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DESIGN STUDIO GROUP LTD.

(Company Registration No. 199401553D)
(Incorporated in the Republic of Singapore)

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 20 April 2017 (Thursday) at 10.30 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **(Resolution 1)**

2. (i). To re-elect Tan Siok Chin, a Director retiring by rotation pursuant to Article 102 of the Company's Constitution.
[See Explanatory Note (i)] **(Resolution 2)**

   (ii). To re-elect the following Directors retiring pursuant to Article 106 of the Company's Constitution:
   - Hamish Gordon Tyrwhitt **(Resolution 3)**
   - Edgar Ramani **(Resolution 4)**

   [See Explanatory Note (ii)]

3. (i). To approve the payment of additional Directors' fees of S$16,750 for the financial year ended 31 December 2016. **(Resolution 5)**

   (ii). To approve the payment of Directors' fees of up to S$384,600 for the financial year ending 31 December 2017, to be paid quarterly in arrears (FY2016: S$375,300).
   [See Explanatory Note (iii)] **(Resolution 6)**

4. To declare a final dividend of 1.25 cents per ordinary share and a special dividend of 4.00 cents per ordinary share, on a one-tier tax exempt basis, for the financial year ended 31 December 2016. **(Resolution 7)**

5. To appoint PricewaterhouseCoopers LLP as the auditors of the Company, in place of the retiring auditors, Ernst & Young LLP, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.
[See Explanatory Note (iv)] **(Resolution 8)**

6. 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:

7. Authority to Issue Shares

That pursuant to Section 161 of the Companies Act, Chapter 50 (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:

A. (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:

(i) 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) 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) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities;

(b) 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

(c) any subsequent bonus issue, consolidation or subdivision 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 has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(iv) 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.

[See Explanatory Note (v)] **(Resolution 9)**

8. Renewal of the General Mandate for Interested Person Transactions

That:

(a) approval be and is hereby given, 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 2017 in relation to the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions (the "Addendum 1") with any party who is of the class or classes of Interested Persons described in the Addendum 1, 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 1 (the "IPT Mandate");

(b) 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 earlier; and

(c) 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.

[See Explanatory Note (vi)] **(Resolution 10)**

9. Authority to Allot and Issue Shares Under the Design Studio Employee Share Option Scheme

That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Design Studio Employee Share Option Scheme (the "ESOS") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the ESOS, provided that the aggregate number of new shares to be issued pursuant to the ESOS when added to the number of shares issued and/or issuable under the PSP (as defined in Resolution 12) 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) 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 ESOS and the PSP 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.

[See Explanatory Note (vii)] **(Resolution 11)**

10. 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 ESOS (as defined in Resolution 11) 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) 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 ESOS and the PSP 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.

[See Explanatory Note (viii)] **(Resolution 12)**

By Order of the Board

Hazel Chia Luang Chew
Company Secretary

Singapore, 3 April 2017

Explanatory Notes:

(i) Ordinary Resolution 2 is to re-elect Ms Tan Siok Chin as a Director of the Company. Ms Tan will, upon re-election, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. She 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 Ms Tan and the other Directors, the Company or its 10% shareholder.

(ii) Ordinary Resolution 3 is to re-elect Mr Hamish Gordon Tyrwhitt as a Director of the Company. Mr Tyrwhitt will, upon re-election, remain as a member of the Audit Committee. He is considered non-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 Tyrwhitt and the other Directors or the Company.

Ordinary Resolution 4 is to re-elect Mr Edgar Ramani as a Director of the Company. Mr Ramani is a Director and the Chief Executive Officer of the Company. Save as disclosed in the Company's Annual Report, there are no relationships (including immediate family relationships) between Mr Ramani and the other Directors, the Company or its 10% shareholder.

* *Information on the Directors who are proposed to be re-appointed can be found under "Board of Directors" and "Corporate Governance Report" sections in this Annual Report.*

(iii) Ordinary Resolution 6 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 2017. This will facilitate Directors' compensation for services rendered in a more timely manner.

(iv) Ordinary Resolution 8 relates to the appointment of PricewaterhouseCoopers LLP ("PwC") as the auditors of the Company, in place of the retiring auditors, Ernst & Young LLP ("EY"). Please refer to the Addendum to this Notice of Annual General Meeting in relation to the Proposed Change of Auditors (the "Addendum 2") for details. In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:

(a) the retiring auditors, EY, have confirmed in writing that they are not aware of any professional reasons why the new auditors, PwC, should not accept appointment as auditors of the Company;

(b) the Company confirms that there were no disagreements with the retiring auditors, EY, on accounting treatments within the last 12 months of the date of this Notice of Annual General Meeting;

(c) the Company confirms that, other than as set out in the Addendum 2, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of shareholders;

(d) the specific reasons for the Proposed Change of Auditors are disclosed in the Addendum 2; and

(e) the Company confirms that it is in compliance with Rules 712, 715 and 716 of the Listing Manual of the SGX-ST in relation to the appointment of PwC as the auditors of the Company.

(v) Ordinary Resolution 9 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) 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) in the capital of the Company.

(vi) Ordinary Resolution 10 is 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 1) 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 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 1 for details.

(vii) Ordinary Resolution 11 is to empower the Directors to grant options, and to allot and issue shares in the capital of the Company pursuant to the ESOS, 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 subject to the sub-limit imposed for the time being pursuant to the exercise of the options under the ESOS.

(viii) Ordinary Resolution 12 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 subject to the sub-limit imposed for the time being pursuant to the vesting of the awards under the PSP.

Notes –

1. (a) A member of the Company ("Member") entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead.

   (b) A Relevant Intermediary* may appoint more than two (2) proxies 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.*

2. A proxy need not be a Member.

3. 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.

4. 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 forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 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 Annual General Meeting 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.