



## CACOLA FURNITURE INTERNATIONAL LIMITED

(Company registration no. 179492)  
(Incorporated in Cayman Islands)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Cacula Furniture International Limited (the "Company") will be held at Hotel Re! @ Pearl's Hill, Re! Union, Level 2 175A Chin Swee Road Singapore 169879 on 27 July 2016 at 10.30 am, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### (a) ORDINARY RESOLUTION 1 : THE PROPOSED PLACEMENT

- That:
- (i) a approval be and is hereby given to the directors of the Company to allot and issue 902,734,645 new ordinary shares in the capital of the Company to the Creditors (as defined in the Company's Circular dated 12 July 2016) at the placement price per new ordinary share of S\$0.0045 pursuant to the terms and subject to the conditions set out in the Settlement Agreement (as defined in the Company's Circular dated 12 July 2016); and
  - (ii) the directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated above, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and approved.

**Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 2 and Ordinary Resolution 3 set out below. If any of Ordinary Resolution 2 and Ordinary Resolution 3 is not passed, then Ordinary Resolution 1 would not be passed. Shareholders should further note that Ordinary Resolution 4 is conditional on the approval of Ordinary Resolution 1 set out above and Ordinary Resolution 5 set out below. If any of Ordinary Resolution 1 and Ordinary Resolution 5 is not passed, then Ordinary Resolution 4 would not be passed.**

#### (b) ORDINARY RESOLUTION 2 : ISSUANCE AND ALLOTMENT OF SETTLEMENT SHARES TO RESTRICTED PERSONS

- That:
- (i) approval be and is hereby given to the directors of the Company to allot and issue Settlement Shares as set out below to the following restricted persons as set out in Rule 812(1) of the Mainboard Rules :
    - (aa) 20,000,000 Settlement Shares to Fan Cheuk Siu;
    - (bb) 36,974,667 Settlement Shares to Lau Kay Heng;
    - (cc) 49,101,423 Settlement Shares to Yeo Kan Yen Alvin;
    - (dd) 175,768,968 Settlement Shares to Chow Tat Ming Henry; and
    - (ee) 5,897,617 Settlement Shares to Zhou Min Zong; and
  - (ii) the directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated above, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and approved.

**Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 2 set out above and Ordinary Resolution 3 set out below. If any of Ordinary Resolution 2 and Ordinary Resolution 3 is not passed, then Ordinary Resolution 1 would not be passed. Shareholders should further note that Ordinary Resolution 4 is conditional on the approval of Ordinary Resolution 1 set out above and Ordinary Resolution 5 set out below. If any of Ordinary Resolution 1 and Ordinary Resolution 5 is not passed, then Ordinary Resolution 4 would not be passed.**

#### (c) ORDINARY RESOLUTION 3 : TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO WAN MIN AND CHOW TAT MING HENRY

- That:
- (i) the transfer of controlling interest in the Company to Wan Min and Chow Tat Ming Henry as a result of the allotment and issuance of the Settlement Shares to them be and is hereby approved;
  - (ii) approval be and is hereby given to the directors of the Company to allot and issue the Settlement Shares as set out below to Wan Min and Chow Tat Ming Henry :
    - (a) 194,444,444 Settlement Shares to Wan Min; and
    - (b) 175,768,968 Settlement Shares to Chow Tat Ming Henry; and
  - (iii) the directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated above, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and approved.

**Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 2 and Ordinary Resolution 3 set out above. If any of Ordinary Resolution 2 and Ordinary Resolution 3 is not passed, then Ordinary Resolution 1 would not be passed. Shareholders should further note that Ordinary Resolution 4 is conditional on the approval of Ordinary Resolution 1 set out above and Ordinary Resolution 5 set out below. If any of Ordinary Resolution 1 or Ordinary Resolution 5 is not passed, then Ordinary Resolution 4 would not be passed.**

#### (d) ORDINARY RESOLUTION 4 : The Rights Issue (as defined herein)

That subject to and contingent upon the passing of Ordinary Resolution 1 herein in this Notice of EGM, the renounceable rights issue of up to 6,446,991,796 new ordinary shares in the capital of the Company (the "Rights Shares") at an issue price of S\$0.00475 for each Rights Share (the "Issue Price"), on the basis of four (4) Rights Shares for every one (1) existing ordinary share (each, a "Share") in the capital of the Company held by shareholders of the Company (the "Shareholders") as at a time and date as the Directors may, in its absolute discretion, determine (the "Books Closure Date") (the "Rights Issue"), fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to :

- (i) allot and issue up to 6,446,991,796 Rights Shares at the Issue Price;
- (ii) provisionally allot and issue up to 6,446,991,796 Rights Shares at the Issue Price on the basis of four (4) Rights Shares for every one (1) existing Share held by Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited ("CDP") as at the Books Closure Date (the "Entitled Shareholders") with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date provided to the CDP or the share registrar of the Company (the "Share Registrar"), as the case may be, addresses in Singapore for the service of notices and documents, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
  - (aa) the provisional allotments of Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Entitled Shareholders;
  - (bb) no provisional allotment of Rights Shares shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents ("Foreign Shareholders");
  - (cc) the entitlements to Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold "nil-paid" on the Mainboard and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
  - (dd) provisional allotments of Rights Shares not taken up or cannot be sold or are not sold on the Mainboard for any reason, or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue, shall be used to satisfy applications of excess Rights Shares or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
  - (ee) the Rights Shares when issued and fully paid-up will rank pari passu in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls on or before the date of issue of the Rights Shares;
- (iii) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution.

**Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 2 and Ordinary Resolution 3 set out above. If any of Ordinary Resolution 2 and Ordinary Resolution 3 is not passed, then Ordinary Resolution 1 would not be passed. Shareholders should further note that Ordinary Resolution 4 is conditional on the approval of Ordinary Resolution 1 set out above and Ordinary Resolution 5 set out below. If any of Ordinary Resolution 1 or Ordinary Resolution 5 is not passed, then Ordinary Resolution 4 would not be passed.**

#### (e) ORDINARY RESOLUTION 5 : INCREASE IN AUTHORISED SHARE CAPITAL

- That:
- (i) the authorised share capital of the Company be increased to HKD600,000,000 divided into 60,000,000,000 Shares after completion of the procedures for the capital reorganisation which was approved by the Shareholders at the extraordinary general meeting of the Company held on 13 April 2015 or the authorised share capital of the Company be increased to HKD1,000,000,000 divided into 10,000,000,000 Shares in the event that the procedures for the capital reorganisation are not completed for any reason whatsoever; and
  - (ii) the directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated above, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and approved.

**Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 2 and Ordinary Resolution 3 set out above. If any of Ordinary Resolution 2 and Ordinary Resolution 3 is not passed, then Ordinary Resolution 1 would not be passed. Shareholders should further note that Ordinary Resolution 4 is conditional on the approval of Ordinary Resolution 1 and Ordinary Resolution 5 set out above. If any of Ordinary Resolution 1 or Ordinary Resolution 5 is not passed, then Ordinary Resolution 4 would not be passed.**

BY ORDER OF THE BOARD

Zhou Min Zong  
Executive Director and Chief Executive Officer  
Cacula Furniture International Limited  
Singapore  
12 July 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
3. the instrument appointing a proxy must be deposited at the office of the Company secretary at 6 Mohamed Sultan Road #03-01 Singapore 238956 no later than 48 hours prior to the time of the EGM.