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



CHINA STRATEGIC HOLDINGS LIMITED 中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Theatre R1, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Wednesday, 12 October 2022 or any adjournment thereof is set out on pages 6 and 7 of this circular. A proxy form for use in connection with the EGM is enclosed with this circular. Such proxy form is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. Whether or not you intend to attend the EGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

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

- (i) compulsory body temperature checks
- (ii) compulsory wearing of surgical face masks and maintain a safe distance between seats
- (iii) no refreshments will be served
- (iv) 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 EGM venue, at the absolute discretion of the Company as permitted by the applicable laws.

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

16 September 2022

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PRECAUTIONARY MEASURES FOR THE EGM

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

- (1) compulsory temperature screening/checks will be carried out on every attendee at the entrance of the EGM 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 EGM venue and be requested to leave the EGM venue;
- (2) every attendee will be required to wear a surgical face mask throughout the EGM and to maintain a safe distance between seats;
- (3) no refreshments will be served at the EGM; and
- (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 EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

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

The proxy form for the EGM 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 Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. If you are not a registered shareholder (if your shares in the Company are held via banks, brokers, custodians or 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:

“Articles”	Articles of Association of the Company (as amended from time to time);
“Board”	Board of Directors of the Company;
“Change of Company Name”	the proposed change of the English name of the Company from “China Strategic Holdings Limited” to “CSC Holdings Limited” and the Chinese name of the Company from “中策集團有限公司” to “中策資本控股有限公司”;
“Company”	China Strategic Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange;
“Director(s)”	director(s) of the Company;
“EGM”	extraordinary general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving the Change of Company Name, the notice of which is set out on pages 6 and 7 of this circular;
“EGM Notice”	notice convening the EGM as set out on pages 6 and 7 of this circular;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Share(s)”	ordinary share(s) of the Company; and
“Shareholder(s)”	holder(s) of the Share(s).

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

LETTER FROM THE BOARD



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

Non-executive Director:

Dr. Or Ching Fai SBS, JP (Chairman)

Executive Directors:

Mr. Sue Ka Lok (Chief Executive Officer)

Mr. Chow Kam Wah

Mr. Chow Man Wai, Tony

Registered Office:

Rooms 3206-3210, 32nd Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Ms. Ma Yin Fan

Mr. Chow Yu Chun, Alexander

Mr. Leung Hoi Ying

Mr. Lam Kin Fung, Jeffrey GBS, JP

16 September 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the EGM relating to the Change of Company Name.

A notice convening the EGM setting out the details of the special resolution to be proposed at the EGM is set out on pages 6 and 7 of this circular.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 2 September 2022 in relation to the Change of Company Name. The Board proposes to change the English name of the Company from “China Strategic Holdings Limited” to “CSC Holdings Limited” and the Chinese name of the Company from “中策集團有限公司” to “中策資本控股有限公司”.

LETTER FROM THE BOARD

Conditions of the Change of Company Name

The Change of Company Name is subject to the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
2. the issuance of a certificate of change of name by the Registrar of Companies in Hong Kong.

The Change of Company Name will take effect from the date on which the certificate of change of name is issued by the Registrar of Companies in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name can provide the Company with a new corporate image and identity which will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects on the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing certificates of securities in issue bearing the present names of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and will be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the Company's new names. Any further issue of certificates of securities of the Company will be bearing the new names of the Company following the Change of Company Name becoming effective.

Subject to the confirmation of the Hong Kong Stock Exchange, the English and Chinese stock short names for trading in the Shares will also be changed after the Change of Company Name becoming effective.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Hong Kong Stock Exchange as and when appropriate.

THE EGM

A notice convening the EGM to be held at Theatre R1, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Wednesday, 12 October 2022 or any adjournment thereof is set out on pages 6 and 7 of this circular.

LETTER FROM THE BOARD

In order to be eligible to attend and vote at the EGM, 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 and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 October 2022.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a 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 EGM will put the special resolution set out in the EGM 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 EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

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

RECOMMENDATION

The Board believes that the Change of Company Name as set out in the EGM Notice is in the best interests of the Company and its Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the special resolution as set out in the EGM Notice.

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

NOTICE OF EGM



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 extraordinary general meeting (the “EGM”) of China Strategic Holdings Limited (the “Company”) will be held at Theatre R1, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Wednesday, 12 October 2022 for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in Hong Kong, the English name of the Company be changed from “China Strategic Holdings Limited” to “CSC Holdings Limited” and the Chinese name of the Company from “中策集團有限公司” to “中策資本控股有限公司” (the “**Change of Company Name**”), and any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 16 September 2022

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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.

NOTICE OF EGM

3. In order to be valid, you are requested to deliver signed proxy form and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Articles of Association of the Company, to the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM 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.
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 EGM 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 EGM, 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 EGM 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 EGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 October 2022.
7. To safeguard the health and safety of the EGM attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM, including:
 - (i) compulsory body temperature checks
 - (ii) compulsory wearing of surgical face masks and maintain a safe distance between seats
 - (iii) no refreshment will be served
 - (iv) 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 EGM venue, at the absolute discretion of the Company as permitted by the applicable laws.

Shareholders are strongly encouraged to appoint the Chairman of the EGM as his/her/its proxy and to return his/her/its proxy form by the time specified above, instead of attending the EGM in person.
8. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
9. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by a super typhoon announced by the Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify shareholders of the date, time and place of the adjourned EGM.
10. Owing to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the EGM arrangements at short notice. Shareholders are advised to check the announcements published by the Company for any future updates on the EGM arrangements.
11. As at the date of this notice, the Board of Directors of the Company comprises one Non-executive Director, namely Dr. Or Ching Fai (Chairman); three Executive Directors, namely Mr. Sue Ka Lok (Chief Executive Officer), Mr. Chow Kam Wah and Mr. Chow Man Wai, Tony; and four Independent Non-executive Directors, namely Ms. Ma Yin Fan, Mr. Chow Yu Chun, Alexander, Mr. Leung Hoi Ying and Mr. Lam Kin Fung, Jeffrey.