

CIRCULAR DATED 16 JANUARY 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

If you have sold or transferred all your shares in the capital of Casa Holdings Limited (the “**Company**”), you should immediately forward this Circular and the enclosed Notice of Extraordinary General Meeting and proxy form to the purchaser, transferee, or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed, or reports contained in this Circular.



CASA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199406212Z)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED DISPOSAL OF SHARES IN FIAMMA HOLDINGS BERHAD

IMPORTANT DATES AND TIMES:

- | | | |
|--|---|---|
| Last date and time for lodgement of proxy form | : | 29 January 2018 at 11:00 a.m. |
| Date and time of Extraordinary General Meeting | : | 31 January 2018 at 11:00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) |
| Place of Extraordinary General Meeting | : | 15 Kian Teck Crescent, Singapore 628884 |

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- “Agreements” : The two (2) sale and purchase agreements entered into by the Company with each of the Purchasers on 5 December 2017 in respect of the Proposed Disposal
- “Annual General Meeting” : The annual general meeting of the Company to be held on 31 January 2018 at 10:00 a.m. at 15 Kian Teck Crescent, Singapore 628884
- “associated company” : A company in which at least 20% but not more than 50% of its shares are held by the Company or its subsidiaries, or a subsidiary of such company
- “Azzuri” : Azzuri Holdings Pte Ltd (Company Registration No. 199505845E), an exempt private company limited by shares incorporated in Singapore. Azzuri is a Controlling Shareholder having a direct interest in 107,011,330 Shares, representing approximately 51.00% of the issued and paid-up share capital of the Company
- “Bursa Securities” : Bursa Malaysia Securities Berhad
- “CDP” : The Central Depository (Pte) Limited
- “Circular” : This circular to Shareholders dated 16 January 2018
- “Companies Act” : The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
- “Company” : Casa Holdings Limited
- “Completion” : The completion of the Proposed Disposal
- “Completion Date” : The date on which Completion takes place
- “conditions precedent” : Has the meaning ascribed to it in paragraph 3.3 of this Circular
- “Consideration” : Has the meaning ascribed to it in paragraph 3.1 of this Circular
- “Controlling Shareholder” : A person who:
- (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or
 - (b) in fact exercises control over the Company
- “control” : The capacity to dominate decision-making, whether directly or indirectly, in relation to the financial or operating policies of a company
- “Directors” : The directors of the Company for the time being, and each a “**Director**”
- “EGM” : The extraordinary general meeting of the Company to be held on 31 January 2018 at 11:00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue)

DEFINITIONS

“EPS”	:	Earnings / (loss) per Share
“FHB”	:	Fiamma Holdings Berhad (Company Registration No. 88716-W), a public limited liability company incorporated and domiciled in Malaysia, and is listed on the Bursa Securities. FHB is an associated company of the Company
“First Transaction”	:	Has the meaning ascribed to it in paragraph 1.1(a) of this Circular
“FY”	:	Financial year ended or ending on 30 September
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	2 January 2018, being the latest practicable date prior to the printing of this Circular
“LCH Agreement”	:	Has the meaning ascribed to it in paragraph 1.2(a) of this Circular
“LCH Sale Shares”	:	Has the meaning ascribed to it in paragraph 1.2(a) of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, or the rules contained therein, as may be amended, modified or supplemented from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Net Proceeds”	:	Has the meaning ascribed to it in paragraph 5.1 of this Circular
“Notice of EGM”	:	The notice of the EGM which is set out on pages 16 and 17 of this Circular
“NTA”	:	Net tangible assets
“NWB Agreement”	:	Has the meaning ascribed to it in paragraph 1.2(b) of this Circular
“NWB Sale Shares”	:	Has the meaning ascribed to it in paragraph 1.2(b) of this Circular
“Ordinary Resolutions”	:	The ordinary resolutions relating to the Proposed Disposal
“Proposed Disposal”	:	The proposed disposal of the Sale Shares by the Company to the Purchasers on the terms and subject to the conditions set out in each Agreement
“Purchasers”	:	Mr Lim Choo Hong and Mr Ngo Wee Bin, and each a “ Purchaser ”
“Sale Shares”	:	The total number of LCH Sale Shares and NWB Sale Shares, amounting to an aggregate 44,400,000 ordinary shares held by the Company in FHB, representing approximately 8.73% of the issued and paid-up share capital of FHB, which are the subject of the Proposed Disposal
“Securities Accounts”	:	The securities account(s) maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, refer to the persons named as Depositors in the Depository Register, and whose Securities Accounts maintained with CDP are credited with Shares
“Shares”	:	Ordinary shares in the share capital of the Company
“Substantial Shareholder”	:	A person who has an interest in one or more voting Shares, the total votes attached to which is not less than 5% of the total votes attached to all the voting Shares
“MYR”	:	Malaysian ringgit, the lawful currency of Malaysia
“S\$”	:	Singapore dollars, the lawful currency of Singapore
“%” or “per cent.”	:	percentage or per centum

The terms “**Depositor**”, “**Depository Agent**”, and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore, or any statutory modification thereof, as the case may be.

The terms “**subsidiary**” and “**treasury shares**” shall have the meanings ascribed to them respectively in the Companies Act.

The terms “**associate**” and “**subsidiary holdings**” shall have the meanings ascribed to them respectively in the Listing Manual.

Words importing the singular shall, where applicable, include the plural, and *vice versa*. Words importing one gender shall, where applicable, include the other genders, and *vice versa*.

References to persons, where applicable, shall include corporations.

References to “**paragraph**” are to the paragraphs of this Circular, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any word defined under the Companies Act, the Listing Manual, or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the Listing Manual, or any statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of a day and date in this Circular shall be a reference to Singapore time and date respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS

CASA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199406212Z)

Directors:

Mr Lim Yian Poh (*Chairman and Independent Director*)
Mr Lim Soo Kong @ Lim Soo Chong (*CEO and Executive Director*)
Mr Hu Zhong Huai (*Non-Executive and Non-Independent Director*)
Dr Low Seow Chay (*Independent Director*)
Mr Stefan Matthieu Lim Shing Yuan (*Non-Executive and Non-Independent Director*)

Registered Office:

15 Kian Teck Crescent
Singapore 628884

16 January 2018

To: **The Shareholders of Casa Holdings Limited**

Dear Sir / Madam

THE PROPOSED DISPOSAL OF SHARES IN FIAMMA HOLDINGS BERHAD

1. INTRODUCTION

- 1.1. On 29 November 2017, the Company announced that it had disposed 13,600,000 ordinary shares of FHB at MYR0.55 for each ordinary share of FHB to Mr Lim Choo Hong at a consideration of MYR7,480,000 (equivalent to approximately S\$2,412,903, based on an exchange rate of S\$1: MYR3.1) (the **"First Transaction"**). As the relative figures computed on the bases set out in Rule 1006 of the Listing Manual exceed 5% but do not exceed 20%, the First Transaction constitutes a discloseable transaction under Chapter 10 of the Listing Manual. Accordingly, the First Transaction is not subject to Shareholders' approval. Please refer to the Company's announcement on 29 November 2017 for further details.
- 1.2. On 6 December 2017, the Company further announced that it had on 5 December 2017 entered into the following sale and purchase agreements with the Purchasers in respect of the Proposed Disposal:
 - (a) a sale and purchase agreement with Mr Lim Choo Hong, (**"LCH Agreement"**) under which, the Company has agreed to sell, and Mr Lim Choo Hong has agreed to purchase, 16,400,000 ordinary shares (**"LCH Sale Shares"**) of FHB at MYR0.55 for each ordinary share of FHB at a consideration of MYR9,020,000 (equivalent to approximately S\$2,909,677, based on an exchange rate of S\$1: MYR3.1), on the terms and subject to the conditions set out in the LCH Agreement; and
 - (b) a sale and purchase agreement with Mr Ngo Wee Bin, (**"NWB Agreement"**) under which, the Company has agreed to sell, and Mr Ngo Wee Bin has agreed to purchase 28,000,000 ordinary shares (**"NWB Sale Shares"**) of FHB at MYR0.55 for each ordinary share of FHB at a consideration of MYR15,400,000 (equivalent to approximately S\$4,967,741, based on an exchange rate of S\$1: MYR3.1), on the terms and subject to the conditions set out in the NWB Agreement.

The LCH Agreement and NWB Agreement are not inter-conditional upon each other as they are separate agreements with Mr Lim Choo Hong and Mr Ngo Wee Bin.

- 1.3. The purpose of this Circular is to provide Shareholders with information relating to the Proposed Disposal, and to seek Shareholders' approval for the Proposed Disposal at the EGM, notice of which is set out in the Notice of EGM.
- 1.4. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed, or reports contained in this Circular.

LETTER TO SHAREHOLDERS

2. INFORMATION ON FHB AND THE PURCHASERS

2.1. Information on FHB

FHB is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Securities. FHB is engaged in the business of distribution of home appliances and property investment in Malaysia. As at the Latest Practicable Date, the total issued and paid-up share capital of FHB is MYR253,091,604.63 comprising 508,222,687 ordinary shares. As at the date of this Circular, the Company is not aware of any major or significant plan or development at FHB.

FHB started with Fiamma Sdn Bhd on 11 May 1979 with an issued and paid up capital of MYR5 consisting of 5 shares at MYR1 each. On 16 August 1982, FHB was incorporated with an issued and paid capital of MYR5 consisting of 5 shares at MYR1 each. FHB was listed on Bursa Securities in 1997 with an issued and paid up capital of MYR40,120,000 consisting of 40,120,000 shares of MYR1 each. The Company had approximately 42.30% and 30.00% in FHB before and after listing of FHB respectively.

During the past twelve (12) months prior to the date of this Circular, the Company's shareholding interests in FHB decreased from approximately 26.86% to 23.47% as a result of the First Transaction and various share buybacks carried out by FHB.

During the past three (3) years prior to the date of this Circular, the Company, which is also engaged in the business of distribution of home appliances in Singapore and property development business in Malaysia, had purchased home appliances from FHB, as follows:

Financial year ended		Cost of home appliances purchased from FHB by the Group (S\$)
30 September 2015	:	44,128
30 September 2016	:	Nil
30 September 2017	:	2,788

As at the Latest Practicable Date, there are no outstanding balances between the Group and FHB.

At the Latest Practicable Date, the Company holds 119,289,900 ordinary shares in FHB, representing approximately 23.47% of the issued and paid-up share capital in FHB. Therefore, FHB is an associated company of the Company.

2.2. Information on the Purchasers

2.2.1 Lim Choo Hong

Mr Ngo Wee Bin and Mr Lim Soo Kong @ Lim Soo Chong are the founders of Casa (S) Pte Ltd in 1976 as a major home appliance distributor in Singapore. In 1979, Mr Lim Choo Hong joined Casa (S) Pte Ltd as an Executive Director to grow the home appliances distribution business in Malaysia. The Company was listed in 1995 and Mr Lim Choo Hong was appointed an Executive Director of the Company. He resigned from the Company in 1999.

Mr Lim Choo Hong is a founder member of FHB in 1982 and started with 1 share in FHB in 1982. He is an Executive Director and the Chief Executive Officer/Managing Director of FHB and a substantial shareholder of FHB. Mr Lim Choo Hong was appointed to the Board of FHB on 16 August 1982. He is a member of the Remuneration Committee of FHB.

As at the Latest Practicable Date, Mr Lim Choo Hong has a direct interest in 130,990,168 ordinary shares in FHB, representing approximately 25.77% of the issued and paid-up share capital of FHB.

LETTER TO SHAREHOLDERS

Mr Lim Choo Hong is also a director and shareholder of Azzuri, which holds 107,011,330 ordinary shares in the Company, representing approximately 51.00% of the issued and paid-up share capital of the Company. Mr Lim Choo Hong has a direct interest in 970,000 ordinary shares in Azzuri, representing 19.40% of the issued and paid-up share capital of Azzuri. Mr Lim Choo Hong is not deemed to be interested in the 107,011,330 Shares held by Azzuri in the Company by virtue of section 7 of the Companies Act, and accordingly, Mr Lim Choo Hong is not a Controlling Shareholder. The effective interest of Mr Lim Choo Hong via Azzuri would be approximately 9.89% of the issued and paid-up share capital of the Company.

As at the Latest Practicable Date, Mr Lim Choo Hong holds 173,030 Shares representing approximately 0.08% of the issued and paid-up share capital of the Company. Mr Lim Choo Hong's associates do not have any shareholding interest in the Company.

Notwithstanding that the Proposed Disposal is not an interested person transaction, in the interests of good corporate governance, Mr Lim Choo Hong shall abstain from voting on the Ordinary Resolutions in respect of the 173,030 Shares which he holds in the Company. As the beneficial owner of 20,760,198 Shares held by Azzuri, Mr Lim Choo Hong shall also instruct Azzuri to abstain from voting on the Ordinary Resolutions in respect of the 20,760,198 Shares that he is the legal owner of.

The other directors of Azzuri are Mr Lim Soo Kong @ Lim Soo Chong, who is also the CEO and Executive Director of the Company, and Mr Hu Zhong Huai, who is also a Non-Executive Director of the Company.

2.2.2 Ngo Wee Bin

Mr Ngo Wee Bin is a founder member of FHB in 1982. He was appointed as Non-Independent Non-Executive Director of FHB. Mr Ngo Wee Bin was appointed to the Board of FHB on 16 August 1982. He resigned on 26 February 2009.

As at the Latest Practicable Date, Mr Ngo Wee Bin is a substantial shareholder of FHB and a director of one of its subsidiaries.

As at the Latest Practicable Date, Mr Ngo Wee Bin has a direct interest in 56,000,000 ordinary shares in FHB, representing approximately 11.02% of the issued and paid-up share capital of FHB.

Mr Ngo Wee Bin and Mr Lim Soo Kong @ Lim Soo Chong are the founders of the Company. The ordinary shares of Mr Ngo Wee Bin, Mr Lim Soo Kong @ Lim Soo Chong and Mr Lim Choo Hong in the Company are held through Azzuri. In 2007, Mr Ngo Wee Bin disposed all of his ordinary shares in Azzuri, and resigned as a director of the Company. The ordinary shares in Azzuri as disposed by Mr Ngo Wee Bin were acquired by Mr Hu Zhong Huai.

As at the Latest Practicable Date, Mr Ngo Wee Bin holds 1,000 Shares of the issued and paid-up share capital of the Company. Mr Ngo Wee Bin's associates do not have any shareholding interest in the Company.

In the interests of good corporate governance, Mr Ngo Wee Bin shall abstain from voting on the Ordinary Resolutions in respect of the 1,000 Shares which he holds in the Company.

- 2.3. None of the Purchasers are related to any of the Directors or Controlling Shareholders of the Company.

LETTER TO SHAREHOLDERS

3. PRINCIPAL TERMS OF THE PROPOSED DISPOSAL

3.1. Consideration

The consideration payable by the Purchasers to the Company for the Sale Shares is MYR0.55 per Sale Share (equivalent to approximately S\$0.18 based on an exchange rate of S\$1: MYR3.1), for an aggregate consideration of approximately MYR24,420,000 (equivalent to approximately S\$7,877,419 based on an exchange rate of S\$1: MYR3.1) (the “**Consideration**”), on the terms of and subject to the conditions set out in the Agreements.

The purchase price of MYR0.55 per Sale Share represents a premium of approximately MYR0.045 to the last transacted or weighted average price of MYR0.505 for each Sale Share for trades done on the Main Market of Bursa Securities for the last full market day on 4 December 2017, being the last full trading day prior to the signing of the Agreements.

The Proposed Disposal will result in the Group achieving a net gain on disposal of S\$429,677 (“**Net Gain on Disposal**”). The proceeds from the Proposed Disposal represent an excess of S\$1,981,099 over the book value of the Sale Shares (“**Excess of Proceeds over Book Value of Sale Shares**”). Accordingly, the difference between the Net Gain on Disposal and the Excess of Proceeds over Book Value of Sale Shares is because the Group recognises the Sale Shares at fair value, whereas the Company records the Sale Shares at book value.

Upon Completion, the Company will hold 74,889,900 ordinary shares in FHB representing approximately 14.74% of the issued and paid-up share capital of FHB, and FHB will cease to be an associated company of the Company¹.

3.2. Basis for determining the Consideration

The Consideration was arrived at after arm’s length negotiations between the Purchasers and the Company, on a willing-buyer and willing-seller basis, after taking into account the prevailing market prices of the Sale Shares at the point of negotiation, the track record and prospect of the Sale Shares in generating returns and cash flows, the liquidity of the Sale Shares, the availability of the Purchasers, and the Company’s existing cash flow commitments.

The Sale Shares in respect of the Proposed Disposal were determined based on the amount of funds that the Company requires for the repayment of bank borrowings.

The Consideration shall be payable in cash by each of the Purchasers to the Company on the Completion Date.

3.3. Conditions precedent

Completion is conditional on the following conditions precedent (the “**conditions precedent**”) having been fulfilled (or waived) in accordance with the Agreements:

- (a) the obtaining of the approval from the board of directors of the Company in respect of the Proposed Disposal, and such approval not having been withdrawn or revoked as at the Completion Date;
- (b) Mr Lim Choo Hong signing a declaration to confirm that he is not a Controlling Shareholder;
- (c) the obtaining of the approval from the Shareholders in respect of the Proposed Disposal at the EGM, and such approval not having been withdrawn or revoked as at the Completion Date;
- (d) where applicable, the waiver from the Securities Commission Malaysia being obtained by Mr Lim Choo Hong in respect of the Proposed Disposal;

¹ Following the completion of the Proposed Disposal, the Company will assess the accounting treatment for its investment in FHB based on the applicable accounting standards.

LETTER TO SHAREHOLDERS

- (e) all other necessary consents, if any, being granted and not withdrawn or revoked by stock exchanges and other relevant authorities having jurisdiction over the transactions contemplated under the Agreements and if such consents are obtained subject to any conditions and where such conditions affect any of the parties to the Agreements, such conditions being acceptable to the parties concerned and, if such conditions are required to be fulfilled before Completion, such conditions being fulfilled before Completion; and
- (f) the sale and purchase of the Sale Shares be completed simultaneously.

3.4. Completion Date

Completion shall take place at the office of the Company within fourteen (14) days of the fulfilment (or waiver) of the conditions precedent set out in each Agreement, or on such other date as may be agreed on between the Company and each of the Purchasers.

4. RATIONALE FOR THE PROPOSED DISPOSAL

- 4.1 Based on the latest audited consolidated financial statements of the Group for FY2017, the Group has current liabilities including bank borrowings of approximately S\$13,254,000 which are contractually due for repayment within twelve (12) months from the end of the financial year.
- 4.2 As at 30 September 2017, the Group's unrestricted cash and cash equivalent amount of S\$2,285,000 may be insufficient to fulfil these obligations at the relevant repayment dates.
- 4.3 The Company was not able to procure other purchasers for the Sale Shares, and there were no other competing offers for the Sale Shares at all material times prior to and after negotiations with the Purchasers commenced. The negotiation of the Proposed Disposal was initiated by Mr Lim Soo Kong@Lim Soo Chong.

5. INTENDED USE OF PROCEEDS FROM THE PROPOSED DISPOSAL

- 5.1. The Company expects to receive gross proceeds of MYR24,420,000 (equivalent to approximately S\$7,877,419 based on an exchange rate of S\$1: MYR3.1) from the Proposed Disposal. The estimated net proceeds from the Proposed Disposal is S\$7,800,000 (after deducting estimated expenses of approximately S\$77,000) (the "**Net Proceeds**").
- 5.2. The Company intends to utilise the Net Proceeds in the following proportions:

Use of Net Proceeds	Amount (S\$)
Bank borrowings that fall due within twelve (12) months from the end of the financial year	6,800,000
Business expansion of home appliance business of the Group	1,000,000

- 5.3. The Directors are of the opinion that, taking into consideration the Group's net current asset (which includes assets held for sale of S\$9,707,000) of S\$49,815,000 as at 30 September 2017 and the Group's main operating segment relating to the trading of home appliances has been generating positive results for the past few financial years, the working capital available to the Group is sufficient to meet its working capital requirements for the next twelve (12) months. Despite the Group's unrestricted cash and cash equivalent may be insufficient to fulfil the obligations to repay bank borrowings, the management is taking proactive action to dispose and convert its current assets into ready cash to settle bank borrowing due within the next twelve (12) months.

LETTER TO SHAREHOLDERS

6. RELATIVE FIGURES COMPUTED UNDER CHAPTER 10 OF THE LISTING MANUAL

- 6.1. Under Chapter 10 of the Listing Manual, transactions classified under any of the four categories specified in Rule 1004 of the Listing Manual will trigger certain obligations on the Company. Based on the latest audited consolidated financial statements of the Group for FY2017, the relative figures in respect of the Proposed Disposal computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Listing Rule	Bases	Relative Figures for Proposed Disposal	Relative Figures for Proposed Disposal and First Transaction
Rule 1006(a)	Net asset value of the Sale Shares, compared with the Group's net asset value Proposed Disposal: (S\$7,447,742 ÷ S\$61,058,000) x 100% Proposed Disposal and First Transaction: (S\$8,702,452 ÷ S\$61,058,000) x 100%	12.20%	14.25%
Rule 1006(b)	Net profits attributable to the Sale Shares, compared with the Group's net losses Proposed Disposal: (S\$429,677 ÷ S\$-14,028,000) x 100% Proposed Disposal and First Transaction: (S\$1,587,871 ÷ S\$-14,028,000) x 100%	-3.06%	-11.32%
Rule 1006(c)	Aggregate value of consideration received from the Proposed Disposal, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares Proposed Disposal: (S\$7,877,419 ÷ S\$15,527,134) x 100% Proposed Disposal and First Transaction: (S\$10,290,322.60 ÷ S\$15,527,134) x 100%	50.73%	66.27%
Rule 1006(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable	Not applicable
Rule 1006(e)	Aggregate volume or amount or proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable	Not applicable

- 6.2. As the relative figure computed on the basis set out in Rule 1006(c) of the Listing Manual exceeds 20%, the Proposed Disposal constitutes a major transaction as defined under Rule 1014 of Chapter 10 of the Listing Manual. The Completion of the Proposed Disposal is therefore conditional upon Shareholders' approval being obtained at the EGM.

LETTER TO SHAREHOLDERS

7. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

7.1. The financial effects of the Proposed Disposal as set out below are shown for illustrative purposes only and are not intended to reflect the actual financial performance or position of the Group after the Completion of the Proposed Disposal. In accordance with Rules 1010(8) and 1010(9) of the Listing Manual, the financial effects have been prepared based on the latest audited consolidated financial statements of the Group for FY2017.

7.2. NTA

For illustrative purposes only, the *pro forma* financial effects of the Proposed Disposal on the Group's NTA per Share, assuming that the Proposed Disposal had been effected on 30 September 2017, being the end of FY2017, the most recently completed audited financial year, are set out below:

	Before the Proposed Disposal	After the Proposed Disposal
NTA (S\$)	61,055,000	61,484,677
Number of Shares	209,826,140	209,826,140
NTA per Share (S\$)	0.291	0.293

7.3. EPS

For illustrative purposes only, the *pro forma* financial effects of the Proposed Disposal on the consolidated earnings of the Group, assuming that the Proposed Disposal had been effected on 1 October 2016, being the beginning of FY2017, the most recently completed audited financial year, are set out below:

	Before the Proposed Disposal	After the Proposed Disposal
Earnings / (loss) (S\$)	(14,028,000)	(13,598,323)
Number of Shares	209,826,140	209,826,140
Earnings / (loss) per Share (S\$)	(0.067)	(0.065)

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

8.1. The following table illustrates the total shareholding interests of the Directors and the Substantial Shareholders in the Company as at the Latest Practicable Date:

	Direct Interest	Deemed Interest	Total Interest	%
Directors				
Mr Hu Zhong Huai ⁽¹⁾	17,380,110	107,011,330	124,391,440	59.28
Mr Lim Soo Kong @ Lim Soo Chong ⁽¹⁾	17,139,670	107,011,330	124,151,000	59.17
Mr Lim Yian Poh	–	–	–	–
Dr Low Seow Chay	–	–	–	–
Mr Stefan Lim ⁽²⁾	–	–	–	–
Substantial Shareholder				
Azzuri	107,011,330	–	107,011,330	51.00

LETTER TO SHAREHOLDERS

Notes:

- (1) Mr Hu Zhong Huai and Mr Lim Soo Kong @ Lim Soo Chong have a direct interest in 2,030,000 ordinary shares (representing 40.60%) and 2,000,000 ordinary shares (representing 40.00%) respectively in the issued and paid-up share capital of Azzuri. By virtue of section 7 of the Companies Act, they are each deemed to be interested in the 107,011,330 Shares held by Azzuri.
- (2) Mr Stefan Matthieu Lim Shing Yuan is the son of Mr Lim Soo Kong @ Lim Soo Chong.

8.2. The total shareholding interests of the Directors and the Substantial Shareholders in FHB as at the Latest Practicable Date are as follows:

- (a) Mr Hu Zhong Huai has a deemed interest (through the Company) in 119,289,900 ordinary shares in FHB, representing approximately 23.47% of the issued and paid-up share capital of FHB; and
- (b) Mr Lim Soo Kong @ Lim Soo Chong has a direct interest in 14,793,300 ordinary shares in FHB, representing approximately 2.91% of the issued and paid-up share capital of FHB, and a deemed interest (through the Company) in 119,289,900 ordinary shares in FHB, representing approximately 23.47% of the issued and paid-up share capital of FHB.

Mr Hu Zhong Huai is not on the Board of FHB and has no role in FHB.

Mr Lim Soo Kong @ Lim Soo Chong is a Non-Independent Non-Executive Director of FHB. He is a founder member of FHB and was appointed to the Board on 16 August 1982. He is a member of the Audit Committee and the Chairman of the Remuneration Committee. He was a member of the Nomination Committee until 4 October 2016.

8.3. As at the Latest Practicable Date, save as disclosed in paragraph 2.2, paragraph 2.3, and paragraph 8 of this Circular, none of the Directors, Substantial Shareholders, or any of their associates, has any interest, direct or indirect, in the Proposed Disposal.

9. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director in connection with the Proposed Disposal. Accordingly, no service contract will be entered into between the Company and any such person in connection with the Proposed Disposal.

10. DIRECTORS' RECOMMENDATIONS

10.1. The Directors, having considered, *inter alia*, the rationale for the Proposed Disposal, the terms thereof, and the financial effects of the Proposed Disposal, are of the opinion that the Proposed Disposal is in the best interests of the Company, and is not prejudicial to Shareholders as a whole. The Board is of the view that investment return of FHB is low and part of the disposal proceeds will be reinvested into Casa's core business to generate higher income and investment return.

10.2. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolutions relating to the Proposed Disposal, as set out in the Notice of EGM.

11. EXTRAORDINARY GENERAL MEETING

The EGM will be held on 31 January 2018 at 15 Kian Teck Crescent, Singapore 628884 at 11:00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

12. ACTIONS TO BE TAKEN BY SHAREHOLDERS

12.1. Appointment of Proxies

Shareholders who are unable to attend the EGM, and who wish to appoint a proxy to attend and vote at the EGM on their behalf, are requested to complete, sign, and return the proxy form attached to this Circular, in accordance with the instructions printed thereon as soon as possible, and in any event, so as to reach the registered office of the Company at 15 Kian Teck Crescent, Singapore 628884, not less than forty-eight (48) hours before the time set for the EGM. The completion and lodgement of the proxy form by a Shareholder does not preclude him from attending and voting at the EGM in person at the EGM if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

12.2. Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat, unless his name appears on the Depository Register not less than seventy-two (72) hours before the time set for the EGM.

12.3. Abstention from voting

Notwithstanding that the Proposed Disposal is not an interested person transaction, in the interests of good corporate governance, Mr Lim Choo Hong shall abstain from voting on the Ordinary Resolutions in respect of the 173,030 Shares which he holds in the Company. As the beneficial owner of 20,760,198 Shares held by Azzuri, Mr Lim Choo Hong shall also instruct Azzuri to abstain from voting on the Ordinary Resolutions in respect of the 20,760,198 Shares that is beneficially owned by him. None of Mr Lim Choo Hong's associates has any shareholding interest in the Company.

In the interests of good corporate governance, Mr Ngo Wee Bin shall abstain from voting on the Ordinary Resolutions in respect of the 1,000 Shares which he holds in the Company. None of Mr Ngo Wee Bin's associates has any shareholding interest in the Company.

13. DIRECTORS' RESPONSIBILITY STATEMENT

- 13.1. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 13.2. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 15 Kian Teck Crescent, Singapore 628884, during normal business hours from the date hereof and up to and including the date of the EGM:

- (a) the Agreements; and
- (b) the Annual Report of the Company for FY2017.

Yours faithfully

For and on behalf of the Board of Directors of
CASA HOLDINGS LIMITED

Mr Lim Yian Poh
Chairman and Independent Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

CASA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199406212Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (the “EGM”) of **CASA HOLDINGS LIMITED** (the “Company”) will be held on 31 January 2018 at 15 Kian Teck Crescent, Singapore 628884 at 11:00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out below. Ordinary Resolutions 1 and 2 are not inter-conditional.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to the shareholders of the Company dated 16 January 2018.

ORDINARY RESOLUTION 1 – PROPOSED DISPOSAL OF 16,400,000 ORDINARY SHARES IN FIAMMA HOLDINGS BERHAD TO MR LIM CHOO HONG

THAT:

- (a) pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given for the disposal by the Company of its interest in 16,400,000 ordinary shares in Fiamma Holdings Berhad (“FHB”) representing approximately 3.22% in the issued and paid-up share capital of FHB to Mr Lim Choo Hong, for a consideration of MYR9,020,000 (equivalent to approximately S\$2,909,677, based on an exchange rate of S\$1: MYR3.1), on the terms and conditions of the LCH Agreement dated 5 December 2017 entered into between the Company and Mr Lim Choo Hong; and
- (b) any of the directors of the Company be and is hereby authorised to complete and do all such acts and things (including without limitation, executing such documents and approving any amendments, alternations or modifications to any documents, as may be required) as they/he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

ORDINARY RESOLUTION 2 – PROPOSED DISPOSAL OF 28,000,000 ORDINARY SHARES IN FIAMMA HOLDINGS BERHAD TO MR NGO WEE BIN

THAT:

- (c) pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given for the disposal by the Company of its interest in 28,000,000 ordinary shares in FHB representing approximately 5.50% in the issued and paid-up share capital of FHB to Mr Ngo Wee Bin, for a consideration of MYR15,400,000 (equivalent to approximately S\$4,967,741, based on an exchange rate of S\$1: MYR3.1), on the terms and conditions of the NWB Agreement dated 5 December 2017 entered into between the Company and Mr Ngo Wee Bin; and
- (d) any of the directors of the Company be and is hereby authorised to complete and do all such acts and things (including without limitation, executing such documents and approving any amendments, alternations or modifications to any documents, as may be required) as they/he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

By Order of the Board

Margaret Chak Lee Hung
Company Secretary

Singapore
16 January 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the “Act”), a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. A proxy need not be a member of the Company.

Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.

The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notorially certified copy thereof, must be deposited at the registered office of the Company at 15 Kian Teck Crescent, Singapore 628884 not later than 48 hours before the time set for the EGM.

A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument of proxy appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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.

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CASA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199406212Z)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

1. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 of Singapore, Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
2. For investors who have used their CPF monies to buy shares in the Company, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the Extraordinary General Meeting.

*I/We, (Name) _____ (*NRIC/Passport No.) _____

of _____

being a *member/members of **Casa Holdings Limited** (the “Company”), hereby appoint:

Name	*NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	*NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairman of the Meeting as *my/our *proxy/proxies to vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company (the “EGM”) to be held on 31 January 2018 at 15 Kian Teck Crescent, Singapore 628884 at 11:00 a.m. and at any adjournment thereof.

*I/we direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Meeting as indicated with an “X” in the spaces provided hereunder. If no specified directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/their discretion.

No.	Resolution	No. of Votes ‘For’ ⁺⁺	No. of Votes ‘Against’ ⁺⁺
1.	Ordinary Resolution 1: To approve the Proposed Disposal of 16,400,000 ordinary shares in Fiamma Holdings Berhad to Mr Lim Choo Hong		
2.	Ordinary Resolution 2: To approve the Proposed Disposal of 28,000,000 ordinary shares in Fiamma Holdings Berhad to Mr Ngo Wee Bin		

* Delete as appropriate.

⁺⁺ If you wish to exercise all your votes “For” or “Against”, please indicate with an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2018

Total Number of Shares Held in:

CDP Register

Register of Members

*Signature of Shareholder(s) and/or
Common Seal of Corporate Shareholder*

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "**Act**"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
4. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Act.
5. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 15 Kian Teck Crescent, Singapore 628884 not later than 48 hours before the time set for the EGM.
6. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register at least 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
8. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time set for the EGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 16 January 2018.