CACOLA FURNITURE INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands)
(Company Registration No.: 179492)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **CACOLA FURNITURE INTERNATIONAL LIMITED** (the **"Company"**) will be held at Hotel Re!@Pearl's Hill, Re!Tune & Re!Call, 175A Chin Swee Road, Singapore 169879 on 13 April 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, the following resolutions:

Unless otherwise defined herein, defined terms used herein shall have the same meaning ascribed thereto in the Company's Circular to Shareholders dated 20 March 2015 in respect of the resolutions herein.

AS A SPECIAL RESOLUTION

RESOLUTION 1: THE PROPOSED CAPITAL REORGANISATION

That conditional upon:

(a) an order being made by the Grand Court of the Cayman Islands (the "**Court**") confirming the Proposed Capital Reduction (as defined below);

(b) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Proposed Capital Reduction and the Minute approved by the Court;

(c) compliance with any conditions as may be imposed by the Court in relation to the Proposed Capital Reduction;

(d) compliance with all relevant legal procedures and requirements under the laws of the Cayman Islands and Singapore (if any) to effect the Proposed Capital Reorganisation (including the Proposed Capital Reduction); and

(e) the receipt of all necessary approvals (if any) from the regulatory authorities, including, but not limited to, the SGX-ST, as may be required in respect of the transactions contemplated by the Proposed Capital Reorganisation, including the Proposed Capital Reduction,

upon the date (the "**Effective Date**") on which the aforesaid conditions are fulfilled:

(1) the issued and paid-up of the Company be reduced by the cancellation of the paid-up share capital of the Company to the extent of HKD0.09 on each Share with a par value of HKD0.10 per Share in issue on the Effective Date (the "**Proposed Capital Reduction**") so that each issued Share with a par value of HKD0.10 shall be treated as one fully paid-up share with a par value of HKD0.01 in the capital of the Company as at the Effective Date and any liability of the holders of such Shares to make any further contribution to the share capital of the Company on such Share shall be treated as satisfied;

(2) subject to and forthwith upon the Proposed Capital Reduction taking effect, all the authorised but unissued Shares with a par value of HKD0.10 each in the capital of the Company (which shall include the authorised but unissued Shares resulting from the Proposed Capital Reduction) be cancelled and the authorised share capital of the Company of HKD100,000,000 be diminished by such amount representing the amount of Shares so cancelled and, forthwith upon such cancellation, the authorised share capital of the Company be increased to HKD200,000,000 by the creation of such number of shares with a par value of HKD0.01 each in the capital of the Company as shall represent the difference between 20,000,000,000 shares with a par value of HKD0.01 each and the number of shares with a par value of HKD0.01 in issue after the Proposed Capital Reduction;

(3) subject to and forthwith upon the Proposed Capital Reduction taking effect, the credit amount arising from the Proposed Capital Reduction be applied to a distributable reserve account of the Company where it may be utilised by the directors of the Company in accordance with the Memorandum and Articles of the Company and the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands; and

(4) the Directors of the Company be and are (or any one of them be and is) hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which they (or he) in their (or his) absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/ or the matters contemplated therein or in these resolutions, with such modifications thereto (if any as they (or he) may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

AS ORDINARY RESOLUTION

RESOLUTION 2: THE PROPOSED CONVERSION SHARES ISSUE

THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES (AS APPLICABLE) AT THE CONVERSION SHARE ISSUE PRICE TO ADVANCE OPPORTUNITIES FUND

That the Proposed Conversion Shares Issue be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

(a) to allot and issue upon conversion, such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the Outstanding Bridge Loan, to the Lender (and/or its nominees) on the conversion thereof, subject to and otherwise in accordance with the terms and conditions of the Bridge Loan Agreement, whereby such Conversion Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except for any dividend, rights, allotment and other distributions, the record date in respect of which falls on or prior to the date of issue of the Conversion Shares;

(b) to take such steps, make such amendments to the terms and conditions of the Bridge Loan Agreement (provided that the amendments are not material) and exercise such discretion as the Directors may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and

(c) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 2.

AS ORDINARY RESOLUTION

RESOLUTION 3: THE PROPOSED PLACEMENT SHARES ISSUE

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 1,951,431,049 PLACEMENT SHARES AT THE PLACEMENT ISSUE PRICE TO ADVANCE OPPORTUNITIES FUND

That subject to and contingent upon the passing of Resolutions 4 and 5, the Proposed Placement Shares Issue be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

(a) to allot and issue up to 1,951,431,049 Placement Shares pursuant to the Proposed Placement Shares Issue, to the Subscriber (and/or its nominees) on the issue of a subscription request, subject to and otherwise in accordance with the terms and conditions of the Placement Agreement, whereby such Placement Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except for any dividend, rights, allotment and other distributions, the record date in respect of which falls on or before the relevant Placement Issue Date;

(b) to take such steps, make such amendments to the terms and conditions of the Placement Agreement (provided that the amendments are not material) and exercise such discretion as the Directors may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and

(c) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 3.

Shareholders should note that Ordinary Resolution 3 is conditional on the approval of Ordinary Resolution 4 and Ordinary Resolution 5 set out below. If any of the Ordinary Resolution 4 and Ordinary Resolution 5 is not passed, then Ordinary Resolution 3 would not be passed.

AS ORDINARY RESOLUTION

RESOLUTION 4: THE POSSIBLE TRANSFER OF CONTROLLING INTEREST

The Possible Transfer of Controlling Interest be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

(a) to allot and issue such number of Placement Shares pursuant to the Proposed Placement Shares Issue and such number of Conversion Shares as may be required or permitted to be allotted or issued pursuant to the Proposed Conversion Shares Issue, to AOF as the Lender/Subscriber (and/or its nominees), subject to and otherwise in accordance with the terms and conditions of the Bridge Loan Agreement and Placement Agreement (as relevant), the issuance of such Shares constituting a transfer of a controlling interest in the Company to AOF; and

(b) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 4.

Shareholders should note that Ordinary Resolution 3 is conditional on the approval of Ordinary Resolution 4 and Ordinary Resolution 5. If any of the Ordinary Resolution 4 and Ordinary Resolution 5 is not passed, then Ordinary Resolution 3 would not be passed.

AS ORDINARY RESOLUTION

RESOLUTION 5: THE WHITEWASH RESOLUTION

The Independent Shareholders of the Company, hereby (on a poll taken) unconditionally and irrevocably waive their right under Rule 14 of the Code to receive a General Offer from the AOF Obliged Parties following from the allotment and issue of the Conversion Shares and the Placement Shares pursuant to the Proposed Conversion Shares Issue and the Proposed Placement Shares Issue, respectively.

Shareholders should note that Ordinary Resolution 3 is conditional on the approval of Ordinary Resolution 4 and Ordinary Resolution 5. If any of the Ordinary Resolution 4 and Ordinary Resolution 5 is not passed, then Ordinary Resolution 3 would not be passed.

BY ORDER OF THE BOARD
CACOLA FURNITURE INTERNATIONAL LIMITED

ZHOU ZHUO LIN
CHIEF EXECUTIVE OFFICER
Singapore
20 March 2015

Notes:

(1) An individual Depositor whose name is shown in the records of the CDP as at a time not earlier than forty-eight (48) hours prior to the time of the above meeting supplied by the CDP to the Company, may attend as a CDP's proxy and shall not be required to lodge any proxy form. A Depositor who is an individual and is unable to attend the above meeting personally and a Depositor which is a corporation may appoint a nominee(s) to attend and vote in his or its stead by completing and signing the Depositor Proxy Form.

(2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.

(3) In any case where an instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Instrument of proxy.

(4) All Depositor Proxy Forms must be lodged at the office of the Company's Singapore Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the meeting.

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