



REAL ESTATE TOKENIZATION FOR EVERYONE

429 KENT-THE OOSTEN TOKEN II
BROOKLYN, NY | THE FUTURE OF REAL ESTATE INVESTMENT



OPPORTUNITY SUMMARY

UPRETS Oosten Fund II LP (“the Fund”), a Delaware limited partnership, is hereby providing general information to select market intermediaries regarding:

Investors would be offered an opportunity to invest as limited partners in the Fund and own up to a 99% interest. The remaining 1% interest in the Fund would be owned by New Dawn US LLC, the general partner (“GP”) of the Fund. The General Partner will be responsible for the overall asset management of the Fund. Investors would receive limited partnership interests in the Fund and own digital security tokens representing their limited partnership interests (“Tokens”).

The Fund will purchase Nine (9) residential condominium units (the “Properties”) at The Oosten, an eight story, luxury condominium building located between Kent Avenue and Wythe Avenue in the heart of Brooklyn’s Williamsburg neighborhood in New York City.

The properties are comprised of four one-bedroom units and five two-bedroom units. All nine units are currently leased at an average monthly rental rate of \$5,403.

Investors are required to satisfy a SEC mandated securities holding period for their interests in the Company (up to one year) prior to trading their interests. Certain other conditions may apply to transferring interest within the lockup period.

The Fund will seek to qualify the tokens for secondary market trading on one or more appropriate regulated trading platforms.

*This information memorandum will provide general information related to the Properties in order to assess the real estate investment opportunity.
This information memorandum is not an offer to purchase or sell securities.*

DEVELOPER



PROPERTY MANAGER



TOKENIZATION SERVICE



POWERED BY



LAW FIRMS



PROPERTY OVERVIEW

PROPERTY

- The Oosten was developed by XIN Development Group International, Inc. (“XIN Development”) and completed in 2016. The Property, located at 429 Kent Avenue, is an 8-story, rare full-city block development comprising 216 units across 332,123 SF (1,538/SF/Unit). Designed by celebrated Dutch architect Piet Boon, the building’s glass façade – with gunmetal-framed floor-to-ceiling windows – gives every residence a modern touch, as well as a taste of the original Williamsburg.
- The unit mix of 1-bedroom, 2-bedroom, 3-bedroom, 5-bedroom, and 6-bedroom units ranging from 686 - 5,098 SF provide spacious units ideal for families and young professionals. To date, 177 units have sold, with the remaining 39 units being withheld for security token offerings. The Oosten benefits from a 421a tax abatement that reduces the real estate tax burden for condominium unit owners, and which expires in 2032.

MARKET

- Multifamily rents in Williamsburg, rents have experienced positive momentum. Over the past year, rents for studio units, 1-bedroom units, and 2-bedroom units have increased 15.5%, 13.3%, and 12.5% respectively.⁸
- During the second quarter of 2019, 1,475 condominium units were sold in the Brooklyn borough.
 - 1-bedroom units (38%) and 2-bedroom units (33%) comprised most of the activity.
 - The median price of \$1.7 million increased 3% year-over-year.⁹
- During the second quarter of 2019, 269 condominium units were sold within Williamsburg and Greenpoint.
 - The number of sales represented a 48% increase year-over-year.
 - The median price for resale units of \$1.1 million (\$1,203/SF) and new development units of \$1.2 million (\$1,360/SF) rose 4% and 20% year over year, respectively.¹⁰

8) MNS Real Estate – Brooklyn Rental Market Report – August 2019
9) Douglas Elliman – Quarterly Survey of Co-Op & Condo Sales – Q2 2019
10) The Corcoran Report – 2Q | 2019 | Brooklyn

RENT ROLL

The Properties consist of four, 1 - bedroom units and five, 2 - bedroom units.

The unit matrix below details the size of each individual unit, asking price, and certain details related to each lease.

UNITS	# BED	#BATH	NRSF	ASKING PRICE (SCHEDULE A)	\$ / SF	LSD	TERM	LXD	MONTHLY RENT	MONTHLY RENT PSF	ANNUAL RENT	ANNUAL RENT PSF
231	1 Bed	1.5 Bath	905	\$1,135,000	\$1,254	Nov -19	12 Months	Oct-20	\$4,000	\$4.42	\$48,000	\$53.04
832	1 Bed	1.0 Bath	835	\$1,295,000	\$1,551	Jul-19	24 Months	Jul-21	\$4,050	\$4.85	\$48,600	\$58.20
834	1 Bed	1.0 Bath	835	\$1,295,000	\$1,551	Jul-19	24 Months	Jun-21	\$4,050	\$4.85	\$48,600	\$58.20
835	1 Bed	1.5 Bath	909	\$1,350,000	\$1,485	Sep-19	24 Months	Sep-21	\$4,300	\$4.73	\$51,600	\$56.77
812	2 Bed	2.5 Bath	1,340	\$1,875,000	\$1,399	Jul-19	24 Months	Jul-21	\$6,000	\$4.48	\$72,000	\$53.73
829	2 Bed	2.0 Bath	1,364	\$2,325,000	\$1,705	Jul-19	24 Months	Jul-21	\$6,500	\$4.77	\$78,000	\$57.18
830	2 Bed	2.0 Bath	1,096	\$1,825,000	\$1,665	Nov-19	12 Months	Oct-20	\$5,400	\$5.32	\$69,996	\$63.86
838	2 Bed	1.5 Bath	1,136	\$1,800,000	\$1,585	Aug-19	12 Months	Aug-20	\$6,500	\$5.72	\$78,000	\$68.66
912	2 Bed	2.5 Bath	1,210	\$1,975,000	\$1,632	Aug-19	12 Months	Jul-20	\$5,800	\$4.79	\$69,600	\$57.52
TOTAL/WTD. AVG.			9,630	\$14,875,000	\$1,545				\$46,600	\$4.84	\$96,819	\$58.07



NEIGHBORHOOD OVERVIEW

Over the past two decades, Williamsburg has transformed from a manufacturing hub into a one of a kind, live-work-play neighborhood.

Williamsburg is one of the most desirable places to live for young professionals, families, and the broader New York City population because of unmatched retail and entertainment options, cultural and recreational offerings, a thriving office market, and immediate access to a variety of transportation options.

The Oosten, at 429 Kent Ave, Brooklyn, is a condominium project developed by NYSE listed company XIN Development Group International (NYSE:XIN). Situated on the vibrant South Williamsburg waterfront with endless amenities, The Oosten brings luxury living in Williamsburg to a whole new level.

RETAIL

- 1 Apple Williamsburg
- 2 SWORDS-SMITH
- 3 The Brave Collection
- 4 City Acres Market
- 5 Halcyon
- 6 Eskayel
- 7 Marlow & Daughters
- 8 Levi's
- 9 Bird
- 10 Antoinette
- 11 Whole Foods Market
- 12 Brooklyn Denim Co.

NIGHTLIFE

- 1 Freehold
- 2 Baby's All Right
- 3 Iona
- 4 Donna
- 5 Loosie Rouge
- 6 Pokito Brooklyn
- 7 The Woods
- 8 The Midnight Jungle
- 9 Lucky Dog
- 10 Weylin
- 11 Williamsburg Music Center
- 12 North Brooklyn Farms

DINING

- 1 Peter Luger Steak House
- 2 Barano
- 3 Aska
- 4 Meadowsweet
- 5 La Superior
- 6 Sunday In Brooklyn
- 7 Giando on the Water
- 8 Roebling Pizza
- 9 Diner
- 10 Misi
- 11 Maison Premiere
- 12 Tacocina

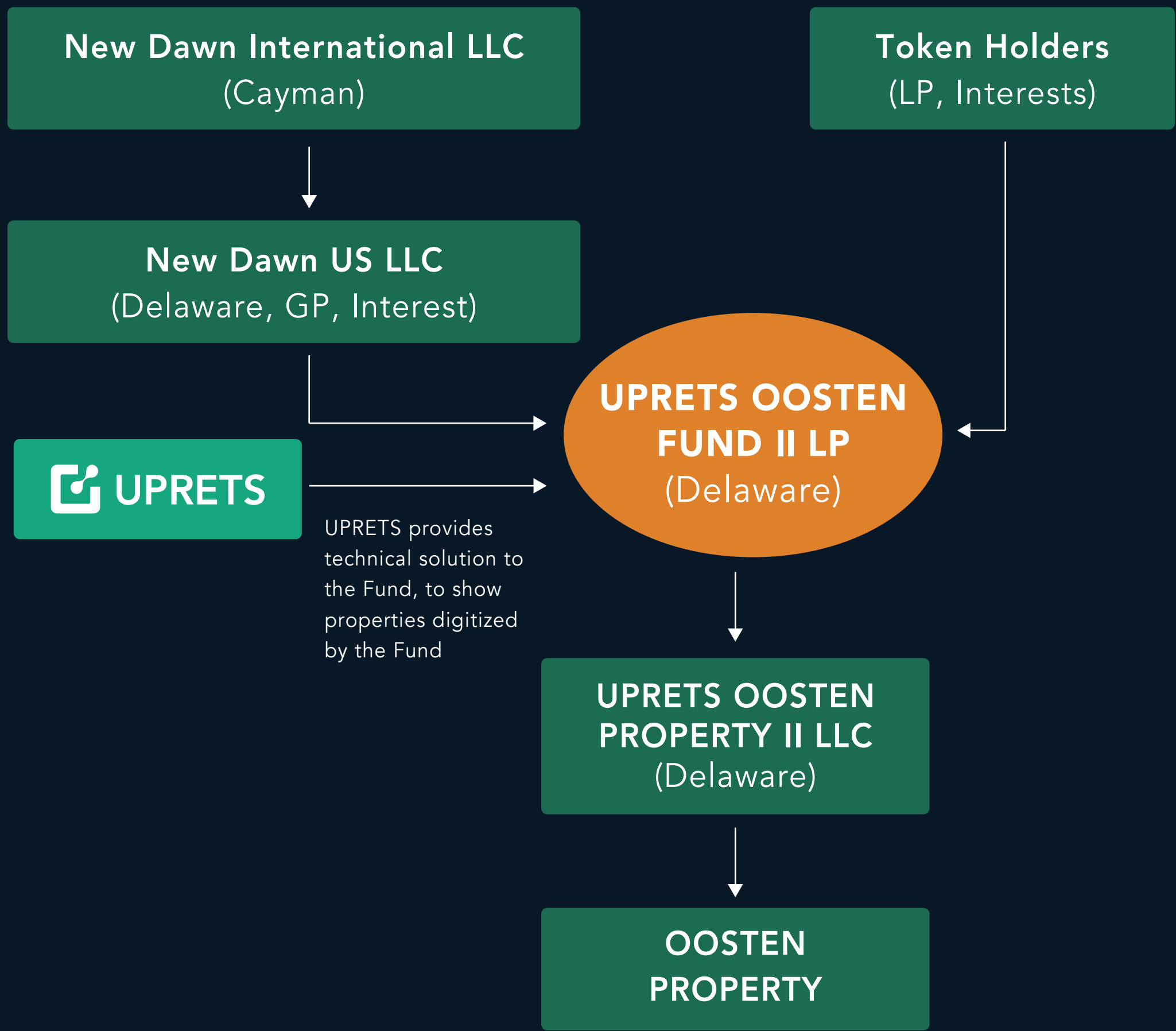
EDUCATION


- 1 Williamsburg Montessori
- 2 HASC Center
- 3 C'e Montessori
- 4 Williamsburg Middle School
- 5 Williamsburg Preschool
- 6 Guidepost Montessori School

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DEAL STRUCTURE



ITEMS	CONTENT
Token Name	URT-OST-II 
Total Number of Tokens	100,000,000
Terms	4 years * + 2 extended years **
Projected IRR	8% per annum
Leverage	no leverage
Type of Offering	Reg D+Reg S
Lockup Period	up to 1 year ***
Exit Strategy	a. Fund liquidation; b. Secondary market trading, major exchanges including but not limited to OpenFinance and Polybird

* The plan for the Oosten II is to offer a four-year investment period. Over the last nine years the median sales prices in Williamsburg has appreciated over seven percent annually. We believe a four-year investment horizon will give investors the optimal return in the shortest amount of time to capture the lucrative appreciation this borough of Brooklyn continues to show.

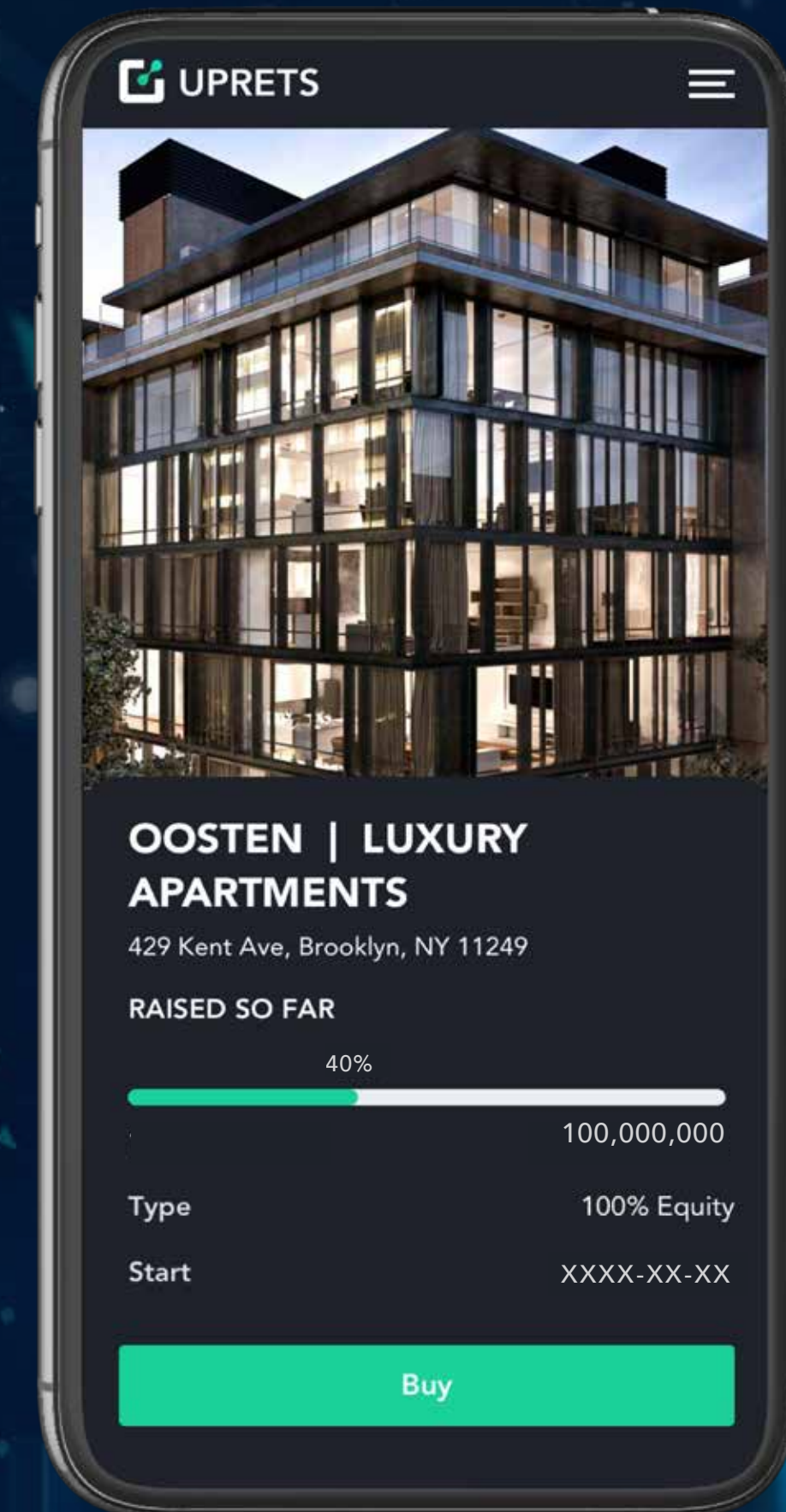
** There are two 1-year options for the GP to exercise to take advantage of market timing. If the market conditions in year 3 or 4 are not conducive to selling, the fund managers can elect to defer selling the asset for up to two years and collect rental income instead during that period to optimize returns for investors.

*** The one-year token lockup period is mandated by the SEC as this is a Reg D offering. If the tokens are all purchased by international investors as defined by the Reg S aspect of the offering, then the lock up period is only 45 days until token trading can begin.

INVESTMENT HIGHLIGHTS

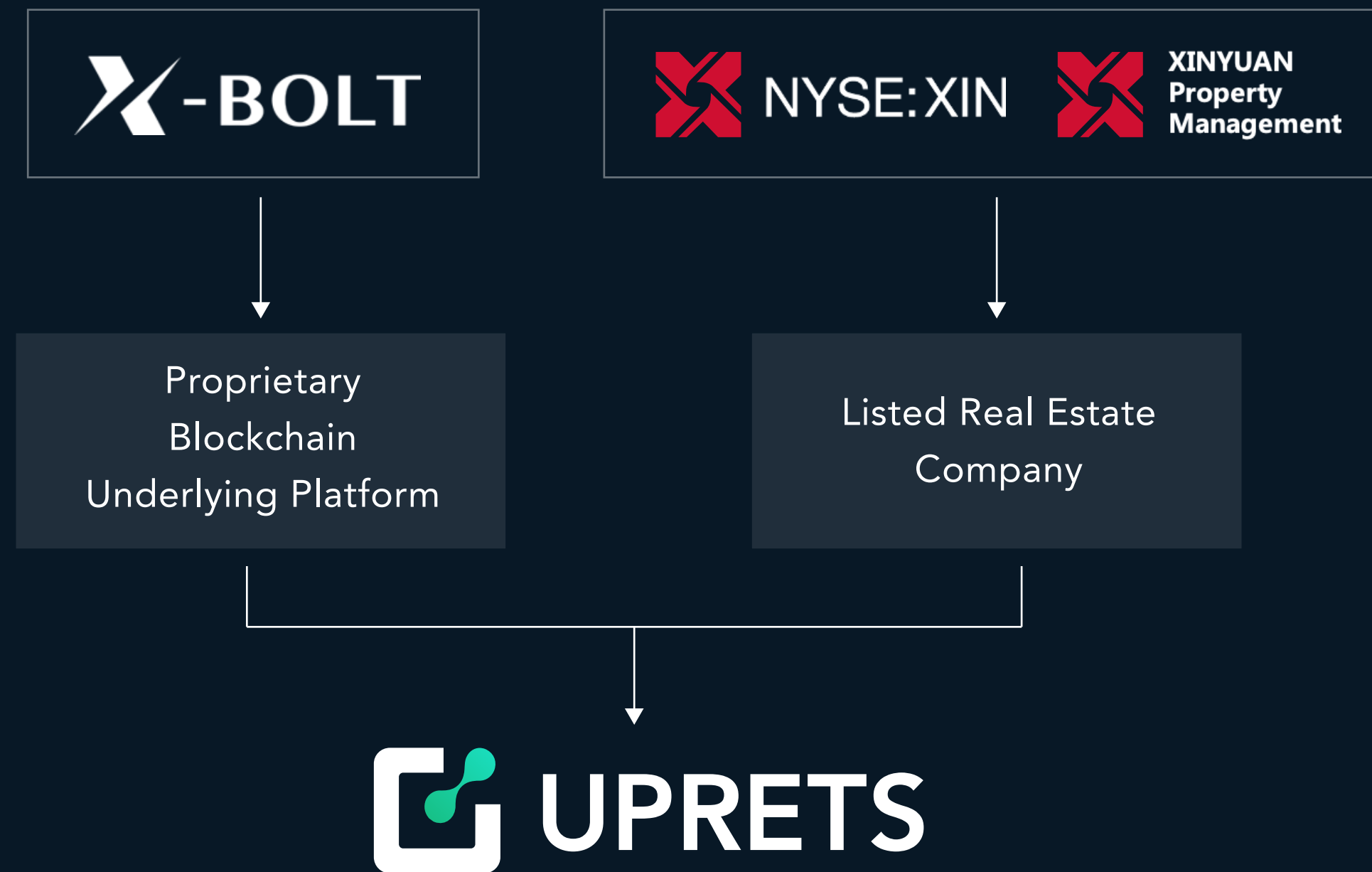
Real estate investing, reimagined.

- Rare opportunity to invest in a portfolio of **luxury condominium units** in the highly desirable Williamsburg section of **Brooklyn, New York**. The contemporary building, designed by an award winning architect, features large floor-to-ceiling windows and top-of-the-line finishes and amenities.
- Diverse mix of four one-bedroom units and five two-bedroom units, the most highly marketable units in the Oosten.
- Projected capital appreciation from increases in the value of the Properties results in an **IRR of approximately 8%** over four years.
- Limited partnership / token offering structure is designed to allow for **more efficient transfers** of an investor's interest in the units, subject to **fulfillment of all securities laws** related holding periods.
- The tokens will be held in a **secure digital wallet**, tradeable on **secondary markets** and registered on the blockchain, allowing investors direct access to their tokens.



**Democratize Investment
with Technology**

A DEEP UNDERSTANDING OF BLOCKCHAIN AND REAL ESTATE



Baker
McKenzie.

IBM

PrimeTrust

EY
Building a better
working world

O'Melveny

UPRETS, a pioneering technology company backed up by real estate conglomerate Xinyuan, is going to revolutionize the way investors get access to high-quality and well-diversified real estate assets across the world.

THE WAY FINANCIAL ASSETS CAN BE
CREATED, HELD , TRADED
HAS CHANGED.

FINANCIAL PROJECTION

1

Invest

Private placement

\$1,000

Minimum Investment

2

Legally Compliant

Fully compliant under the U.S. security law. Capital raise facilitated by our experienced Broker-Dealer partners *

Reg D, Reg S **

3

Liquid

Track your investment and explore potential liquidity on secondary markets

8% IRR with a liquidity premium

* The GP is partnering with licensed Broker-Dealer Andes Capital



** Token interests will be offered to US Investors and Investors in the United States on the basis of Regulation D, Rule 506 and to non-US Investors outside the United State on the basis of Regulation S.

Median Sales Price

New York

↗ 4.55%

Median Sales Price

Williamsburg

↗ 7.15%

Rents in Williamsburg

1-bedroom units

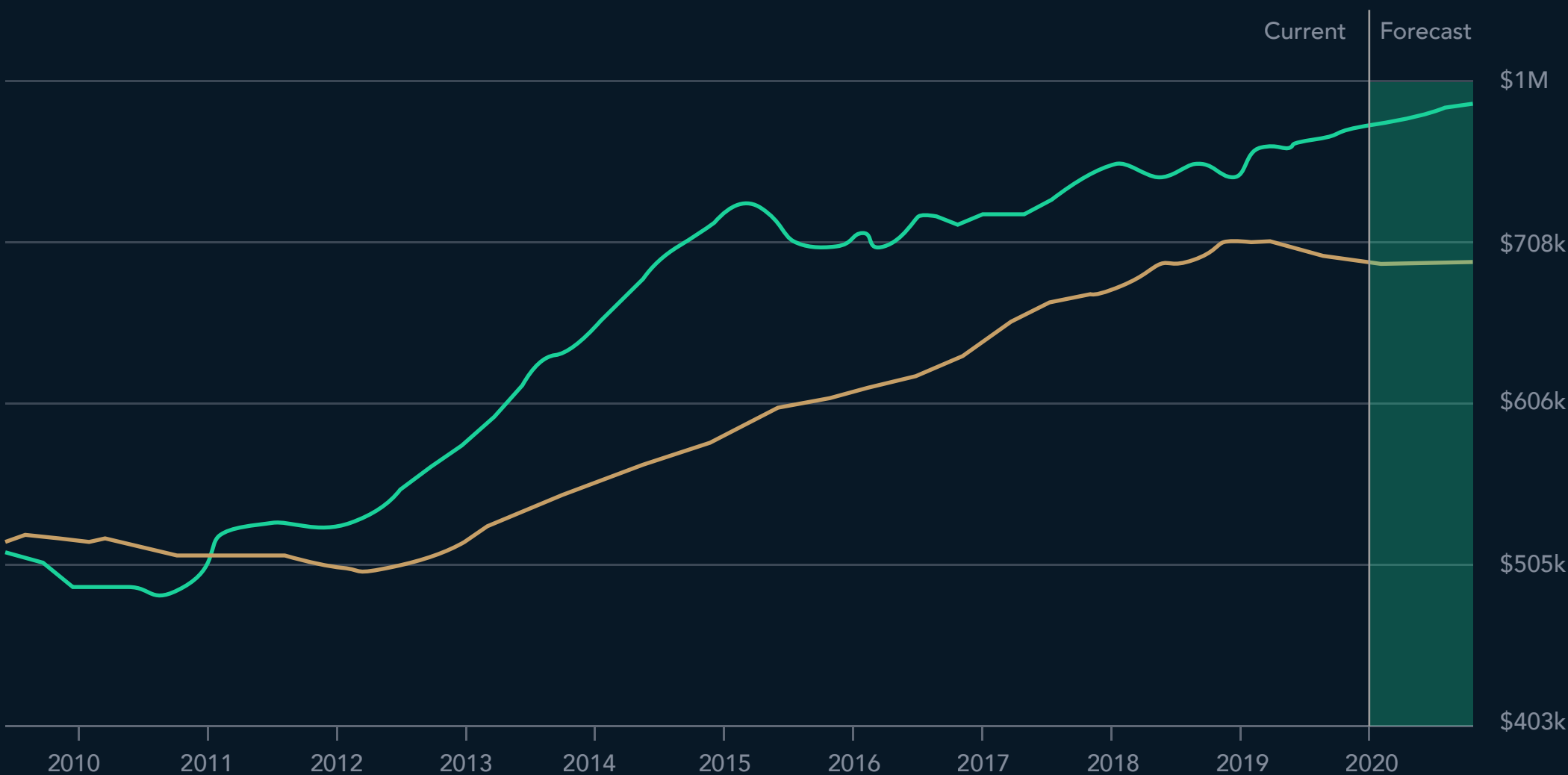
↗ 13.3%

Rents in Williamsburg

2-bedroom units

↗ 12.5%

Based on real estate valuations and average property rental yields in the complex, an IRR of approximately **8%** will be derived from ownership of the token over a four year horizon.



WHY INVEST IN DIGITAL SECURITY

	TRADITIONAL REAL ESTATE INVESTMENT		DIGITAL SECURITY
	PUBLIC LISTED REITS	PRIVATE REAL ESTATE FUND	
FRACTIONALIZATION	\$2~\$300/Share	Minimum subscription should be million dollars	No minimum investment limited *
CUSTOMIZABILITY	Fixed investment portfolio with relatively high investment barrier		Investors can purchase different digital securities so as to diversify their investment portfolio
LIQUIDITY	The majority of U.S. REITs trade on either the New York Stock Exchange (NYSE) or the NASDAQ	Trade mainly through OTC and broker-dealer network	Secondary markets(ATS) for digital security are emerging
AUTOMATION	No		Investor onboarding(KYC/AML), trading and dividend distribution can be automatically executed through smart contracts with user interfaces(Mobile and PC)
SETTLEMENT TIME	T+1, only weekdays	Weeks	Real time, 24*7
TRANSACTION COST	Intermediaries are a part of the financial markets, providing liquidity, legitimacy, distribution, and pricing. The cost for intermediaries could range from a few thousands dollars to 10% of the total investment.		Smart contracts automate various parts of the transaction process, effectively reducing administrative and transacting costs.
ACCESSIBILITY	Traditional investments often require sophisticated investment experience and large amounts of capital. A target such as real estate usually has more local features and takes a much longer period to analyze, which is hard for ordinary beings to get involved in.		Digitalization can potentially reach a wider range of target audience. A digital security can take on any value and thus the asset is highly divisible, so it can represent a very small fraction of the underlying assets.

FOR INSTITUTIONAL INVESTORS

- Owning digital securities is like **owning stock in the real estate**.
- It is **easily tradable** so users can enter and exit their positions at their convenience as opposed to waiting for a liquidity event as used in private REITs.
- The reduction in liquidity risk can **increase the value of the digital securities** because all things equal, users are more likely to invest in a real estate asset that they don't have to be tied up in for long periods of time.

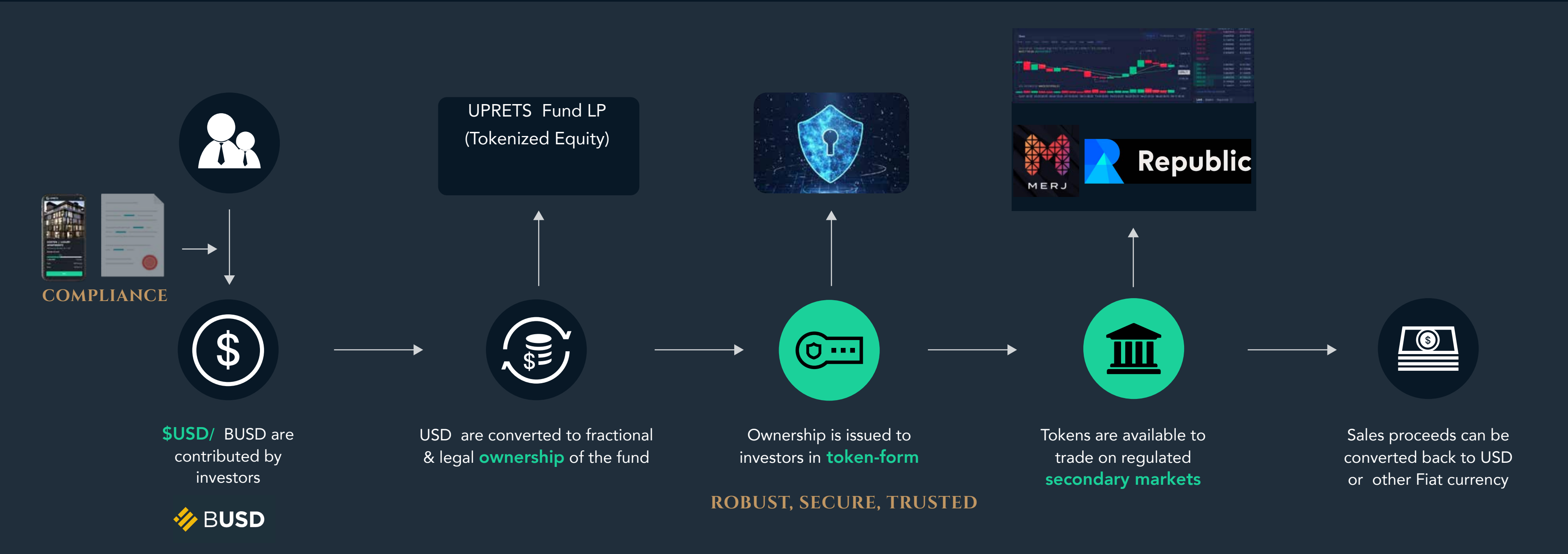
FOR RETAIL INVESTORS

- Retail investors can participate in buying the digital securities on a secondary market because the ownership of the underlying asset is fractionalized to the point where they can **afford the smaller investment**.
- The digital format allows institutional asset owners to **dispose of real estate directly to retail investors** which may create a premium over selling to other sophisticated buyers.
- Retail investors benefit because they can now **participate in an investment class that they have traditionally been excluded from**.

UTILIZING BLOCKCHAIN AND TOKENIZATION FOR IMMEDIATE MARKET LIQUIDITY

UPRETS is creating a **liquidity premium** by tokenizing LP interest in the Fund and fractionalizing ownership on the blockchain. This process works seamlessly and allows investors to seek early redemption and tradability of their holdings.

As this is a dividend producing investment, the tokens value will be closely pegged to the underlying asset because if the market price of the tokens falls too far, buyers will be able to **accumulate steady dividends** at a steep discount, which there will always be a demand for.



LEADERSHIP WITHIN THE GENERAL PARTNER

Mr. Jian Zhang

Sole manager & the President of the General Partner

Mr. Zhang is also the manager in the International Real Estate Department of Beijing Xinyuan Wanzhong Real Estate Co., Ltd., another subsidiary within the Xinyuan group of companies that focuses on real estate development. Before joining Beijing Xinyuan Wanzhong Real Estate Co., Ltd. in April 2013, Mr. Zhang was the general manager of Xinyuan (China) Co., Ltd. in the Information Management Centre and was previously employed by Kyocera Mita America, Inc. Mr. Zhang has over 15 years of experience in real estate. Mr. Zhang holds an MBA from the University of Texas at Arlington and a degree in physics from Zhengzhou University. Mr. Zhang is based in Beijing, China.

Mr. Liu Jinbo

Vice President of Technology of the General Partner

Mr. Liu is a seasoned fintech practitioner and a consultant to Xinyuan's internet technology group, providing technical support for the blockchain technology. Mr. Jinbo has been the R&D Director at ONE CONNECT, a subsidiary of Pingan Group, since August 2015, leading a team of 80 engineers and researchers. With almost twenty years of experience in software research and development, Mr. Liu has expertise in designing platforms, managing R&D teams, and innovation for new technology and has worked for several leading international information technology companies, including Cisco Systems, Inc. as R&D Manager, Parametric Technology Corporation as Group Leader, and VFinance as Department Manager. Mr. Liu also served as a Senior Software Developer for Cadence Design System Inc. and a Software Engineer for Microsoft Corporation. Mr. Liu holds a Project Management Professional certification, a Scrum Master certification and is a Microsoft Certificated Professional Developer. He has a Master's degree in intelligent control theory and engineering from Tongji University, PRC. Mr. Jinbo is based in Beijing, China.

Mr. Peter Amato

Vice President of Investment of the General Partner

He is a Chartered Surveyor, with over 20 years of post-qualification real estate investment and development management experience across a broad range of sectors, including high profile mixed use developments. Peter has been with Xinyuan Group of companies since May 2018 and is currently Head of International Real Estate, overseeing the Group's international project portfolio. He has comprehensive experience across the full development lifecycle to include scheme identification / acquisitions, investment appraisals, master planning, funding, through to construction, sales and marketing, post occupancy handover and operational asset management. Previously, Peter served as the Senior Development Director for LBS Properties Limited, Lead Development Director for Dalian Wanda UK Limited, and Development Director for Qatari Diar. He is a Member of the Royal Institute of Chartered Surveyors (MRICS) having graduated with BSc (Hons) degree from Reading University. Mr. Amato is based in New York.

TECHNOLOGY MANIFESTO

 SECURITY

 TRANSPARENCY

 EFFICIENCY

 PRIVACY

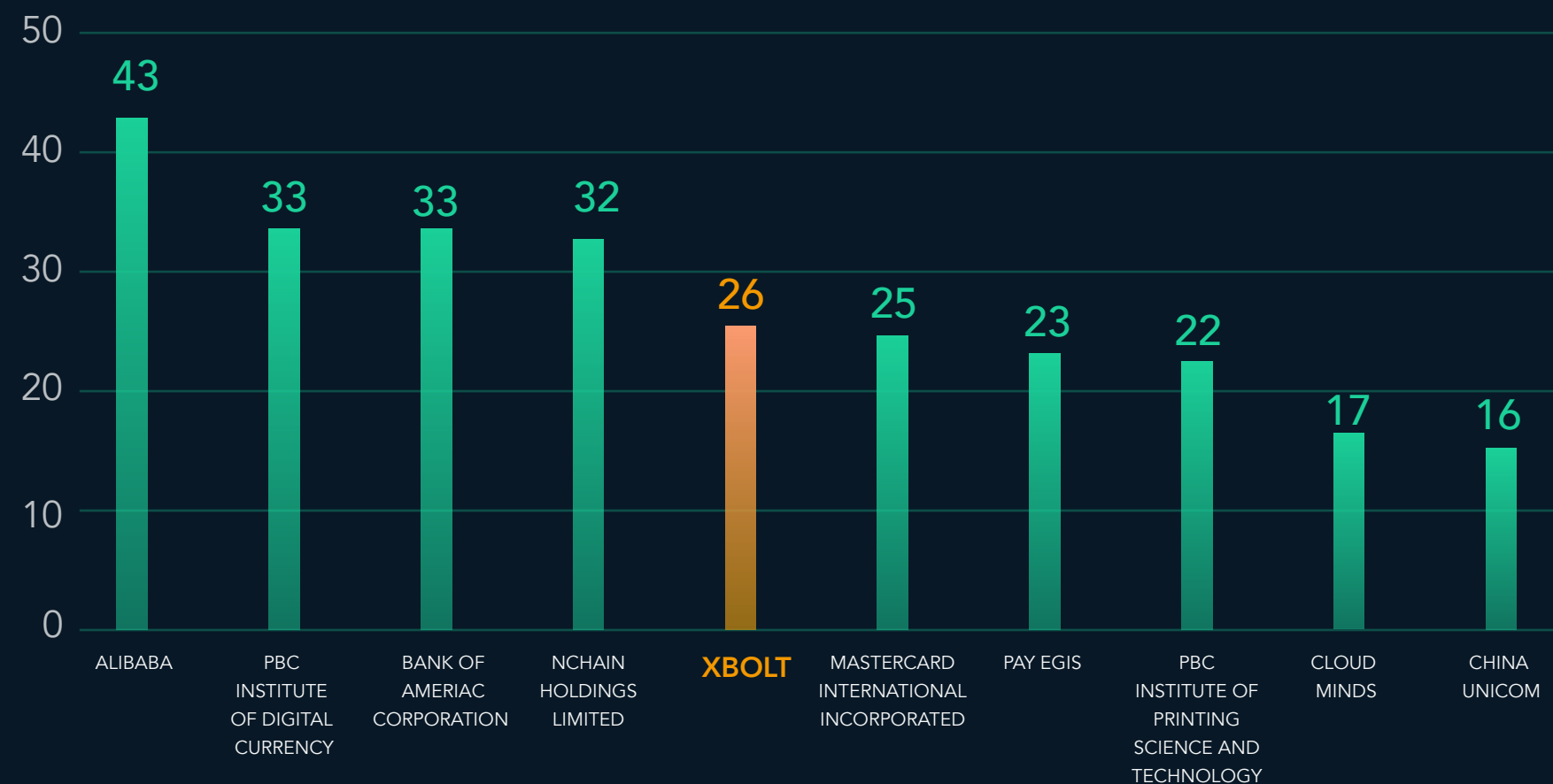


WHY XBOLT

Top Ranked Blockchain Company with Successful Track Records

The Xbolt consortium chain is an active branch of Hyperledger and is maintained by UPRETS. We are ranked 5th most active blockchain institutions in the global blockchain industry by patent count in 2017. We started to develop our own consortium chain technology dated back in 2015. As one of the most matured blockchain firms, our consortium chain solution had already established 22 successful cases in multiple fields including insurance, real estate, logistic, social network.

XBOLT RANKED TOP 5 PATENT HOLDERS GLOBALLY IN 2017



Data Source: <http://www.iprdaily.com>

Expertise in Real Estate Digitalization

Comparing to other chains, Xbolt is a consortium chain with a special expertise in real estate digitalization. All smart contracts running on Xbolt compose and compile the main function required for digitize assets. Interfaces exposed by contracts include, but are not limited to: issue/burn/transfer tokens, open/close/freeze accounts and interact with external KYC/AML services. In order to facilitate the digitalization and issuance processes, currently being released are the utility software modules, including a website and two mobile applications. These modules manage user accounts, information of listed assets and their legally pegged digital securities.

Meanwhile, Xbolt is smoothly adapted to mainstream public chains like BTC and ETH. The digital securities are issued on the OmniLayer/BTC network, subject to the contract definitions, pegging each OmniLayer issued digital with an internal consortium digital security.

Consortium Chain

X-BOLT

UPRETS Website/App
Permissioned Network

UPRETS

Public Chains



Bitcoin



Ethereum

- Adapted to mainstream public chains and secondary markets
- The digital securities are issued on the **OmniLayer network**, subject to the contract definitions, pegging each OmniLayer issued digital security with an internal consortium digital security.

Smart Contract **Omni**

- All smart contracts running on Xbolt compose and compile the main function required for digitalized assets
- For investors to be able to explore assets, purchase digital securities and manage transactions, UPRETS integrates well designed business processes with proper user interfaces, for both web and mobile experiences.

CONTACT US

A NEW APPROACH TO PREVIOUS UNREACHABLES



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It is further understood that an offering of interests in the Fund (if made) will only be made to accredited investors (as that term is defined in the rules under the Securities Act of 1933, as amended) by means of a definitive offering memorandum and subscription documents, including KYC documents from potential investors that have been completed to the entire satisfaction of the Fund.

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