

CEDAR STRATEGIC HOLDINGS LTD.

(Co Registration No: 198003839Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

To All Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders ("Shareholders") of CEDAR STRATEGIC HOLDINGS LTD. (the "Company") will be held at 20, Havelock Road, Conference Room Level 2, Conference Room 1, Singapore 059765, on Saturday, 14 June 2014 at 10.30 a.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2013 and the Auditors' Report thereon. **Resolution 1**
 2. (a) To re-elect Mr Azman Hisham Bin Jaafar as Director, who shall retire pursuant to Article 87 of the Company's Articles of Association. **Resolution 2a**
(b) To re-elect Mr Chua Cheow Khoon, Michael as Director, who shall retire pursuant to Article 87 of the Company's Articles of Association. **Resolution 2b**
- {See Explanatory Note (1)}**
- (c) To re-elect Mr Tay Hun Kiat as Director, who shall retire pursuant to Article 94 of the Company's Articles of Association. **Resolution 2c**
- {See Explanatory Note (2)}**
3. To approve the payment of the proposed directors' fees of up to S\$360,000 to be paid quarterly in arrears for the financial year ending 31 December 2014. **Resolution 3**
 4. To approve the payment of the proposed directors' fees of up to S\$500,000 to be paid quarterly in arrears for the financial year ending 31 December 2015 **Resolution 4**
 5. To re-appoint Foo Kon Tan Grant Thornton LLP as Auditors of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**
 6. To transact any other business which may be properly transacted at an Annual General Meeting.

Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modifications:

7. **Authority to issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual – Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited ('SGX-ST')**

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), authority be and is hereby given to the Directors to issue:

- (a) (i) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and,
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company.

{See Explanatory Note (3)}

Resolution 6

8. **Mandate to Directors to issue Shares under CSH Employee Share Option Scheme**

That approval be and is hereby given to the Directors to offer and grant options over ordinary shares in the Company in accordance with the provisions of the CSH Employee Share Option Scheme (the "Scheme"); and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company (the "Scheme Shares") as may be required to be issued pursuant to the exercise of the options that may be granted under the Scheme provided always that the aggregate number of the Scheme Shares (excluding treasury shares) available under the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time, as determined in accordance with the provisions of the Scheme.

{See Explanatory Note (4)}

Resolution 7

By Order of the Board

Ong Beng Hong and Tan Swee Gek
Joint Secretaries
Singapore
30 May 2014

Explanatory Notes

- (1) **Ordinary Resolutions 2 (a) and 2 (b) - To re-elect Mr Azman Hisham Bin Jaafar and Mr Chua Cheow Khoon Michael as Directors, who shall retire pursuant to Article 87 of the Articles of Association of the Company**

If re-elected, Mr Azman Hisham Bin Jaafar will remain as an Independent Director, Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nominating & Corporate Governance Committee.

If re-elected, Mr Chua Cheow Khoon Michael will remain as an Independent Director, Chairman of the Audit Committee and a member of each of the Nominating & Corporate Governance Committee and the Remuneration Committee.

- (2) **Ordinary Resolution 2 (c) – To re-elect Mr Tay Hun Kiat as a Director, who shall retire pursuant to Article 94 of the Articles of Association of the Company**

If re-elected, Mr Tay Hun Kiat will remain as an Independent Director, Chairman of the Nominating & Corporate Governance Committee and a member of each of the Remuneration Committee and Audit Committee.

- (3) **Ordinary Resolution 6 – Authority to issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual – Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited ('SGX-ST')**

The Ordinary Resolution 6 proposed in item 7 above, if passed, will authorise the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of shares awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (4) **Ordinary Resolution 7 – Mandate to Directors to issue Shares under CSH Employee Share Option Scheme**

Ordinary Resolution 7 proposed in item 8 above is to allow the Directors to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme provided that the aggregate number of shares to be issued under the Scheme, when aggregated with shares to be issued under any other existing share schemes of the Company does not exceed 15% of the total number of shares issued by the Company, excluding treasury shares, if any, from time to time. The Scheme was first approved by the Shareholders at the Extraordinary General Meeting held on 21 August 2009 and subsequently renewed by the Shareholders at the Annual General Meetings held on 28 January 2010, 28 January 2011, 12 January 2012 and 10 April 2013. Details of the Scheme may also be found in the Circular to Shareholders dated 29 July 2009.

Notes:

- (1) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If a proxy is to be appointed, the form must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758, not less than 48 hours before the meeting.
- (3) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (4) In the case of joint shareholders, all holders must sign the form of proxy.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of Singapore Exchange Securities Trading Limited (the SGX-ST). The Company's Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

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