



DESIGN STUDIO GROUP LTD.

(Incorporated in the Republic of Singapore on 5 March 1994)
(Company Registration Number: 199401553D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **DESIGN STUDIO GROUP LTD.** (the "Company") will be held at the Company's registered office, 8 Sungei Kadut Crescent, Singapore 728682 on 19 April 2018 (Thursday) at 9:00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2017 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Ong Tiew Siam, a Director retiring by rotation pursuant to Article 102 of the Company's Constitution. **(Resolution 2)**
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of up to S\$384,600 for the financial year ending 31 December 2018, to be paid quarterly in arrears (FY2017: S\$382,600). **(Resolution 3)**
[See Explanatory Note(ii)]
- To re-appoint PricewaterhouseCoopers LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 4)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- That Marwan Anthony Shehadeh be appointed as a Director of the Company pursuant to Section 149B of the Companies Act (Chapter 50) of Singapore. **(Resolution 5)**
[See Explanatory Note(iii)]
- Authority to Issue Shares**

That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- (i) issue shares in the capital of the Company 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) 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:
- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, 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 twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of 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 (i) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 is required by law to be held, whichever is the earlier. **(Resolution 6)**
[See Explanatory Note (iv)]

8. Approval for the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions

- That:
- approval be and is hereby given for the proposed renewal of the shareholders' mandate, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as defined in Chapter 9 of the Listing Manual of the SGX-ST), or any of them, to enter into any of the transactions falling within the categories of Interested Person Transactions set out in the Company's Addendum to Notice of Annual General Meeting dated 3 April 2018 in relation to the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions (the "Addendum") with any party who is of the class or classes of Interested Persons described in the Addendum, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the guidelines and review procedures for Interested Person Transactions as set out in the Addendum (the "IPT Mandate");
 - the IPT Mandate shall, unless revoked or varied by the Company in general meeting, 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 is required by law to be held, whichever is the earlier; and
 - the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution. **(Resolution 7)**
[See Explanatory Note (v)]

9. Authority to Allot and Issue Shares Under the Design Studio Performance Share Plan

That the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the Design Studio Performance Share Plan (the "PSP") and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued or delivered pursuant to the vesting of the awards under the PSP, provided that the aggregate number of new shares to be issued or delivered pursuant to the PSP when added to the number of shares issued and/or issuable under the Design Studio Employee Share Option Scheme (the "ESOS") or such other share-based incentive plans of the Company shall not exceed 7.5% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date. Such limit will be subject to a further sub-limit of 1.5% for every 2-year period on a cumulative basis during which the PSP and the ESOS are in force. Any unutilised per centum of the sub-limits in respect of any such 2-year period shall be available for roll-over and aggregated with the applicable sub-limit of 1.5% for the subsequent 2-year period for grants of options and awards. **(Resolution 8)**
[See Explanatory Note (vi)]

By Order of the Board

Hazel Chia Luang Chew
Company Secretary

Singapore, 3 April 2018

Explanatory Notes:

- Ordinary Resolution 2 is to re-elect Mr Ong Tiew Siam as a Director of the Company. Mr Ong will, upon re-election, remain as Chairman of each of the Audit and Nominating Committees and a member of the Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Ong and the other Directors, the Company or its 10% shareholder.

* *Information on the Director who is proposed to be re-appointed can be found under "Board of Directors" and "Corporate Governance Report" sections in this Annual Report.*
- Ordinary Resolution 3 is to seek approval for the Company to pay Directors' fees of up to S\$384,600 to the Non-Executive Director and Independent Directors on a quarterly basis, in arrears, for their services rendered during the course of the financial year ending 31 December 2018. This will facilitate Directors' compensation for services rendered in a more timely manner.
- The Company has received a letter from its Controlling Shareholder, Depa Interiors LLC, to nominate Mr Marwan Anthony Shehadeh as an additional Director. Ordinary Resolution 5 is to seek approval for the appointment of Mr Marwan Anthony Shehadeh as an additional Director under Section 149B of the Companies Act. As a nominee of Depa Interiors LLC, Mr Shehadeh will be considered as Non-Executive Director. Please refer to the section on "Proposed New Director" under "Board of Directors" in the Annual Report for more information relating to Mr Shehadeh. Save as disclosed in the Company's Annual Report, there are no relationships (including immediate family relationships) between Mr Shehadeh and the other Directors or the Company.
- Ordinary Resolution 6 is to empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to issue shares and/or to make or grant Instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.
- Ordinary Resolution 7 is to seek approval for the proposed renewal of the IPT Mandate to allow the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as defined in Chapter 9 of the Listing Manual of the SGX-ST), or any of them, to enter into transactions with persons who are considered "Interested Persons" (as described in the Addendum) from the date of the above meeting until the date 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, whichever is the earlier, and to empower the Directors of the Company to do all acts and things necessary to give effect to the IPT Mandate or this Resolution. Please refer to the Addendum for details.
- Ordinary Resolution 8 is to empower the Directors to grant awards, and to allot, issue, transfer and/or deliver such number of fully paid-up shares in the capital of the Company pursuant to the PSP, up to an amount (which include shares issued and/or issuable pursuant to any other existing share scheme(s) or plan(s) of the Company for the time being) not exceeding in total 7.5% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) and subject to the sub-limit imposed for the time being pursuant to the vesting of the awards under the PSP.

Notes:

- (a) A member of the Company ("Member") who is not a relevant intermediary* is entitled to attend, speak and vote at the Annual General Meeting ("AGM") or to appoint not more than two (2) proxies to attend, speak and vote in his/her stead.
- (b) A Member who is a relevant intermediary* may appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her.

* *"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.*
- A proxy need not be a Member.
- If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 8 Sungei Kadut Crescent, Singapore 728682 not less than 48 hours before the time appointed for holding the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 any of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), 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 or service providers) 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. In addition, by attending the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for any of the Purposes.