the Company's performance. The remuneration of Mr. Sue is subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Sue for the year ended 31 December 2020 amounted to HK\$2,252,000.

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chow Kam Wah (“**Mr. KW Chow**”), *Executive Director, member of the Executive Committee and the Investment & Credit Committee*

Mr. KW Chow, aged 58, joined the Company as Executive Director in July 2007. Mr. KW Chow is a member of the Executive Committee and the Investment & Credit Committee. He is also a director of certain subsidiaries of the Company. Mr. KW Chow holds a master’s degree in accountancy from The Hong Kong Polytechnic University. He has over 15 years of managerial experience in finance and accounting. Mr. KW Chow is a certified practicing accountant of the CPA Australia.

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

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

Mr. KW Chow does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between the Company and Mr. KW Chow. According to the employment contract, Mr. KW Chow is not appointed for any specific length or proposed length of service and his term of service shall continue unless and until terminated by either party by giving to the other prior notice in writing. The directorship of Mr. KW Chow is subject to retirement by rotation and re-election pursuant to the Articles. Mr. KW Chow is entitled to receive a remuneration of HK\$1,235,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. KW Chow may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board having regard to Mr. KW Chow’s and the Company’s performance. The remuneration of Mr. KW Chow is subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. KW Chow for the year ended 31 December 2020 amounted to HK\$1,253,000.

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Leung Hoi Ying (“**Mr. Leung**”), *Independent Non-executive Director, member of the Audit Committee, the Remuneration Committee and the Nomination Committee*

Mr. Leung, aged 70, joined the Company as Independent Non-executive Director in September 2007. Mr. Leung is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Leung graduated from Guangdong Foreign Trade School in the PRC. He has over 15 years of experience in trading business and business development. Mr. Leung is an independent non-executive director of CST Group Limited (HKEX stock code: 985), a company listed on the Main Board of Stock Exchange.

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

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

Mr. Leung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Mr. Leung. According to the letter of appointment, Mr. Leung’s directorship in the Company shall be for a term of two years commencing from 1 April 2020 unless and until terminated by either party by giving to the other prior notice in writing and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Leung prior thereto and in compliance with the Listing Rules. The directorship of Mr. Leung is also subject to retirement by rotation and re-election pursuant to the Articles. Mr. Leung is entitled to receive a director’s fee of HK\$150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. Mr. Leung may also be entitled to receive discretionary bonuses or other benefits as may be recommended by the Remuneration Committee and approved by the Board. The director’s fee of Mr. Leung is subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. Leung for the year ended 31 December 2020 amounted to HK\$150,000.

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

NOTICE OF ANNUAL GENERAL MEETING



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Strategic Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 28 June 2021 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 December 2020;
2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company;
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix its remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- 5.1 subject to paragraph 5.2 below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2 the total number of shares of the Company which the Directors is authorised to buy back pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- 5.3 for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
 - (ii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any options granted under the share option scheme (the “**Share Option Scheme**”) adopted by the Company by way of shareholders’ resolution on 29 June 2020 subject to the Refreshed Limit (as hereinafter defined),

- (i) the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme and any other share option scheme(s) of the Company be and is hereby approved provided that the aggregate number of Shares which may be allotted and issued pursuant to the exercise of options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (the “**Refreshed Limit**”); and
- (ii) that the directors of the Company be and are hereby authorised to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares under the Refreshed Limit pursuant to the exercise of such options.”

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

Hong Kong, 25 May 2021

Notes:

1. Any member of the Company entitled to attend and vote at a Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under Articles of Association of the Company, shall be delivered to the Company’s share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated valid.

NOTICE OF ANNUAL GENERAL MEETING

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof (as the case may be) or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it was solely entitled thereto; but if more than one of such joint holders be 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 share(s) of the Company shall alone be entitled to vote in respect thereof.
6. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 June 2021.
7. To safeguard the health and safety of the Meeting attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Meeting, including:
 - (i) compulsory body temperature checks
 - (ii) compulsory wearing of surgical face masks
 - (iii) maintain a safe distance between seats
 - (iv) no refreshment will be served and no distribution of corporate gifts

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine requirement may be denied entry into the Meeting venue, at the absolute discretion of the Company as permitted by the applicable laws.

Shareholders are strongly encouraged to appoint the Chairman of the Meeting as his/her/its proxy and to return his/her/its proxy form by the time specified above, instead of attending the Meeting in person.
8. The Chinese version of this notice is for reference only. If there is any conflict between the English and the Chinese versions, the English version shall prevail.
9. As at the date of this notice, the Board of Directors of the Company comprises one Non-executive Director, namely Dr. Or Ching Fai (Chairman); four Executive Directors, namely Mr. Sue Ka Lok (Chief Executive Officer), Ms. Lee Chun Yeung, Catherine, Mr. Chow Kam Wah and Mr. Chow Man Wai, Tony; and four Independent Non-executive Directors, namely Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander, Mr. Leung Hoi Ying and Mr. Lam Kin Fung, Jeffrey.