

Presentation to shareholders – AGM/EGM

By Cedar Strategic Holdings Ltd

15 December 2015

1. Overview

Issues the New Board prioritized:-

Lift trading suspension of the shares

1. Overview

For **trading suspension to be lifted** the New Board needs to:-

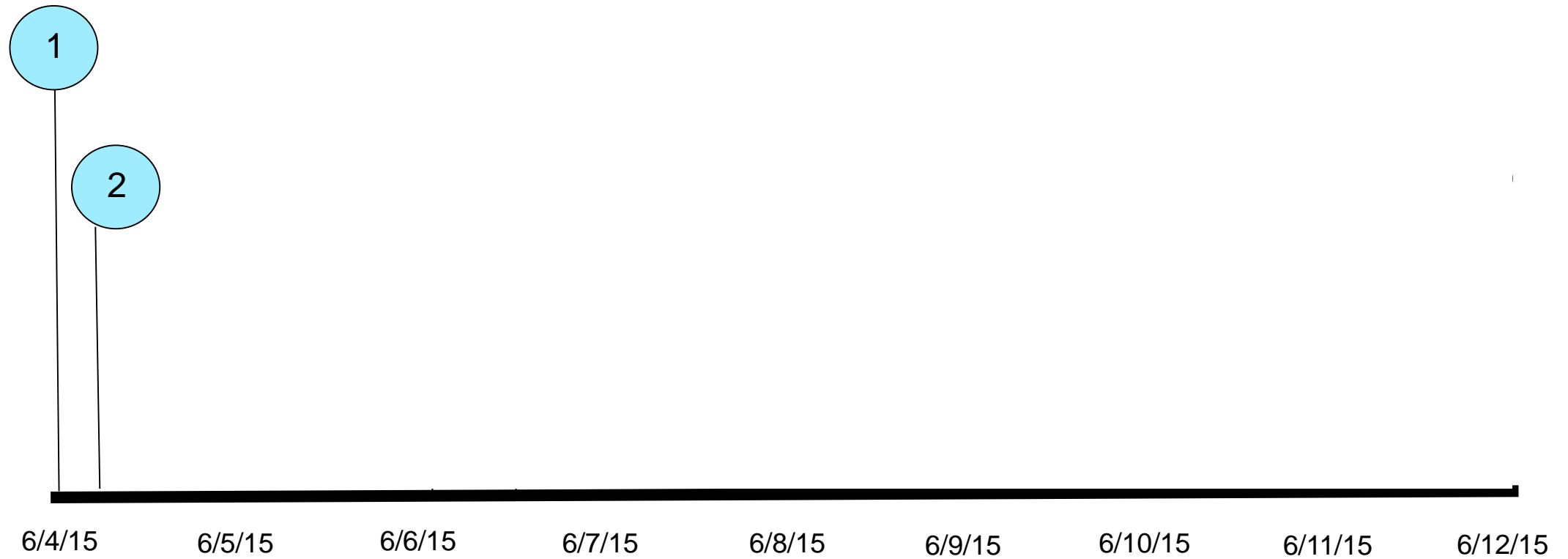
1. Get money to operate
2. Do the Special Audit
3. Put in management, controls, policies [*ground up re-construction*]
4. Settle Trechance and Futura
5. Get the Financial 4Q2014 and FY2014 done
6. Have a business

1. Overview

Issues the New Board prioritized (continued)

1. Clear the over 60 issues highlighted by the Special Audit
2. Hold AGM/EGM
3. Do the financial results for 1Q2015, 2Q2015 & 3Q2015
4. **Apply for lifting of trading suspension**

1. Timeline



1. Overview

1

9 April 2015

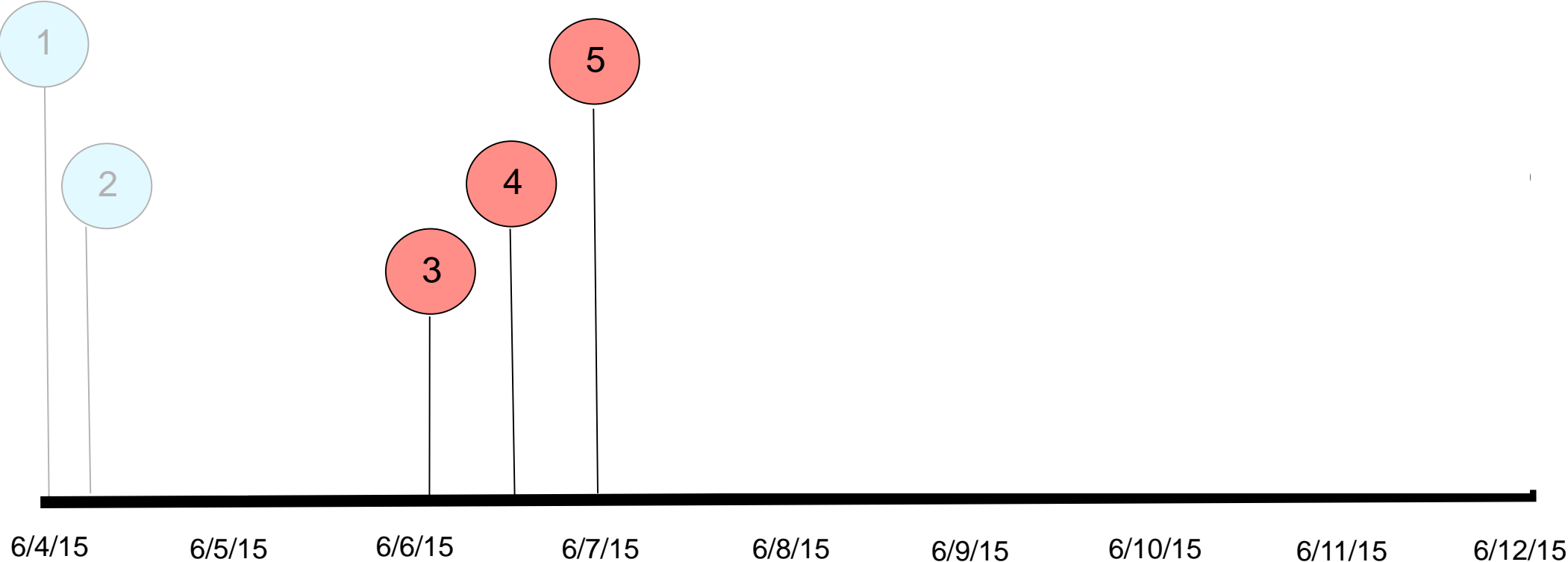
Company announced that it has requested for mandatory trading suspension over the Company's shares from SGX-ST.

2

14 April 2015

Company announced that it will be engaging a special auditor

1. Timeline



1. Overview

3

11 June 2015

Shareholders requisition to remove Directors and appoint new Directors

4

24 June 2015

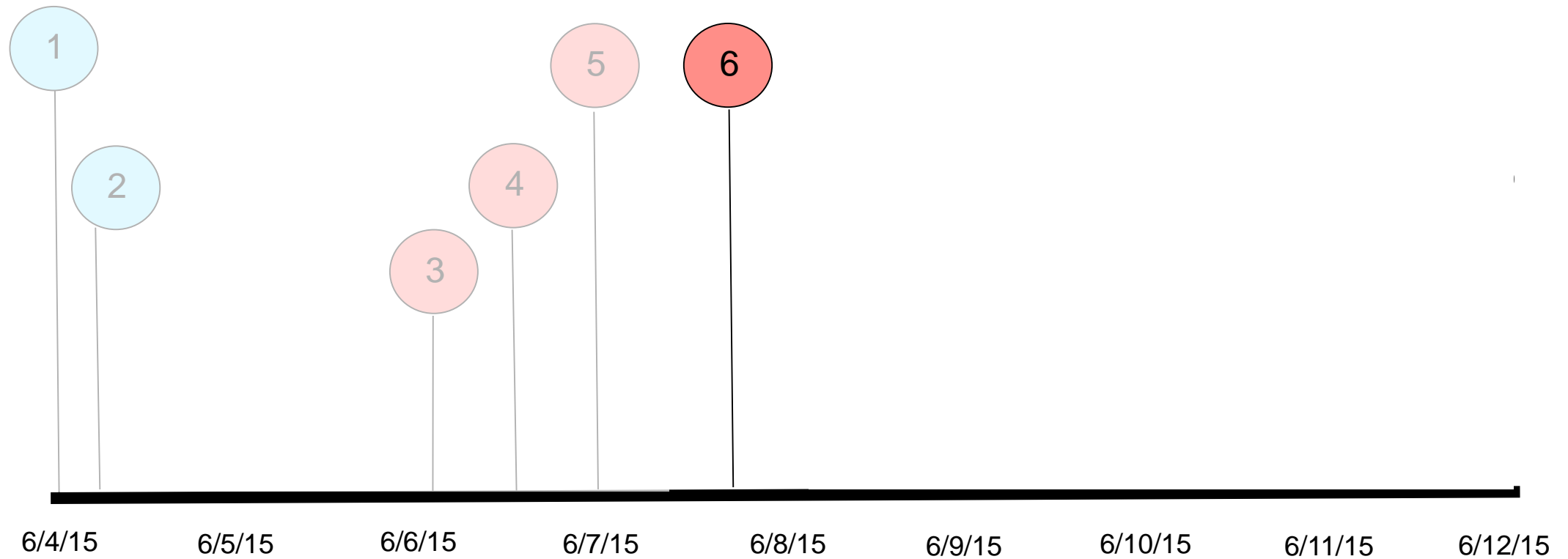
Appointment of 3 members of the New Board

5

3 July 2015

Baker Tilly Consultancy appointed “Special Auditor”
Signed Investment and Placement Agreements
1st letter to shareholders

1. Timeline



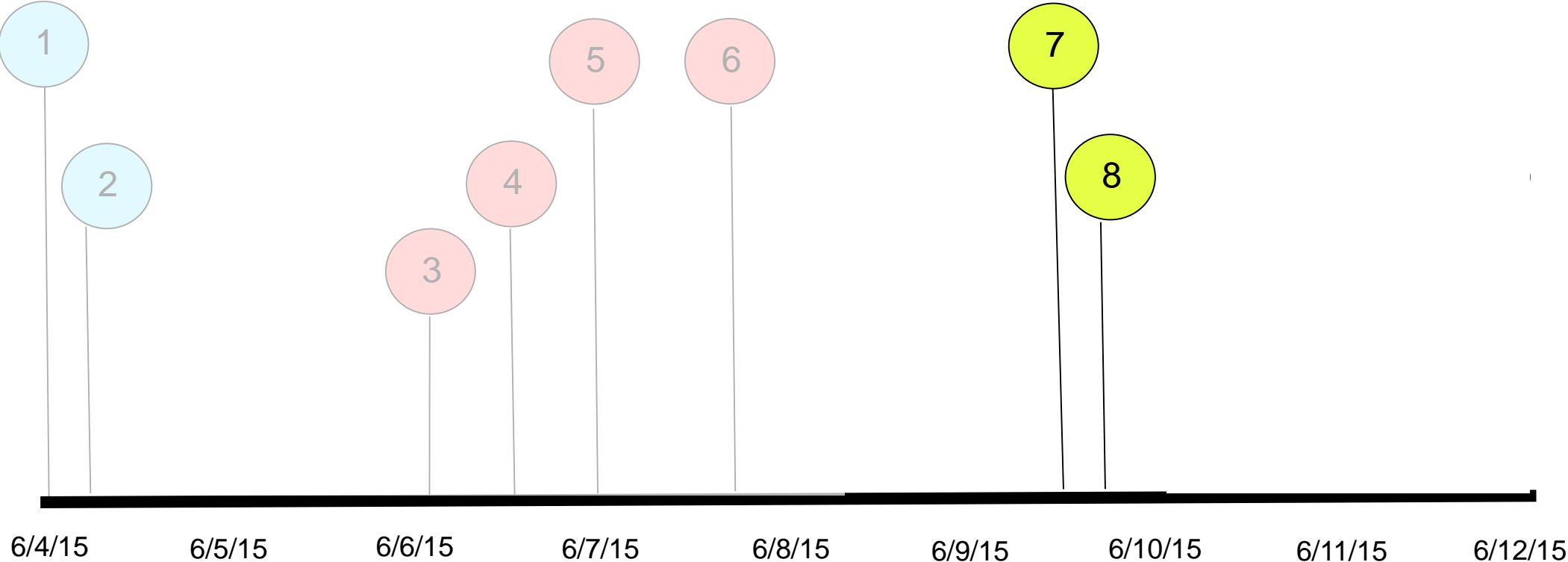
1. Overview

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21 July 2015

- Appointment of 2 additional members to New Board
- Appointment of COO
- Signing of MOU to acquire Daya Bay project
- 2nd letter to shareholders

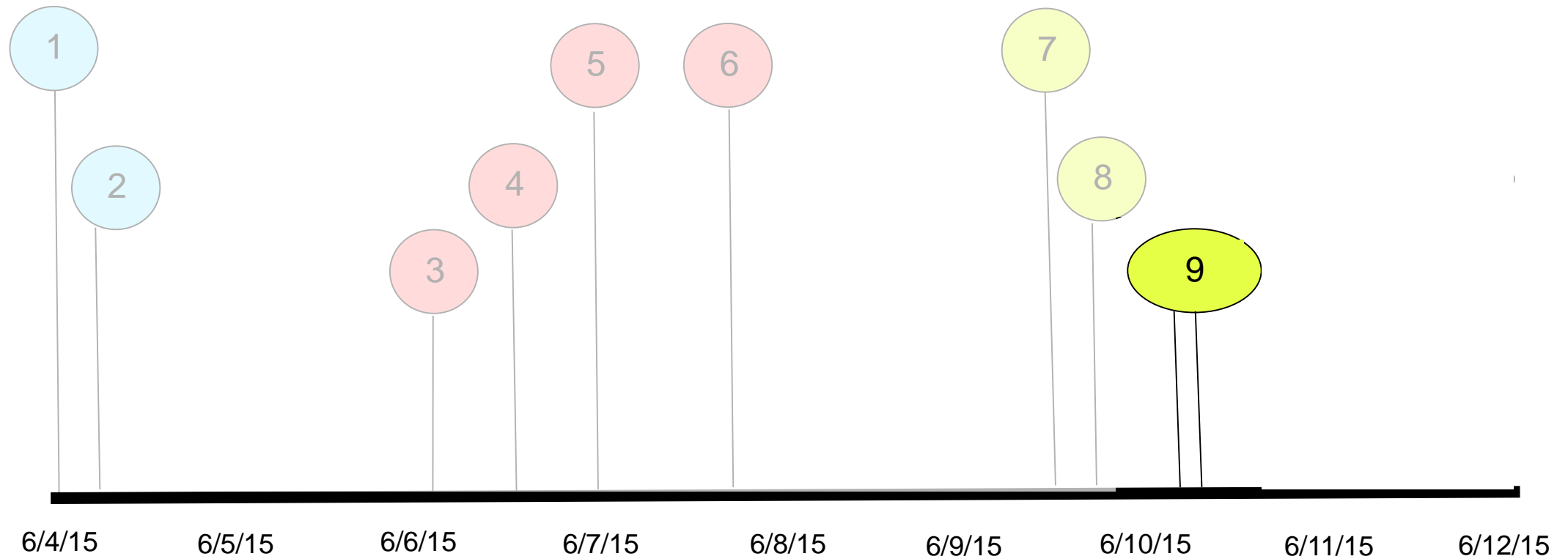
1. Timeline



1. Overview

- 7 25 September 2015
3rd letter to shareholders
- 8 1 October 2015
Appointment of CFO

1. Timeline



1. Overview

2 October 2015

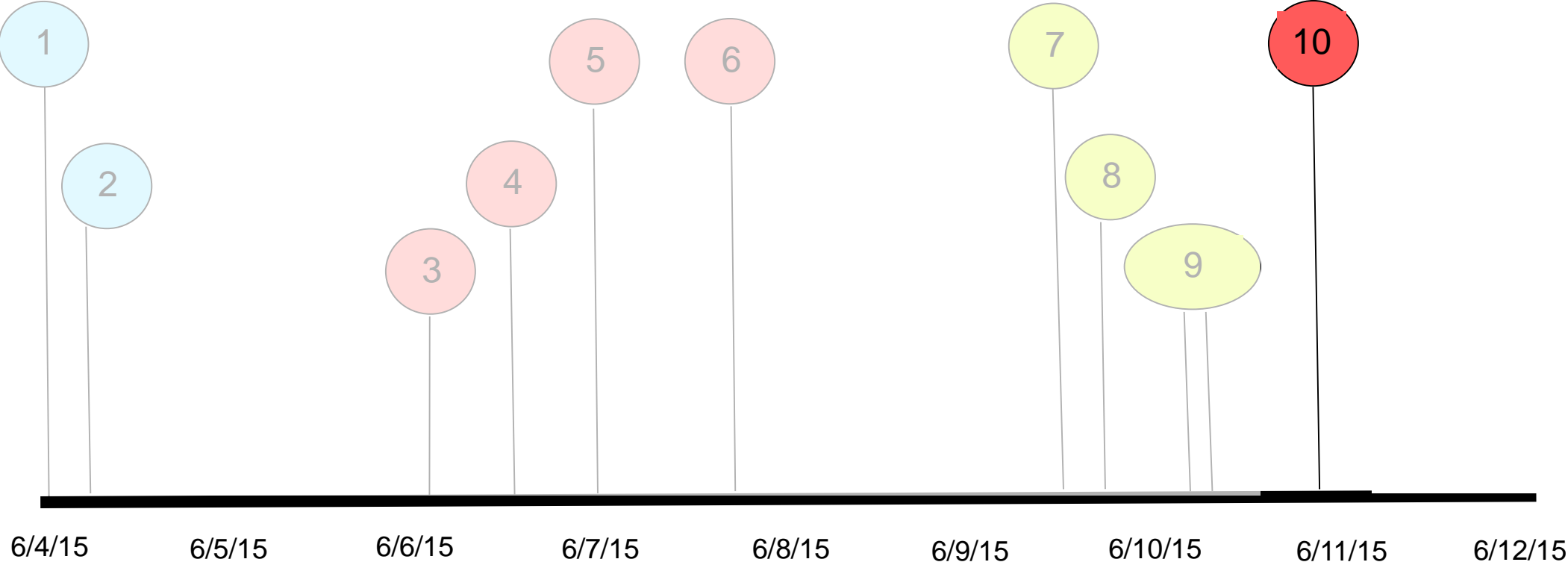
Acquisition of Daya Bay project – SPA signed

9

12 October 2015

Update on loss of Huamao and Shunhe

1. Timeline



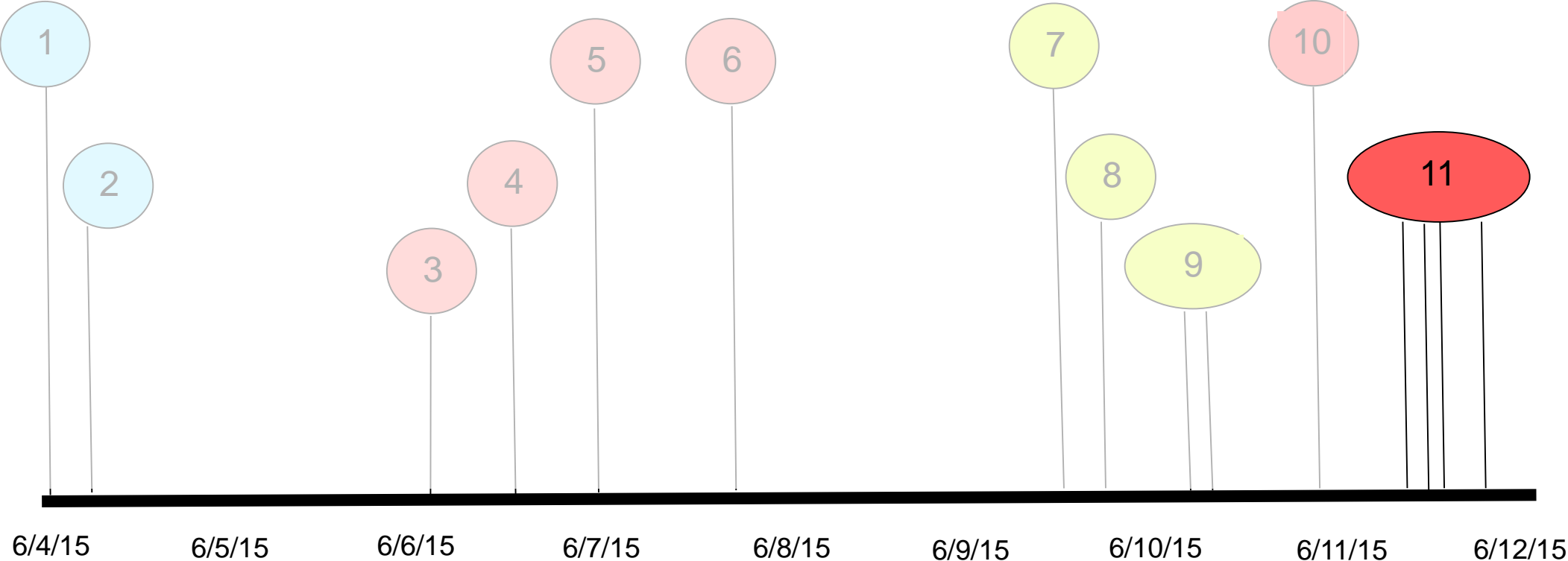
1. Overview

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4 November 2015

Completion of acquisition of Daya Bay project

1. Timeline



1. Overview

19 November 2015

Update on loss of Huacheng and Shengxiang

24 November 2015

Release of Special Audit Report

Release of FY2014 results, disclaimed

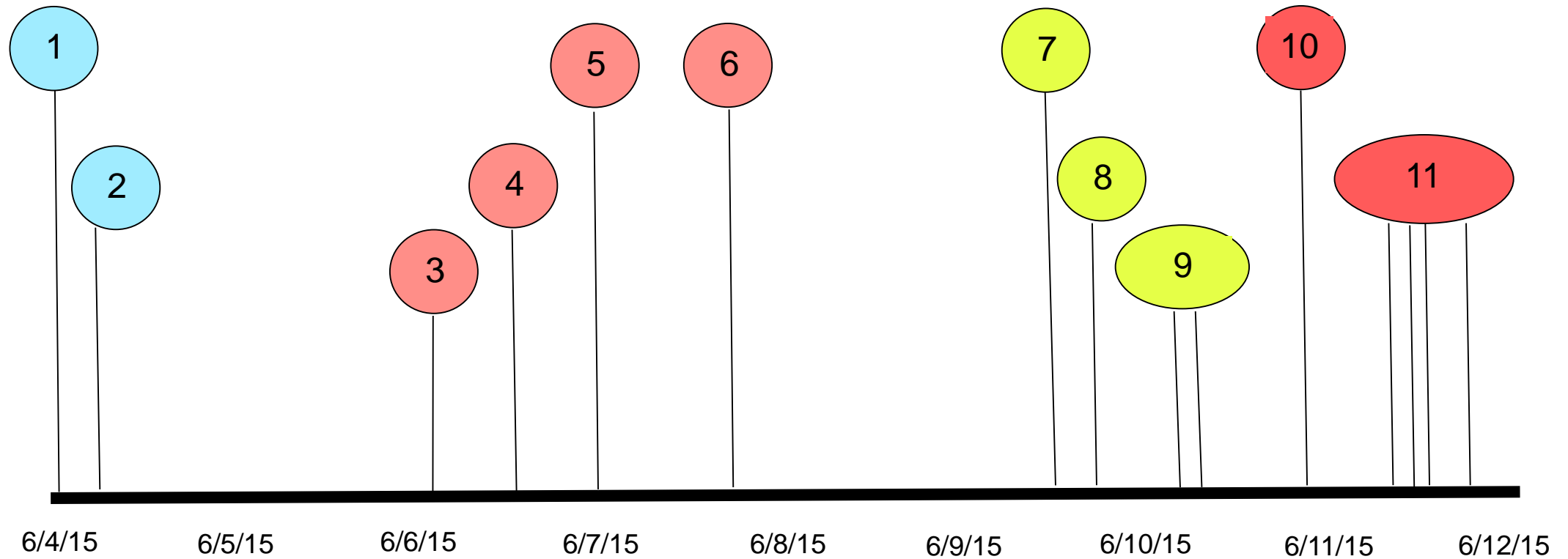
4th letter to shareholders

30 November 2015

Notice of AGM and AR2014

Notice of EGM and Circular

1. Timeline





Directors

2. New Board



Mr Christopher Chong Meng Tak

Non-executive Chairman and member each of the Audit, Nominating & Corporate Governance and Remuneration Committees.

Appointed to the Board on 24 June 2015

He is a partner and co-founder of ACH Investments Pte Ltd and a director of ASL Marine Holdings Ltd, Singapore O&G Ltd and Ying Li International Real Estate Limited on the SGX-ST and GLG Corp Ltd and Koon Holdings Limited on the Australian Securities Exchange. Mr Chong is also a director/trustee of several private companies, trusts and international funds.

Mr Chong has significant experience in capital markets, securities law, corporate governance and corporate affairs. Mr Chong holds a Bachelor of Science degree in Economics (1st class Honours) from the University College of Wales and a MBA degree from the London Business School. He is a member of the Institute of Chartered Accountants of Scotland, a Fellow of the Australian Institute of CPAs, a Fellow of the Hong Kong Institute of Certified Public Accountants, a Fellow of the Singapore Institute of Directors, a Fellow of the Australian Institute of Company Directors and a Master Stockbroker of the Australian Association of Stock Brokers.

2. New Board



Mr Tan Thiam Hee (CEO designate)

Independent Director, Chairman of the Audit Committee and member each of the Nominating & Corporate Governance Committee and the Remuneration Committee.

Appointed to the Board on 24 June 2015

He is the Non-executive Chairman of GPS Alliance Holdings Limited, a company listed on the Australian Securities Exchange and also a director in ACH Investments Pte Ltd.

Mr Tan is a professional accountant by training and has garnered more than 20 years of experience as CFO or CEO in various industries, including marine, construction, property development and investments, pharmaceutical, leisure, manufacturing, trading and investments holding.

Mr Tan has a Master of Business Administration in International Business and a Bachelor of Accountancy (Merit) from the Nanyang Technological University of Singapore. He is also a Fellow of the Institute of Singapore Chartered Accountants and CPA Australia, a member of the Singapore Institute of Directors and a Graduate member of the Australian Institute of Company Directors.

2. New Board



Mr Peter Tan

Independent Director, Chairman of the Nominating & Corporate Governance Committee and the Remuneration Committee and a member of the Audit Committee.

Appointed to the Board on 24 June 2015.

Mr Tan has more than 30 years' experience in corporate accounting and management in Australia, Singapore and Indonesia. He has worked in various companies involved in manufacturing, venture capital, sand mining, telecommunications, and oil and gas support services. He is currently the Chief Financial Officer of Golden Orange Materials Pte Ltd, a newly established Company in Singapore involved in the global wholesale, retail distribution of nano composite materials.

Mr Tan was the CFO of various SGX-ST listed Company such as Sinija Land Limited and MFS Technology Ltd, as well as a Financial Controller with various large private companies in Singapore, Australia and Indonesia.

Mr Tan holds a Bachelor of Commerce degree majoring in Accounting and Management from the University of Western Australia. He is a fellow member of CPA (Australia), a member of the Australian Institute of Management, a fellow Chartered Accountant of Singapore, ISCA and a member of the Singapore Institute of Directors.

2. New Board



Mr Teo Cheng Kwee

Non-executive Director

Appointed to the Board on 21 July 2015

Mr Teo Cheng Kwee is the founder and a Non-executive Director of Sapphire Corporation Limited, a company listed on the SGX-ST.

Mr Teo brings with him more than 30 years of experience in the building and construction industry and his vast experience and acute business acumen would value-add to the Company going forward.

2. New Board



Mr Patrick Wong Pak Him

Independent Director

Appointed to the Board on 21 July 2015

Mr Wong was the director and CFO of Far City Mining Limited, a company listed on the Canadian Securities Exchange. Far City Mining Limited is a group with business interest in mining exploration and acquisition.

Mr Wong is a professional accountant by training and has garnered more than 15 years of experience in accounting aspect. He is also active in the corporate scene, having helped companies to IPO in both Hong Kong and Canada. He has also driven several merger and acquisition exercises as well as corporate restructuring or divestment exercises in Hong Kong.

Mr Wong has a Bachelor of Business Administration (Accounting) from the Hong Kong Baptist University. He is also a member of the Association of Chartered Certified Accountants.



Management

2. New Management Team



Mr Joseph Lim

Chief Financial Officer

Appointed on 1 October 2015

Mr Joseph Lim oversees the finance, accounting and treasury functions of the Group. He brings with him more than 20 years of post-graduation experience in accounting, auditing, treasury, risk management and investments with extensive background in public companies listed on SGX-ST and ASX.

Joseph graduated from the Nanyang Technological University of Singapore with a Bachelor of Accountancy. He is a Fellow of the Institute of Singapore Chartered Accountants, a Certified Internal Auditor and a Chartered Financial Consultant.

2. New Management Team



Mr Ou Haijie

Chief Operating Officer

Appointed on 21 July 2015

Mr Ou Haijie is responsible for overseeing the operations of the Group and will be advising the Board of directors on our existing businesses as well as potential new investment.

He has more than 20 years' experience in the China property industry and is familiar with the operation, internal controls, marketing and sale. He is also kept abreast of up and coming trends of the property market.

Mr Ou holds a Bachelor of Science degree in Textile Engineering and Industrial Management from Donghua University. He is a Certified Asset Appraiser (China), a senior member of the professional Managers of Real Estate in China and a registered Real Estate Agent.

2. New Management Team



Mr Yang Cha

Chief Development Officer

Appointed on 8 December 2015

Mr Yang Cha is responsible for overseeing the development projects of the Group and will be advising the CEO on our existing businesses as well as potential new development and investment.

Mr Yang has over 20 years' experience in real estate development, his early role in construction companies helped him gained profound experiences in construction, design and cost control, which laid an excellent foundation for his real estate development career. His projects covered include residential, commercial, hotel, office and specialized market, with total developed areas in excess of a million square meters. All these projects achieved excellent economic benefits and social influence.

Mr Yang, has a Bachelor of Engineering degree from the Hunan University, and with professional titles of Senior Engineer and National First Class Construction Engineer.

Special Audit & Follow Up



3. Special Audit

Highlights from Special Auditors' Report:-

1. Divestment of the titanium dioxide business
2. Acquisition and proposed divestment of Trechance Group
3. Acquisition and divestment of Yess Le Green and West Themes
4. Acquisition of Futura Asset Holdings
5. Severance payments
6. Disbursements

3. Special Audit

Additional Work:-

1. Expanded Special Audit scope for Baker Tilly
2. Appointed Shanghai Yuan Tai Law (*Trechance due diligence report & China subsidiaries*)
3. Liaised with JLL Hong Kong (*Trechance valuation report*)
4. Appointed Drew & Napier (*review of SA Report*)
5. Appointed Wong Tan & Molly Lim (proof of placement proceed & bond)

3. Special Audit

Additional Work (continued):-

6. Settled and signed off Trechance FY2013 and FY2014 accounts
7. Change of bank signatories (Cedar, Trechance & Futura)
8. Appointed new Hong Kong Company Secretary (*Trechance*)
9. Appointed new Company Secretary (Futura)
10. Settled threatened Futura litigation
11. Appointed Baker Tilly to help put in place ERM & IA

3. Aside from Special Audit

2. Shanghai Yuan Tai Law Offices:-

Have undertaken significant actions:

1. Reviewed documentation and contracts
2. Searched court records
3. Prepared action in court for discovery
4. Gained access to registrar file
5. Reviewed Government fine issue
6. Uncovered long list of suits against JYD
7. Uncovered long list of suits against Guiyang Shunhe
8. Discovered JYD and Ji Lei are no longer in China

3. Special Audit

Conclusion by Special Auditor:



“We note weaknesses and/or lapses (as the case may be) in corporate governance, internal controls and possible non-compliance with the Catalist Rules. Current Board should seek legal advice and follow up on the various matters mentioned in this report.”

3. Special Audit

Legal opinion:

Mr Cavinder Bull of Drew & Napier's considered opinion (in blue) on the issues raised by the Special Audit

Follows:

However, an over arching comment is that the absence of a document or a non-recording of a decision does not lend itself to an action as the courts require hard and substantive evidence



3. Follow-up Actions by Company

1. Drew & Napier LLC

- a. Actions, including recovery, against ex-directors and CFO
- b. Recovery of S\$1.5 million
- c. Follow up on proof of S\$3.6 million placement proceeds
- d. Follow up on S\$3.6 million bond
- e. Follow up on 1% M&A commission paid
- f. Follow up on other commission payments
- g. Follow up on severance pay
- h. Follow up on over payment
- i. Follow up on unsettled bills

3. Follow-up Actions by Company

1. Shanghai Yuan Tai Law Offices
 - a. Discovery of transfer
 - b. Settlement of TCI issues
 - c. Recovery of RMB180 million and related interest
 - d. Recovery of PRC subsidiaries and related investments

3. Follow-up Actions by Company

3. Wong Tan and Molly Lim LLC
 - a. Follow up on S\$3.6 million bond
 - b. Settlement of Futura and recovery of control over S\$100,000
4. Baker Tilly Consultancy (Singapore) Pte Ltd
 - a. Enterprise Risk Assessment
 - b. Internal Audit
5. Internal
 - a. Code of Ethics
 - b. Whistleblowing policy
 - c. Share trading policy
 - d. Authority matrix



New Business

4. New Business

Acquisition of 60% of the registered capital of Huizhou Daya Bay Mei Tai Cheng Property Development Co., Ltd. (惠州大亚湾美泰诚房地产开发有限公司) for an aggregate consideration of RMB 48 million

Profit & cashflow expected from completion

Payment of consideration expected in 1Q2016

Toener Silver Beach Project Overview



Company: Huizhou Daya Bay Mei Tai Cheng Real Property Development Co., Ltd

Date: 2015-10

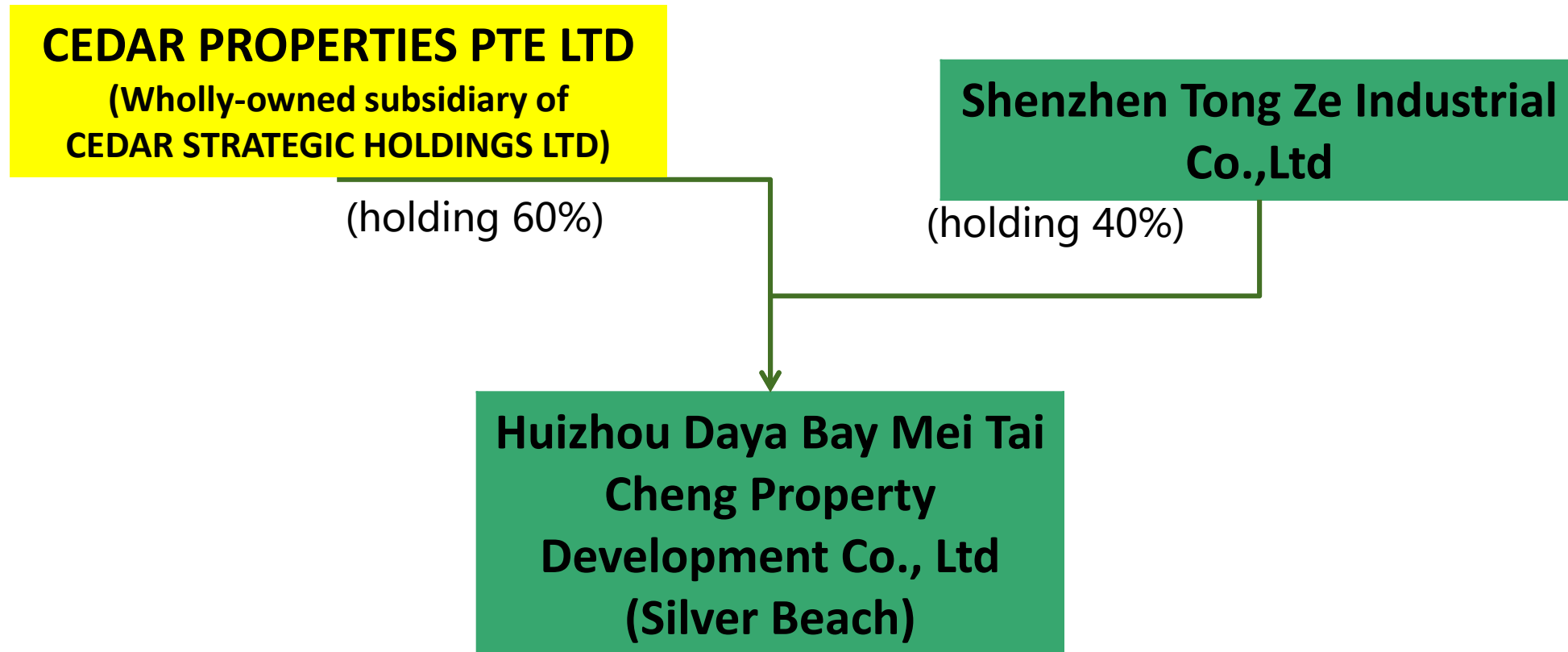
Daya Bay Project Overview

- ❖ Name: Toener Silver Beach
- ❖ Location: Xia Chong Town, Daya Bay, Huizhou
- ❖ Transport: Coastal highway, high speed rail between Shenzhen and Xiamen, Huizhou Airport, 70km to Shenzhen City, 60km to Shenzhen International Airport
- ❖ Project type and advantages:
 1. High-end hotel management investment apartment, rare in this district
 2. Frontline ocean and beach view
 3. Managed and operated by Estay Inc.
- ❖ Target holiday clients: nearly **1 million trips** in this district in 2013, a 40% annual increase. Biggest seafood market and food paradise in Shenzhen
- ❖ Government's support: developing a second Sanya, with massive tourism resources and relevant facilities

Daya Bay Project Overview

- ❖ Occupied area: 14,996 sqm
- ❖ Floor area: 52,486 sqm
- ❖ Number of Units: 1,099 units, of which
 - ❖ 700 units for sale with total area 30,660 sqm
 - ❖ 399 units for leasing with total area 17,476 sqm
- ❖ Parking lots: 420
- ❖ Hotel operation facilities: function rooms, restaurant, conference rooms, and mahjong rooms etc.

Company Structure





Location



Photo Gallery



Photo Gallery



Operations – Development Properties

| | No. of units | Total floor area (sqm) |
|--|--------------|------------------------|
| Sold | 573 | 24,957.25 |
| Unsold (not incl. self-maintained, incl. deposit received but contract not signed) | 127 | 5,527.59 |
| Total | 700 | 30,484.84 |
| Notified and Handed over | 217 | 9,591.95 |
| Notified, but not handed over | 99 | 4,220.6 |
| Total considered handed over | 316 | 13,812.55 |

Operations

❖ Properties for sale

- 2015 Revenue includes 316 units delivered to the purchaser
- Other Income is the deposit forfeited from the purchaser

❖ Leasing Properties

- 399 units rent out at RMB2,000 per month from December 2015
- Cost of Services Provided contains Property Tax of 12% and Business Tax of 5.6%



Going Forward

Going forward

- ❖ Strategic Direction - Investments in Emerging cities
 - ❖ Development properties
 - ❖ Investment properties
 - ❖ Other related businesses
- ❖ Capital reduction being contemplated in 2016
- ❖ Rights Issue to all shareholders* being contemplated in 2016 to raise funds for:-
 1. Payment of consideration for Daya Bay acquisition
 2. Further acquisition for growth
 3. Working capital purposes

**conducted under the general mandate which was obtained and the maximum size of the issue will be one-for-one*

Resolutions

AGM: Resolution 1

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2014 and the Auditors' Report thereon

AGM: Resolution 2

To re-elect the following (who shall retire pursuant to Article 94 of the Company's Articles of Association), as Director:

- a. Mr Christopher Chong Meng Tak

AGM: Resolution 2

To re-elect the following (who shall retire pursuant to Article 94 of the Company's Articles of Association), as Director:

- b. Mr Teo Cheng Kwee

AGM: Resolution 2

To re-elect the following (who shall retire pursuant to Article 94 of the Company's Articles of Association), as Director:

- c. Mr Peter Tan

AGM: Resolution 2

To re-elect the following (who shall retire pursuant to Article 94 of the Company's Articles of Association), as Director:

- d. Mr Wong Pak Him, Patrick

AGM: Resolution 2

To re-elect the following (who shall retire pursuant to Article 94 of the Company's Articles of Association), as Director:

- e. Mr Tan Thiam Hee

AGM: Resolution 3

To approve the payment of the proposed directors' fees of up to S\$300,000 to be paid quarterly in arrears for the financial year ending 31 December 2016

AGM: Resolution 4

To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorize the Directors to fix its remuneration

AGM

To transact any other business which may be properly transacted at an Annual General Meeting

AGM: Resolution 5

Special Business

5. 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

AGM: Resolution 6

Special Business

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

EGM

- Allotment and issuance of 950 million shares at S\$0.0026 (30% premium) per share
- Allotment and issuance of 950 million shares at S\$0.0022 (10% premium) per share
 - Repayment of investment amount by **2 January 2016**; or
 - Pay investment amount of S\$2.09 million + interest @ 12% p.a.

EGM

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

EGM

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 subscription share to Mr Teo Cheng Kwee and Mr Wong Pak Him Patrick

Questions and Answers



Thank
You

*This announcement 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 the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Company's Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the Exchange and the Exchange assumes 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 Company's Sponsor is Mr Ng Joo Khin
Telephone number: 63893000
Email: jookhin.ng@morganlewis.com*