



中策集團有限公司  
China Strategic Holdings Limited

香港九龍觀塘鴻圖道51號保華企業中心8樓  
8/F., Paul Y. Centre, 51 Hung To Rd.,  
Kwun Tong, Kowloon, Hong Kong.  
電話 Tel : (852) 2372 0130  
傳真 Fax : (852) 2537 6591

**FORM OF RULE 12G3-2(b) TRANSMITTAL LETTER TO THE SEC**

13<sup>th</sup> January, 2004

**Re: China Strategic Holdings Limited – File No. 82-3596**

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20  
U.S.A.

SUPPL

04 JAN 15 11:21



04012165

**BY COURIER**

Ladies and Gentlemen,

In connection with Rule 12g3-2(b) exemption of China Strategic Holdings Limited (“CSH”), CSH hereby furnishes the Securities and Exchange Commission with the following documents:-

1. Announcement dated 9<sup>th</sup> January, 2004 in relation to the Rosedale and Apex Offer;
2. Form SC1 dated 11<sup>th</sup> December, 2003;
3. Form D2 dated 19<sup>th</sup> December, 2003 ;
4. Form SC1 dated 22<sup>nd</sup> December, 2003; and
5. Form SC1 dated 29<sup>th</sup> December, 2003.

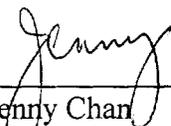
The CSH file number (82-3596) appears on the upper right hand corner of the first page of each document.

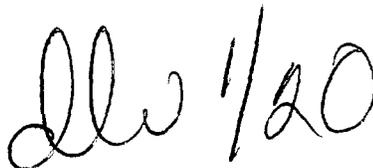
Yours faithfully,  
For and on behalf of  
China Strategic Holdings Limited

PROCESSED

JAN 29 2004

THOMSON  
FINANCIAL

  
\_\_\_\_\_  
Jenny Chan  
Secretary



Encl.

JC/DT/CSH04

12th January, 2004  
China Daily

04 JAN 15 17:21

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## CHINA STRATEGIC HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

### ANNOUNCEMENT

The directors wish to announce that the wholly owned subsidiaries of the Company which are interested in the Rosedale Shares and the Apex Shares had not tendered acceptance under the Rosedale offer or the Apex offer, both of which closed on 9th January, 2004.

Reference is made to the announcement dated 8th August, 2003 issued by the Company (the "Announcement") in relation to the Rosedale group reorganization, the Apex offer and the Rosedale offer. Terms defined in the Announcement shall have the same meanings when used in this announcement, unless the context requires otherwise.

The directors of the Company wish to announce that the wholly owned subsidiaries of the Company which are interested in the Rosedale Shares and the Apex Shares had not tendered acceptance under the Rosedale offer or the Apex offer, both of which closed at 4:00 p.m. on 9th January, 2004. As at the date of this announcement, the Group still holds approximately 22.6% and 22.6% of the issued share capital of Rosedale and Apex respectively.

By order of the Board  
China Strategic Holdings Limited  
Chan Ling, Eva  
Executive Director

Hong Kong, 9th January, 2004

12th January, 2004  
Sing Pao Daily News

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## CHINA STRATEGIC HOLDINGS LIMITED

中策集團有限公司

(於香港註冊成立之有限公司)

公 佈

董事謹此宣佈，擁有珀麗股份及Apex股份之本公司全資附屬公司並無提交有關珀麗收購建議或Apex收購建議之接納書，該兩項收購建議已於二零零四年一月九日結束。

謹此提述本公司於二零零三年八月八日發表之公佈（「該公佈」），內容乃有關珀麗集團重組、Apex收購建議及珀麗收購建議，除文義另有所指外，該公佈界定之詞彙與本公佈所用者具備相同涵義。

本公司董事謹此宣佈，擁有珀麗股份及Apex股份之本公司全資附屬公司並無提交有關珀麗收購建議或Apex收購建議之接納書，該兩項收購建議已於二零零四年一月九日下午四時正結束。於本公佈發表日期，本集團仍分別擁有珀麗及Apex已發行股本約22.6%及22.6%。

承董事會命  
中策集團有限公司  
執行董事  
陳玲

香港，二零零四年一月九日



Companies Registry

公司註冊處

04 JUN 15 11:17:21

## Return of Allotments

## 股份分配申報表

Company Number 公司編號

29649

## 1 Company Name 公司名稱

China Strategic Holdings Limited  
中策集團有限公司

## 2 Date(s) of Allotment 分配日期 (Note 註 2)

11 12 2003  
DD 日 MM 月 YYYY 年To  
至  
11 12 2003  
DD 日 MM 月 YYYY 年

## 3 Totals of this Allotment 此股份分配的總款額:-

Nominal Amount Paid and Payable 已繳及應繳的總面額 (Note 註 3)

\$ 63,000.00

Premium Amount Paid and Payable [(A) + (B)] 已繳及應繳的溢價總額 [(A) + (B)]

\$ 37,800.00

## 4 Cumulative Total of Paid-up Capital (Including this Allotment)

累積繳足股款總額 (包括此分配)

\$ 83,064,376.30

## 5 Shares Allotted for Cash 用現金支付的分配股份

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Paid and Payable on Each Share 每股已/應繳付的款額		Premium on Each Share 每股的溢價款額	Total Premium Paid And Payable (A) 已繳及應繳的溢價總款額
			Paid 已繳付	Payable 應繳付		
Ordinary	630,000	HK\$0.10	HK\$0.16	-	HK\$0.06	HK\$37,800.00

## Presentor's Name and Address

提交人的姓名及地址

Treasure Way Services Limited  
8/F., Paul Y. Centre  
51 Hung To Road  
Kwun Tong  
Kowloon

## For Off

請勿填寫

Your Receipt  
Companies Registry  
H.K.16/12/2003 00523120  
CR No. : -029649-  
Sh. Form : 801  
08 \$38.00

TOTAL(CSH) \$38.00

# Return of Allotments

## 股份分配申報表

Company Number 公司編號

29649

Page 2 第二頁

**6 Shares Allotted for other than Cash 非現金支付的分配股份 (Note 註 4)**

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Treated As Paid on Each Share 每股被視作已繳付的款額	Premium on Each Share 每股的溢價款額	Total Premium Paid and Payable (B) 已繳及應繳的溢價總款額
N/A					

Consideration for which the Shares have been Allotted 分配上述股份的代價

**7 Details of Allottees 獲分配股份者的詳情**

Name, Occupation and Description 姓名/名稱, 職業及描述	Address 地址	No. of Shares Allotted by Class 各類別股份分配的數目		
		Class 類別	Class 類別	Class 類別
		Ordinary		
<b>HKSCC Nominees Limited</b>	<b>7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong</b>	<b>630,000</b>		
Total Shares Allotted by Class 各類股份分配總額		<b>630,000</b>		

Signed 簽名 :



(Name 姓名): ( Chan Yan Yan, Jenny )

Date 日期 : 11<sup>th</sup> December, 2003

Director 董事 / Secretary 秘書 \*

\*Delete whichever does not apply 請刪去不適用者



Companies Registry  
公司註冊處

Form  
表格 SC1

04 JAN 15 10 7:21

Return of Allotments  
股份分配申報表

Company Number 公司編號

29649

1 Company Name 公司名稱

China Strategic Holdings Limited  
中策集團有限公司

2 Date(s) of Allotment 分配日期 (Note 註 2)

22 12 2003  
DD 日 MM 月 YYYY 年

To 至 22 12 2003  
DD 日 MM 月 YYYY 年

3 Totals of this Allotment 此股份分配的總款額:-

Nominal Amount Paid and Payable 已繳及應繳的總面額 (Note 註 3)

\$ 301,112.40

Premium Amount Paid and Payable [(A) + (B)] 已繳及應繳的溢價總額 [(A) + (B)]

\$ 180,667.44

4 Cumulative Total of Paid-up Capital (Including this Allotment)

累積繳足股款總額 (包括此分配)

\$ 83,365,488.70

5 Shares Allotted for Cash 用現金支付的分配股份

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Paid and Payable on Each Share 每股已/應繳付的款額		Premium on Each Share 每股的溢價款額	Total Premium Paid And Payable (A) 已繳及應繳的溢價總款額
			Paid 已繳付	Payable 應繳付		
Ordinary	3,011,124	HK\$0.10	HK\$0.16	-	HK\$0.06	HK\$180,667.44

Presenter's Name and Address

提交人的姓名及地址

Treasure Way Services Limited  
8/F., Paul Y. Centre  
51 Hung To Road  
Kwun Tong  
Kowloon

For Official Use

請勿填寫

Your Receipt  
Companies Registry  
H.K.

23/12/2003 AA187096  
CR No. : -029649-  
Sh. Form : SC1  
08 \$181.00  
-----  
TOTAL (CSH) \$181.00  
=====

# Return of Allotments

## 股份分配申報表

Company Number 公司編號

29649

Page 2 第二頁

**6 Shares Allotted for other than Cash 非現金支付的分配股份 (Note 註 4)**

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Treated As Paid on Each Share 每股被視作已繳付的款額	Premium on Each Share 每股的溢價款額	Total Premium Paid and Payable (B) 已繳及應繳的溢價總款額
N/A					

Consideration for which the Shares have been Allotted 分配上述股份的代價

**7 Details of Allottees 獲分配股份者的詳情**

Name, Occupation and Description 姓名 / 名稱 · 職業及描述	Address 地址	No. of Shares Allotted by Class 各類別股份分配的數目		
		Class 類別	Class 類別	Class 類別
		Ordinary		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	1,400,900		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	9,000		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	980,000		
Tse Kam Kwong	Flat E, Hoi Cheung Bldg 72-74 Tai Po Road 1/F Kowloon	1,224		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	595,000		
Wong Xi King	6/F., Kwong Wing Bldg 8 Mongkok Road Mongkok, Kowloon	25,000		
Total Shares Allotted by Class 各類股份分配總額		3,011,124		

Signed 簽名 :

(Name 姓名): ( Chan Yan Yan, Jenny )

Date 日期 : 22<sup>nd</sup> December, 2003

Director 董事 / Secretary 秘書 \*

\*Delete whichever does not apply 請刪去不適用者

Form  
表格 D2

Companies Registry

公司註冊處

05 JAN 15 11:21

Notification of Changes of  
Secretary and Directors  
秘書及董事資料更改通知書

Company Number 公司編號

29649

## 1 Company Name 公司名稱

CHINA STRATEGIC HOLDINGS LIMITED  
中策集團有限公司

## 2 Type of Change 更改事項

 Resignation or cessation  
辭職或停職 New appointment 新委任 Change of particulars 更改資料

## 3 Details of Change 更改詳情

(Note 註2)

## A. Resignation or cessation 辭職或停職

(Use Continuation Sheet A if more than 1 resignation or cessation 如超過一個辭職或停職，請用續頁A填寫)

 Secretary 秘書 Director 董事 Alternate Director 替代董事

Name 姓名

Surname 姓氏

Other names 名字

## Identification 身份證明

a Hong Kong Identity Card  
or Company Number  
香港身份證號碼或公司編號

I.D. Card Number 身份證號碼

Company Number 公司編號

b Overseas Passport  
海外護照

Number 號碼

Issuing Country 簽發國家

Date of Resignation or Cessation  
辭職或停職日期

DD 日 MM 月 YYYY 年

Date 日期

Alternate To 替代

\* Please tick the relevant box(es) 請在有關格內加 ✓ 號

## Presenter's Name and Address

提交人的姓名及地址

Treasure Way Services Limited  
8/F., Paul Y. Centre  
51 Hung To Road  
Kwun Tong  
Kwloon  
Hong Kong

## For Official Use

請勿填寫本欄

收件日期 RECEIVED

30 -12- 2003

公司註冊處(行政組)  
COMPANIES REGISTRY  
(Administration Section)

**Notification of Changes of Secretary and Directors**  
**秘書及董事資料更改通知書**

Company Number 公司編號

29649

Page 2 第二頁

**3 Details of Change 更改詳情 (cont'd 續上頁)**

(Notes 註  
3 & 4)

**B. Appointment/Change of particulars 委任/更改資料**

(Use Continuation Sheet B if more than 1 director/ secretary is involved 如涉及超過一位董事/秘書, 請用續頁B填寫)

Brief Description 簡略描述	Effective Date(s) 生效日期
Change of passport number of a director	19 12 2003
	DD 日   MM 月   YYYY 年

Existing Name  
現用姓名

Yap, Allan

Name/New Name  
姓名/新姓名

Surname 姓氏

Other names 名字

Alias (if any) 別名 (如有的話)

Previous Names 前用姓名

Address 地址

**Identification 身份證明**

a Hong Kong Identity Card  
or Company Number  
香港身份證號碼或公司編號

I.D. Card Number 身份證號碼

Company Number 公司編號

b Overseas Passport  
海外護照

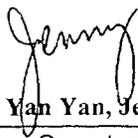
Number 號碼

Issuing Country 簽發國家

This Notification includes 0 Continuation Sheet A and 0 Continuation Sheet B.

本通知書包括        張續頁 A 及        張續頁 B。

Signed 簽名 :



(Name 姓名): ( Chan Yan Yan, Jenny ) Date 日期: 19<sup>th</sup> December, 2003

Secretary (秘書)

\* Delete whichever does not apply 請刪去不適用者



Companies Registry

公司註冊處

Return of Allotments

股份分配申報表

Company Number 公司編號

29649

1 Company Name 公司名稱

China Strategic Holdings Limited  
中策集團有限公司

2 Date(s) of Allotment 分配日期 (Note 註 2)

29 12 2003

DD 日 MM 月 YYYY 年

To  
至

29 12 2003

DD 日 MM 月 YYYY 年

3 Totals of this Allotment 此股份分配的總款額:-

Nominal Amount Paid and Payable 已繳及應繳的總面額 (Note 註 3)

\$ 153,450

Premium Amount Paid and Payable [(A) + (B)] 已繳及應繳的溢價總額 [(A) + (B)] \$

92,070

4 Cumulative Total of Paid-up Capital (Including this Allotment)

累積繳足股款總額 (包括此分配)

\$ 83,518,938.70

5 Shares Allotted for Cash 用現金支付的分配股份

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Paid and Payable on Each Share 每股已/應繳付的款額		Premium on Each Share 每股的溢價款額	Total Premium Paid And Payable (A) 已繳及應繳的溢價總款額
			Paid 已繳付	Payable 應繳付		
Ordinary	1,534,500	HK\$0.10	HK\$0.16	-	HK\$0.06	HK\$92,070

Presenter's Name and Address

提交人的姓名及地址

Treasure Way Services Limited  
8/F., Paul Y. Centre  
51 Hung To Road  
Kwun Tong  
Kowloon

For (請勿填)

Your Receipt  
Companies Registry  
H.K.

02/01/2004

66500874

CR No. :

-029649-

Sh. Form :

SC1

08

\$93.00

TOTAL(CSH)

\$93.00

# Return of Allotments

## 股份分配申報表

Company Number 公司編號

29649

Page 2 第二頁

### 6 Shares Allotted for other than Cash 非現金支付的分配股份 (Note 註 4)

Class of Shares 股份類別	No. of Shares Allotted 獲分配的股份數目	Nominal Value of Each Share 每股的面值	Amount Treated As Paid on Each Share 每股被視作已繳付的款額	Premium on Each Share 每股的溢價款額	Total Premium Paid and Payable (B) 已繳及應繳的溢價總款額
N/A					

Consideration for which the Shares have been Allotted 分配上述股份的代價

### 7 Details of Allottees 獲分配股份者的詳情

Name, Occupation and Description 姓名/名稱, 職業及描述	Address 地址	No. of Shares Allotted by Class 各類別股份分配的數目		
		Class 類別	Class 類別	Class 類別
		Ordinary		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	1,372,000		
HKSCC Nominees Limited	7/F., Vicwood Plaza 199 Des Voeux Road Central Hong Kong	120,000		
Lee Yiu Chung	P. O. Box 833, Yuen Long Post Office, New Territories	7,500		
Zing Ho Chung	B, 10/F., Wah Po Building 35-41 Bulkeley Street Kowloon	35,000		
Total Shares Allotted by Class 各類股份分配總額		1,534,500		

Signed 簽名 :

(Name 姓名): ( Chan Yan Yan, Jenny ) Date 日期 : 29<sup>th</sup> December, 2003

Director 董事 / Secretary 秘書 \*

\*Delete whichever does not apply 請刪去不適用者