

**CEDAR STRATEGIC HOLDINGS LTD.**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

All capitalised terms in the Resolutions below and defined in the circular dated 3 February 2017 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 #03-01 Singapore 048941 on 27 February 2017 (Monday) at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following Resolutions:

**ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF 6,225,000 SHARES REPRESENTING 25.025% OF THE TOTAL ISSUED AND PAID-UP SHARES OF DAS PTE. LTD. AS AN INTERESTED PERSON TRANSACTION**

Resolved that subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given for the acquisition of 6,225,000 shares representing 25.025% of the total issued and paid-up shares of DAS Pte. Ltd. from D3 Capital Limited ("D3") in accordance with the terms and conditions of the sale and purchase agreement entered into between the Company and D3, which constitutes an interested person transaction under the Catalist Rules (the "D3 Acquisition"); and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the proposed D3 Acquisition, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the proposed D3 Acquisition.

**ORDINARY RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF CONSIDERATION SHARES TO D3 CAPITAL LIMITED**

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1, authority be and is hereby given to the Directors:

- (a) to allot and issue to D3 an aggregate of 65,469,600 ordinary shares in the Company, credited as fully paid-up, at an issue price of S\$0.10 each as part satisfaction of the consideration for the D3 Acquisition; and
- (b) to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

**Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional upon each other. This means that:**

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 1 would not be passed; and
- (b) if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 would not be passed.

**SPECIAL RESOLUTION 3 – PROPOSED CHANGE OF NAME OF THE COMPANY**

Resolved that:

- (a) the name of the Company be changed from "Cedar Strategic Holdings Ltd." to "Emerging Towns & Cities Singapore Ltd." (the "Proposed Name Change") and that the name of "Emerging Towns & Cities Singapore Ltd." be substituted for "Cedar Strategic Holdings Ltd." wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Name Change as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

**ORDINARY RESOLUTION 4 – THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES TO THE COMPANY'S CONTROLLING SHAREHOLDER, MR LUO SHANDONG**

Resolved that:

- (a) that the convertible loan agreement entered into between the Company and its controlling shareholder Mr Luo Shandong ("LSD") dated 25 January 2017 (the "Convertible Loan Agreement") be and is hereby approved, confirmed and ratified;
- (b) in connection with the Convertible Loan Agreement, approval be and is hereby given to the Directors or any them to:
  - (i) grant to LSD the right at any time within fifteen (15) months from the date of the Convertible Loan Agreement to convert up to the full sum of the principal loan amount of US\$29,302,144 (which comprises the principal loan amounts under the loans granted by LSD to the Company on 17 October 2016 and to DAS Pte. Ltd. on 15 October 2016 and all interests accrued thereon as of 25 January 2017) (the "Convertible Loan") and any interest accrued thereon into fully paid new ordinary shares (the "Conversion Shares") in the Company; and
  - (ii) allot and issue such number of Conversion Shares as may be required or permitted to be allotted and issued on the conversion of the Convertible Loan to LSD, subject to and otherwise in accordance with the terms and conditions of the Convertible Loan Agreement whereby such Conversion Shares when issued shall rank pari passu in all respects with the then existing Shares, save as may be provided in the terms and conditions of the Convertible Loan Agreement; and
- (c) approval be and is hereby given to the Directors or any of them to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

**By Order of the Board**

Christopher Chong Meng Tak  
Non-Executive Chairman  
3 February 2017

**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. 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.
- (2) A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.  
"Relevant intermediary" means:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **80 Raffles Place #26-05 UOB Plaza 1 Singapore 048624** at least 72 hours before the time fixed for the Extraordinary General Meeting. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the Extraordinary General Meeting in order for him to be entitled to vote at the Extraordinary General Meeting.
- (5) By attending the Extraordinary General Meeting and/or any adjournment thereof or 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.