

JOSEPH ORR

T: +1 206 558 1222

E: joseph.orr@jorrcpa.com

LI: [in/joseph-orr/](https://www.linkedin.com/in/joseph-orr/)

A: 300 Lenora Street # 1100 Seattle WA 98121-2411 USA

In an executive capacity, I have served as the Principal of Joseph Orr & Associates, CPA since 2008. I offer financial advisory services including: insolvency, restructuring and turnaround strategy, mergers & acquisitions, corporate finance, IPO, private capital transactions and compliance to listed companies, medium-capitalisation and growth companies as well as High-Net-Worth clients, professional investors, private equity and limited partnership funds.

15+ years of board-level experience as an Executive Director, CEO, Non-Executive Director, Chairman of Investment and Audit Committees, Board Consultant as well as a member of Audit, Nomination, Remuneration and Resumption Committees with particular experience in the financial services, mining, construction, retail fashion, food & beverage and manufacturing industries; including 5 HKEX listed companies and a public company in Singapore with 2000 shareholders.

Leveraging decades of strategic services to a diverse client base in both for-profit and not-for-profit industries, at board level what I do is advise on the execution and completion of insolvency, and turnaround strategy, M&A transactions, communication and offer recommendations on restructuring issues, substantial acquisitions and substantial disposals and relevant valuation, compliance and disclosures in circulars/announcements for approvals in AGMs/EGMs.

Previous roles in AECOM, Baker McKenzie, Warner, HYATT, KPMG available upon request.

Finally, I am a Member - INSOL International, a Chartered Accountant of Australia & New Zealand, and a Certified Public Accountants in Washington State, USA, a Member - Australian Institute of Company Directors and a Fellow - Governance Institute of Australia.

INSOLVENCY, TURNAROUND & RESTRUCTURING EXPERIENCE

2008 – present Principal Partner | CPA.wa | Chartered Accountant.anz

Joseph Orr & Associates, CPA - *Licensed in Washington State, USA. A professional and brand communications firm that provides a range of strategic & investment advisory services to a diverse client base in United States and Hong Kong.*

- Firm License Owner, Principal Adviser, Licensed Responsible Officer of the Securities and Futures Commission, Board Director, Officer and Consultant.
- Advised clients, lawyers and Board directors in insolvency, restructuring and turnaround and turnaround matters. Served as an expert witness in trial case at the US District Court of Massachusetts, Boston, USA.
- Advised clients and listed companies on KPI Metrics, Board Governance, compliance, strategic plan, business restructure and turnaround management.
- Served as a Board Director (Executive and Non-executive), Committee Chairman/Member/Consultant in listed companies and an officer in private companies and private equity fund for 15+ years including China Oil Gangran Energy Group, Chinese Global Investors Group, Grand TG Gold, Chinese Food & Beverage Group, China Bio-Med Regeneration Technology and Artfield Group.
- Served as a director/officer/representative in SFC licensed financial institutions for 10+ years including TC Capital Group, Grand Partners Group and Cardinalasia Consulting.

2019 – present Executive Director

Chinese Global Investors Group - *A public company with approximately 2000 shareholders An investment holding group listed on the Catalist of the Singapore Exchange principally engaged in waterproofing project and construction management, property development, coal, metals and natural resources management, ownership, mining and trading activities. From 2011, the business scope expanded to Financial Services and Investment Business.*

- Negotiated with SGX on the delisting arrangements of the group; completed major transactions; communicated and offered recommendations to Board and Shareholders; arranged circulars, board resolutions and EGMs to approve delisting and major transactions including the disposal of core business.

2019 – 2020 Consultant

China Oil Gangran Energy Group Holdings Limited - A HKEX listed (Stock Code: 8132) holding company principally engaged in power and data cords, trading of refined oil and chemicals.

- Advised the Board on the deconsolidation issues, negotiation with investors to support the restructuring plan, voluntary winding-up petition in Cayman court, the appointment of Joint Provisional Liquidators and the restructure of indebtedness.
- Trading of share was suspended in 2019 for a period of 2 years; the resumption conditions were fully satisfied leading to the resumption of trading in June 2021.

2008 – 2017 Non-Executive Director

Grand TG Gold Holdings - A HKEX listed (Stock Code: 8299) holding company principally engaged in gold exploration, mining and mineral processing and gold concentrate product.

- Chairman of Nomination Committee, Member of Audit and Remuneration Committee, Key member/adviser of Resumption Committee leading to successful resumption in 2017.
- Advised the Board and negotiated with stakeholders on consolidation and resumption issues, defence of the winding-up petitions in Hong Kong Court and Cayman Court, the resumption proposal/restructure by way of open offer, debt capitalisation, debt settlement, group financial information, Competent Person's Report, internal control recommendations, EGMs to approve the resumption proposal by shareholders & creditors.
- Advised on annual corporate transactions including Directors' Report and the Audited Accounts, Directors' fees and the general mandate etc for approvals in AGMs.
- Trading of shares was suspended in 2010 at the market cap of HK\$900 million for a period of 7 years; provided professional advice leading to the resumption of trading in May 2017.

2010 – 2013 Executive Director, Chief Executive Officer and Committee Chairman

Chinese Global Investors Group - A listed company with approximately 2000 shareholders

An investment holding group listed on the Catalist of the Singapore Exchange principally engaged in waterproofing project and construction management, property development, coal, metals and natural resources management, ownership, mining and trading activities. From 2011, the business scope expanded to Financial Services and Investment Business.

- Successfully negotiated and completed major transactions; communicated and offered recommendations to Board and Shareholders; arranged circulars, board resolutions and EGMs to approve major transactions including the expansion of business scope as well as major acquisition and disposal transactions.
- Communicated and offered recommendations to Board and Shareholders; arranged announcements, board resolutions and AGMs to approve annual corporate transactions including Directors' Report and the Audited Accounts, Directors' fees, election of Directors, appointment of Auditors and their remunerations etc.
- Signed and executed the S&P Agreement in to acquire Fortis Wealth Management Hong Kong Ltd (name changed to FT Securities), a licensed financial institution to carry on regulated activities: dealing in securities, advising on securities and asset management, for the consideration of HKD28.5 million; completed the acquisition on 7.12.2011.
- Signed and executed the S&P Agreement on 28.7.2011 to acquire 318,438,000 shares in PME Group for a total consideration of HK\$92.4 million; completed the acquisition on 7.12.2011; placed 100 million PME shares through FT Securities as Placing Agent.

OTHER EXECUTIVE & M&A EXPERIENCE**2019 – present Director, Licensed Responsible Officer and Adviser**

TC Capital Group - A licensed financial institution that specialises in mergers & acquisitions, corporate finance, IPO sponsorship and private capital transactions for listed companies, medium-capitalisation, family-owned companies, professional investors in Hong Kong and China as well as limited partnership funds in Hong Kong and Cayman Islands; 80+ IPO transactions and 300+ M&A and compliance transactions.

- Advised clients on IPO transactions, M&A and compliance transactions.
- Advised investors on securities, cross border investments and investment structures.

2015 – 2017 Director, Licensed Responsible Officer and Adviser
Grand Partners Group - A licensed financial institution that specialises in fund investment, structured finance and private capital transactions for listed, medium-capitalisation and growth companies, professional investors as well as fund management in China and Cayman Islands.

- Advised clients on fund investment, structured finance and private capital transactions
- Advised investors on securities, cross border investments and investment structures.

2012 – 2014 Licensed Responsible Officer, Investment Representative and Adviser
Cardinalasia Consulting - A licensed financial institution that specialises in investment advisory and private capital transactions for listed, medium-capitalisation and growth companies, High-Net-Worth clients, professional investors in Asia as well as fund management in Cayman Islands.

- Served as the investment manager of CGI's limited partnership fund in Cayman Islands.
- Advised clients on fund investment and private capital transactions.
- Advised investors on securities, cross border investments and investment structures.

2004 – 2006 Principal, Chief Financial Officer – Asia
EDAW | AECOM - NYSE Stock Code: ACM. The world's trusted infrastructure consulting firm, delivering professional services throughout the project lifecycle – from planning, design & engineering to program and construction management.

- Business Plan, Financial Management, Internal Control, KPI, Restructuring and M&A.
- Initiated and streamlined the KPIs, billing rosters, productivity, receivables and collections; successfully achieved +65% improvement in EBIT on similar y-o-y revenue without job cuts to uphold the cashflow and valuation for the M&A of EDAW | AECOM.

NON-EXECUTIVE & COMMITTEE EXPERIENCE

2008 – 2009 Non-Executive Director
China Bio-Med Regeneration Technology Limited - a HKEX listed (Stock Code: 8158) holding company trading as BM Intelligence International Limited principally engaged in corporate advisory services including valuation, translation and company secretarial services etc. Following the acquisition of FDH, the business scope expanded to the research and development of medical regeneration and tissue engineering products.

- Member of Audit and Remuneration Committees.
- Advised on the expansion of business and consolidation issues, very substantial acquisition and major disposal for approvals in EGMs.
- Advised on annual corporate transactions including Directors' Report and the Audited Accounts, Directors' fees, election of Directors, appointment of Auditors and their remuneration, the general mandate etc for approvals in AGMs.
- Signed and executed the Agreement to acquire FDH for a total consideration of HK\$190 million. FDH is the investment holdings company controlling 51% equity interest in Shaanxi Aierfu Activitissue. The acquisition was completed on 29.10.2008.
- Signed and executed the S&P Agreement to dispose of the core business at a consideration of HK\$11.3 million. The disposal was completed on 30.10.2009.

2007 – 2013 Non-Executive Director
Chinese Food & Beverage Group - A HKEX listed (Stock Code: 8272) holding company trading as Byford International Limited prior to 2010 and principally engaged in brand management and licensing business and sales of apparel products. From 2011, trading as Chinese Food and Beverage Group as expansion of business scope and the acquisition of a catering business.

- Chairman of Audit Committee and Member of Remuneration Committees.
- Advised on the expansion of business scope as well as consolidation issues, very substantial disposal and very substantial acquisition for approvals in EGMs.
- Signed and executed the disposal of core business for the consideration of HK\$45 million leading to realised gain of approximately HK\$25.2 million in 2009.

- Signed and executed the CB Subscription Agreement in 2012 for the Convertible Bonds of HK\$200 million and the Subscriber SPV Loan of HK\$300 million for the acquisition of the catering business with audited consolidated net profit after taxation of approximately HK\$33.8 million. The acquisition was completed in 2013.

2004 – 2008 Non-Executive Director

Artfield Group Limited - a HKEX listed (HKEX Stock Code: 1229) holding company principally engaged in marketing and trading of clocks and other office related products, lighting products and trading of metals. Changed Company name to China Sonangol Resources Enterprise in 2009.

- Member of Audit and Remuneration Committees.
- Advised on connected party transactions and agreements, consolidation issues, restructuring and disposals and subscription of new shares for approvals in SGMs.
- Signed and executed the agreements in 2007 including the 1st Supply and 2nd Supply Agreements as well as the 1st and 2nd Disposal Agreements for the total consideration of HK\$39.1 million; The transaction was approved in SGMs in 2007.
- Signed and executed the agreement in 2008 for the offeror to subscribe for 56.78% of ordinary shares; received subscription money of HK\$278 million; HK\$240 million was approved for investments in natural resources and the balance as working capital.

EDUCATION & PROFESSIONAL DEVELOPMENT

- 2021 Certificate in Governance for Not-for-Profits (CertGovNFP)
Governance Institute of Australia
- 2001 Master of Business Administration (MBA)
Kellogg School of Management, Northwestern University, USA and
The Hong Kong University of Science and Technology, Hong Kong
- 1994 Graduate Conversion Course in Accounting
The University of Sydney Australia | University of Technology Sydney
- 1987 Master of Arts - International Business and Financial Management (MA)
University of Reading England
- 1986 Bachelor of Arts (Hons) - Accounting and Finance (BA Hons)
Middlesex University London England

MEMBERSHIPS, EXTRA-PROFESSIONAL ACTIVITIES & INTERESTS

- Member – INSOL International Association of Restructuring, Insolvency & Bankruptcy, UK
- Chartered Accountants Australia & New Zealand (CA)
- Commissioner for Declarations – Dept of Justice & Attorney-General, Queensland (Cdec)
- Member – Australian Institute of Company Directors (MAICD)
- Fellow – Governance Institute of Australia (FGIA)
- Member – Australian Business Economists
- Certified Public Accountants.wa, Washington State Board of Accountancy, USA (CPA.wa)
- Member – American Institute of Certified Public Accountants, USA (AICPA)
- Licensed Responsible Officer – Securities & Futures Commission, Hong Kong (RO | SFC)
- Lecturer – HKU SPACE Accounting | Auditing | MBA
- Committee Member - Foreign Investment & Incubation Committees - SME Global Alliance
- Director – Rotary Club of Causeway Bay, Hong Kong
- Fluent in English, Mandarin and Cantonese

REFEREES

- Michael Olesnicky Ex-Partner / Senior Consultant - Baker McKenzie
E: michael.olesnicky@bakermckenzie.com T: +852 28461089 Mobile: +852 98378049
- Mark Bushell Vice-Chair - Queensland Council CAANZ | Director - CE Smith & Co
E: mbushell@cesmithmackay.com.au T: +61 4968 0500 M: +61 409 722 954