

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **DESIGN STUDIO FURNITURE MANUFACTURER LTD** (the "Company") will be held at the registered office, No. 8 Sungei Kadut Crescent, Singapore 728682 on Thursday, 21 April 2011 at 10.30 a.m. for the following purposes:

As Ordinary Business:

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the year ended 31 December 2010 and the Auditors' Report thereon. [Resolution No. 1]
2. To re-elect the following directors who are retiring under the Company's Articles of Association: [Resolution No. 2]
Rotation under the Article 102 of the Articles of Association:
i) Bernard Lim Leng Foo [Resolution No. 3]
ii) Mohannad Izzat Sweid [Resolution No. 3]
Retirement under Article 106 of the Articles of Association:
i) Hadi Solh [Resolution No. 4]
ii) Muhammad Umar Saleem [Resolution No. 5]
3. To approve the payment of additional directors' fee of \$15,000 for year ended 31 December 2010; and directors' fees of \$285,000 for the year ending 31 December 2011, to be paid quarterly in arrears. (2010: \$230,000) [Resolution No. 6]
4. To approve the payment of a final one-tier tax exempt dividend of 1.25 cents per ordinary share for the year ended 31 December 2010. [Resolution No. 7]
5. To appoint Deloitte & Touche LLP as Auditors of the Company in the place of the retiring Auditors, Ernst & Young LLP, to hold office until the conclusion of the next Annual General Meeting of the Company, and that the Directors be authorized to fix their remuneration. [Resolution No. 8]

As Special Business:

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

6. That pursuant to Section 161 of the Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively Instruments) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and (d) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) to issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:
 - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the issued shares 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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued shares in the capital of the Company;
 - (ii) for the purpose of determining the aggregate number of shares that may be issued (subject to such manner of calculation as may be prescribed by SGX-ST) under (i) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (b) any subsequent consolidation or sub-division of shares;
 - (iii) 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 is waived by the SGX-ST) and the Company's Articles of Association; and
 - (iv) unless revoked or varied by the Company in general meeting, such authority 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 No. 9]
7. THAT:
 - (a) approval be and is hereby given for the Company, its subsidiaries and associated companies or any of them to enter into transactions falling within the categories of Interested Person Transactions set out in paragraph 3.2 of the Company's Addendum to Shareholders dated 6 April 2011 (being an addendum to the Annual Report of the Company for the financial year ended 31 December 2010) (the "Addendum"), with any party who is of the class or classes of Interested Persons described in paragraph 3.1 of the Addendum, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for Interested Person Transactions as set out in paragraph 4 of the Addendum (the "Shareholders' Mandate");
 - (b) the Shareholders' 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; and
 - (c) the directors of the Company be and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution. [Resolution No. 10]

By Order of the Board

Eliza Lim Bee Lian
Company Secretary
6 April 2011

Note:

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the company. The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 8 Sungei Kadut Crescent, Singapore 728682, not less than 48 hours before the time for holding of the meeting.

Explanatory Notes on Ordinary Business to be transacted:

- a. Mr Bernard Lim Leng Foo is the Executive Chairman & CEO and member of the Nominating Committee. If re-elected, he will remain as member of the Nominating Committee.
- b. Mr Mohannad Izzat Sweid is a Non-Executive Director and member of the Remuneration Committee. If re-elected, he will remain as a member of the Remuneration Committee.
- c. Mr Hadi Solh was appointed on 9 November 2010 and he is a Non-Executive Director.
- d. Mr Muhammad Umar Saleem was appointed on 9 November 2010. He is a Non-Executive Director and a member of the Audit Committee. If re-elected, he will remain as a member of the Audit Committee.
- e. The proposed additional directors' fee of \$15,000 for the year ended 31 December 2010; and directors' fees of \$285,000 for the year ended 31 December 2011 are fees payable to Non-Executive Directors. Ordinary Resolution No. 6 proposed in item 3 above, if passed, will allow the Company to pay fees to directors on a quarterly basis, in arrears, as directors render their services during the course of the financial year ending 31 December 2011. This will facilitate directors' compensation for services rendered in a more timely manner. The additional fee in respect of FY2010 was proposed in view of the additional meetings held in year 2010, principally due to the cash offer made by CIMB Bank Berhad, Singapore Branch for and on behalf of Depa Interiors LLC (an indirect wholly-owned subsidiary of Depa Limited), for all the issued and paid-up ordinary shares in the capital of the Company, other than those already owned, controlled or agreed to be acquired by Depa Interiors LLC and parties acting in concert with it.
- f. The Company has received a letter of nomination from the Controlling Shareholder, Depa Interiors LLC nominating Deloitte & Touche LLP as auditors in place of the retiring auditors, Ernst & Young LLP. Deloitte & Touche LLP has given their consent to act as auditors. The Audit Committee has reviewed the nomination and recommended the appointment of Deloitte & Touche LLP as Auditors. An Appendix is attached to this Notice to provide the Shareholders with information relating to the proposed change of Auditors to be tabled at the AGM.

Explanatory Notes on Special Business to be transacted:

- g. Resolution No. 9 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50% of the issued shares in the capital of the Company of which the aggregate number of shares to be issued other than on a *pro-rata* basis to existing shareholders, does not exceed 20% of the Company's issued shares. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- h. Resolution No. 10 if passed, will allow the Company, its subsidiaries and associated companies or any of them to enter into certain interested person transactions with persons who are considered "Interested Persons" and will empower the directors of the Company from the date of this meeting until the next Annual General Meeting of the Company to do all acts necessary to give effect to the Shareholders' Mandate or the Ordinary Resolution. Information relating to the renewal of the Shareholders' Mandate can be found in the Addendum to this Notice.