

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF SHARES

- RECEIPT OF LISTING AND QUOTATION NOTICE**
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The board of directors (the “**Directors**” or the “**Board**”) of Cedar Strategic Holdings Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) refers to the announcements dated 19 August 2013 and 27 September 2013 (the “**Announcements**”) in relation to the renounceable non-underwritten rights issue of up to 3,066,506,005 new ordinary shares (“**Shares**”) in the capital of the Company (“**Rights Shares**”), at an issue price of S\$0.005 for each Rights Share (“**Issue Price**”), on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders (as defined below) as at the Books Closure Date (as defined below), fractional entitlements to be disregarded (the “**Rights Issue**”).

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Announcements. Any reference to a time of day herein shall be a reference to Singapore time unless otherwise stated.

1. LISTING AND QUOTATION NOTICE

The Board wishes to announce that the Company has received the listing and quotation notice from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) dated 21 October 2013, for the listing of and quotation for up to 3,066,506,005 Rights Shares and 19,662,936 Adjustment Shares (as defined below) on Catalist (the “**L&Q Notice**”) pursuant to the Rights Issue, subject to the Company’s compliance with the SGX-ST’s listing requirements.

The L&Q Notice is not an indication of the merits of the Rights Issue, Rights Shares, Adjustment Warrants (as defined below), Adjustment Shares, the Company, its subsidiaries and their securities.

2. NOTICE OF BOOKS CLOSURE DATE

Notice is hereby given that the register of members and the register of share transfer books of the Company will be closed at 5.00 p.m. on 29 October 2013 (the “**Books Closure Date**”) for the purpose of determining the provisional allotments of Rights Shares to Entitled Shareholders under the Rights Issue.

3. ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

3.1 Entitled Depositors

Shareholders whose securities accounts with CDP are credited with Shares as at the Books Closure Date (the “**Depositors**”) will be provisionally allotted Rights Shares on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at the Books Closure Date.

To be “**Entitled Depositors**”, Depositors must have registered addresses in Singapore with CDP as at the Books Closure Date; or if they have registered addresses outside Singapore, must provide CDP at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 with addresses in Singapore no later than 5.00 p.m. on the date being three (3) market days prior to the Books Closure Date, in order to receive their provisional allotments of Rights Shares.

3.2 Entitled Scripholders

Shareholders whose share certificates are not deposited with CDP and whose Shares are not registered in the name of CDP (the “**Scripholders**”) will have to submit duly completed and stamped transfers (in respect of Shares not registered in the name of CDP), together with all relevant documents of title, so as to be received no later than 5.00 p.m. on the Books Closure Date by the Company’s share registrar, B.A.C.S Private Limited (the “**Share Registrar**”), in order to be registered to determine their provisional allotments of Rights Shares.

To be “**Entitled Scripholders**”, Scripholders must have registered addresses in Singapore with the Company as at the Books Closure Date; or if they have registered addresses outside Singapore must provide the Share Registrar at 63 Cantonment Road, Singapore 089758 with addresses in Singapore no later than 5.00 p.m. on the date being three (3) market days prior to the Books Closure Date, in order to receive their provisional allotments of Rights Shares.

The Entitled Depositors and Entitled Scripholders shall be collectively referred to as “**Entitled Shareholders**” in this announcement.

3.3 Foreign Shareholders

For practical reasons and to avoid any violation of securities legislation applicable in countries other than Singapore, the Rights Shares will not be offered to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market days prior to the Books Closure Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (the “**Foreign Shareholders**”). As such, no provisional allotments of the Rights Shares will be made to, and no purported acceptance thereof and application therefor by Foreign Shareholders will be valid.

Foreign Shareholders who wish to be eligible to participate in the Rights Issue may provide a Singapore address by notifying in writing, as the case may be, (a) CDP at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 or (b) Cedar Strategic Holdings Ltd., c/o B.A.C.S Private Limited, 63 Cantonment Road, Singapore 089758, not later than three (3) market days before the Books Closure Date.

If it is practicable to do so, arrangements may be made, at the absolute discretion of the Company, for provisional allotments of Rights Shares which would otherwise be provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares commence. The net proceeds from all such sales will be dealt with in accordance with the terms set out in the Offer Information Statement to be issued by the Company in connection to the Rights Issue and lodged with the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore, and despatched to Entitled Shareholders in due course.

4. ADJUSTMENT TO EXISTING WARRANTS

As at the date of this announcement, the Company has 250,000,000 existing warrants with an exercise price of S\$0.008 per warrant previously issued that remain unexercised (the “**Existing Warrants**”). Pursuant to the terms of the Existing Warrants, the Rights Issue will result in an adjustment to the exercise price and the number of warrants to be made to the Existing Warrants (the “**Adjustment**”).

Pursuant to the Adjustment, the new exercise price of the Existing Warrants and the Adjustment Warrants (as defined below) will be S\$0.0074, and 19,662,936 new warrants will be issued upon the Adjustment (the “**Adjustment Warrants**”), the aggregate of which carries the right to subscribe for 19,662,936 Shares (the “**Adjustment Shares**”). The Adjustment will be effective from the commencement of the market day following the closing date for the Rights Issue.

5. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Dr In Nany Sing Charlie
Executive Chairman
21 October 2013

This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Stamford Corporate Services Pte. Ltd (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), this being the SGX-ST Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.

The announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ng Joo Khin whose details are set out below:
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