



CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 235)

PROXY FORM

I/We being a member/members of China Strategic Holdings Limited (the “Company”) and entitled to vote at the Annual General Meeting herein mentioned, hereby appoint the chairman of the Annual General Meeting, OR

(Please inset full name and address of person or persons whom you wish to appoint).

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29 June 2006 at 11:00 a.m. and at every adjournment thereof in respect of the resolutions set out in the notice of the Annual General Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Annual General Meeting in such manner as he thinks fit.

	FOR	AGAINST
1. To receive and consider the reports of the directors and the auditors of the Company and the audited financial statements for the year ended 31 December 2005.		
2.1a To re-elect Dr. Chan Kwok Keung, Charles as a director.		
2.1b To re-elect Dr. Yap, Allan as a director.		
2.1c To re-elect Ms. Chan Ling, Eva as a director.		
2.1d To re-elect Mr. Gao Yang as a director.		
2.1e To re-elect Mr. Kwok Ka Lap, Alvin as a director.		
2.1f To re-elect Ms. Ching Yuen Man, Angela as a director.		
2.2 To authorise the directors of the Company of fix their remuneration.		
3. To re-appoint auditors and to authorise the directors of the Company to fix their remuneration.		
4A. To renew the general mandate given to the directors of the Company to allot, issue and otherwise deal with shares in the capital of the Company not exceeding in aggregate 20 per cent. of the aggregate nominal amount of the share capital of the Company.		
4B. To renew the general mandate given to the directors of the Company to repurchase shares in the capital of the Company not exceeding in aggregate 10 per cent. of the aggregate nominal amount of the share capital of the Company.		
4C. To add the aggregate nominal amount of the shares in the share capital of the Company repurchased by the Company to the general mandate given to the directors of the Company to allot new shares of up to 20 per cent. of the issued share capital of the Company.		

Signature(s) _____

Full name(s) _____ (Block Capitals)

Dated this _____ day of _____ 2006

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**. The names of all joint holders should be stated.
- Please insert the number of shares 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).
- If any proxy other than those named is preferred, strike out the named proxies and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”. IF NO DIRECTION IS GIVEN, THE PROXY WILL VOTE OR ABSTAIN AS HE/SHE THINKS FIT.**
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the Company’s share registrars and transfer office, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
- In the case of joint registered holders of any share of the Company, any one of such joint holders may vote at the meeting either in person or by proxy but if more than one of such joint holders are present at the meeting personally or by proxy the said person whose name stands first on the register of members of the Company in respect of the relevant share shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must either executed under seal or under the hand of an officer or attorney duly authorised in writing.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and return of the form of proxy however, will not preclude you from attending and voting at the meeting if you so wish.