

CEDAR STRATEGIC HOLDINGS LTD.

(Company Registration Number 198003839Z)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the Ordinary Resolutions below and defined in the circular dated 30 November 2015 to the shareholders of the Company (the “Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at 55 Market Street, #09-02 Singapore 048941 on 15 December 2015 (Tuesday) at 10.00 a.m. (or as soon thereafter following the conclusion of the annual general meeting of the Company which will be held at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without amendment, the following Ordinary Resolutions:

(1) ORDINARY RESOLUTION 1 – THE PROPOSED ALLOTMENT AND ISSUE OF AN AGGREGATE OF 950,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0026 PER SUBSCRIPTION SHARE TO MR ZHU XIAOLIN AND MR TAO XUCHENG (THE “PLACEMENT”)

That:

- (a) approval be and is hereby given for the Placement pursuant to Section 161 of the Companies Act and Rule 805 of the Catalyst Rules, on the terms and subject to the conditions of the Share Subscription Agreements, such Placement to comprise an issue of 950,000,000 Subscription Shares at the Subscription Price of S\$0.0026 per Subscription Share to Mr Zhu Xiaolin and Mr Tao Xucheng;
- (b) Mr Zhu Xiaolin will be allotted 500,000,000 Subscription Shares, while Mr Tao Xucheng will be allotted 450,000,000 Subscription Shares; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

(2) ORDINARY RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF AN AGGREGATE OF 950,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0022 PER INVESTMENT SHARE TO MR TEO CHENG KWEE AND MR WONG PAK HIM PATRICK AS REPAYMENT OF THE INVESTMENT AMOUNT (THE “INVESTMENT REPAYMENT”)

That:

- (a) approval be and is hereby given for the issue of the Investment Shares as repayment of the Investment Amount pursuant to Section 161 of the Companies Act and Rules 804, 805, 812(1) and 812(2) of the Catalyst Rules, on the terms and subject to the conditions of the Investment Agreements, such issue of Investment Shares as repayment of the Investment Amount to comprise an issue of 950,000,000 Investment Shares at an Investment Price of S\$0.0022 per Investment Share to Mr Teo Cheng Kwee, a Non-executive Director of the Company, and Mr Wong Pak Him Patrick, an Independent Director of the Company;
- (b) Mr Teo Cheng Kwee will be allotted 500,000,000 Investment Shares, while Mr Wong Pak Him Patrick will be allotted 450,000,000 Investment Shares; and
- (c) save for Mr Teo Cheng Kwee and Mr Wong Pak Him Patrick, all other Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution, as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

Note: Mr Teo Cheng Kwee and Mr Wong Pak Him Patrick will, and will procure their Associates to, abstain from voting on this Ordinary Resolution 2 in respect of their shareholdings in the Company and shall not accept nominations as proxies or otherwise for voting on the aforesaid Resolution.

By Order of the Board

Christopher Chong Meng Tak
Non-executive Chairman
30 November 2015

Notes:

- (1) A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- (2) If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Raffles Place #26-05 UOB Plaza 1 Singapore 048624 not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.