



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of China Strategic Holdings Limited (the "Company"), **HEREBY APPOINT** ³ _____
of _____
or failing him, the Chairman of the Extraordinary General Meeting, as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 11th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 5th June, 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening the Extraordinary General Meeting and at such meeting (or at any adjournment thereof) to vote for me/ us and in my/our name(s) in respect of the ordinary resolution as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1. To approve the Subscription Agreement and the transaction contemplated thereunder.		

Dated this _____ day of _____ 2006

Signature ⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
4. Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were 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 in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the share registrars and transfer office of the Company, Standard Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.