

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of KINGSMEN CREATIVES LTD. (the "Company") will be held at 3 Changi South Lane Singapore 486118 on Wednesday, 29 April 2009 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31 December 2008 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 1.50 cents per ordinary share for the year ended 31 December 2008. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to the Articles of Association of the Company:
Mr Benedict Soh Siak Poh (Article 107) **(Resolution 3)**
Mr Anthony Chong Siew Ling (Article 107) **(Resolution 4)**
Mr Wong Ah Long (Article 117) **(Resolution 5)**
[See Explanatory Note (i)]
4. To approve the payment of Directors' fees of S\$235,000/- for the year ended 31 December 2008 (2007: S\$225,000/-). **(Resolution 6)**
5. To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
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, with or without any modifications:

7. Authority to allot and issue shares ("Share Issue Mandate")

"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to:-

(a) allot and issue shares in the Company; and

(b) issue convertible securities and any shares in the Company pursuant to convertible securities

(whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the convertible securities) and convertible securities in the Company to be issued pursuant to such authority shall not exceed fifty per cent. (50%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed and that the aggregate number of shares and convertible securities in the Company to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed.

That unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.

For the purposes of this Resolution and Rule 806(3) of the Listing Manual, the percentage of issued share capital (excluding treasury shares) is based on the issued share capital (excluding treasury shares) of the Company at the time this Resolution is passed after adjusting for:-

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

(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares." [See Explanatory Note (ii)] **(Resolution 8)**

8. Authority to allot and issue shares up to 100 per cent. (100%) of the issued capital via a pro-rata renounceable rights issue

"That, notwithstanding Resolution 8 above, authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company by way of a pro-rata renounceable rights issue at any time and upon such terms and conditions and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to such authority may be increased to but shall not exceed one hundred per cent. (100%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed.

That unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

For the purposes of this Resolution, the percentage of issued share capital (excluding treasury shares) is based on the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed after adjusting for:-

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

(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares." [See Explanatory Note (iii)] **(Resolution 9)**

9. Authority to allot and issue shares under the Kingsmen Share Option Scheme

"That the Directors be authorised and empowered to allot and issue in the Company to all holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Kingsmen Share Option Scheme (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme established by the Company." [See Explanatory Note (iv)] **(Resolution 10)**

10. Authority to allot and issue shares at a discount of up to twenty per cent. (20%) under the Share Issue Mandate

"That subject to and pursuant to the Share Issue Mandate in Resolution 8 above being obtained, authority be and is hereby given to the Directors to allot and issue new shares on a non pro-rata basis at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than twenty per cent. (20%) of the weighted average price per share determined in accordance with the requirements of the Singapore Exchange Securities Trading Limited." [See Explanatory Note (v)] **(Resolution 11)**

By Order of the Board

Judith Low
Secretary

Singapore, 13 April 2009

Explanatory Notes:

(i) Mr Wong Ah Long is an Independent Director of the Company. He also serves as the Chairman of the Remuneration Committee and as a Member of the Audit and Nominating Committees. Upon his re-election, Mr Wong will continue to serve as the Chairman of the Remuneration Committee and as a Member of the Audit and Nominating Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(ii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) and convertible securities which the Directors may allot and issue under this Resolution shall not exceed fifty per cent. (50%) of the issued share capital excluding treasury shares (as defined in Resolution 8) of the Company.

For issues of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent. (20%) of the issued share capital excluding treasury shares (as defined in Resolution 8) of the Company.

This authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any convertible securities issued under this authority.

(iii) On 19 February 2009, the Singapore Exchange Limited, in its capacity as the Monetary Authority of Singapore introduced a new measure to accelerate and facilitate listed issuers' fund raising efforts. Under the new measures, a listed issuer can seek a general mandate from shareholders to issue up to one hundred per cent. (100%) of its issued share capital via a pro-rata renounceable rights issue, subject to the condition that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in the annual report.

The Ordinary Resolution 9 proposed in item 8 above will provide the Directors with an opportunity to raise funds and avoid prolonged market exposure by reducing the time taken for shareholders' approval, in the event the need arises. Minority shareholders' interests are mitigated as all shareholders have equal opportunities to participate and can dispose their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares. This new measure shall be effective from 20 February 2009 to 31 December 2010.

As such, for issues of shares pursuant to a renounceable rights issue, the aggregate number of shares to be issued shall not exceed one hundred per cent. (100%) of the issued share capital excluding treasury shares (as defined in Resolution 9) of the Company.

This authority will, unless previously revoked or varied at a general meeting, expire at 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.

(iv) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Scheme.

(v) The Ordinary Resolution 11 proposed in item 10 above, if passed, will empower the Directors of the Company to allot and issue new shares on a non pro-rata basis at an issue price of up to 20% discount to the weighted average price per share. This is one of the new measures introduced by the Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore, on 19 February 2009 to accelerate and facilitate listed issuers' fund raising efforts. This new measure shall be effective from 20 February 2009 to 31 December 2010.

Notes:

1. A Member of the Company entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be under its common seal or the hand of its attorney or a duly authorised officer.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at **3 Changi South Lane, Singapore 486118** not less than forty-eight hours (**48**) before the time appointed for holding the Annual General Meeting.

NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Kingsmen Creatives Ltd. (the "Company") will be closed on 8 May 2009 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate Advisory Services Pte Ltd at 3 Church Street #08-01 Samsung Hub Singapore 049483 up to 5.00 p.m. on 7 May 2009 will be registered to determine shareholders' entitlements to the such dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 7 May 2009 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the shareholders at the Annual General Meeting to be held on 29 April 2009, will be made on 19 May 2009.

By Order of the Board

Judith Low
Secretary

Singapore, 13 April 2009

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** ("EGM") of Kingsmen Creatives Ltd. (the "Company") will be convened on Wednesday, 29 April 2009 at 3 Changi South Lane, Singapore 486118 at 12.00 p.m. or as soon thereafter following the conclusion or adjournment of the Annual General Meeting to be held at 11.00 a.m. on the same day and at the same place, for the purpose of considering and, if thought fit, to pass with or without any modifications the following ordinary resolutions:-

All capitalised terms in the Ordinary Resolutions and defined in the circular dated 13 April 2009 (the "Circular") shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

Resolution 1 Ordinary Resolution: Adoption of the Proposed Kingsmen Performance Share Scheme and Authorisation of the Grant of Awards to Selected Participants

That:

(a) a new performance share scheme to be known as the "Kingsmen Performance Share Scheme" (the "Scheme"), the details and thereof are set out in Appendix A of the Circular, under which awards (the "Awards") of fully-paid ordinary shares in the capital of the Company (the "Shares") in the form of existing Shares held as treasury shares and/or new Shares will be delivered, free of charge, to selected employees of the Group and other selected participants, be and is hereby approved and adopted;

(b) the Committee of the Company be and are hereby authorised to administer the Scheme and to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and

(c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Scheme and to deliver from time to time such number of fully-paid Shares in the form of existing Shares held as treasury shares and/or new Shares as may be required to be delivered pursuant to the vesting of the Awards under the Scheme.

Resolution 2 Ordinary Resolution: Proposed Participation by Benedict Soh Siak Poh in the Scheme

That pursuant to Rule 853 of the Listing Manual and subject to and contingent upon the passing of Resolution 1, the participation of Benedict Soh Siak Poh in the Scheme, be and is hereby approved.

Resolution 3 Ordinary Resolution: Proposed Participation by Simon Ong Chin Sim in the Scheme

That pursuant to Rule 853 of the Listing Manual and subject to and contingent upon the passing of Resolution 1, the participation of Simon Ong Chin Sim in the Scheme, be and is hereby approved.

Resolution 4 Ordinary Resolution: Proposed Participation by Roy Ong Chin Kwan in the Scheme

That pursuant to Rule 853 of the Listing Manual and subject to and contingent upon the passing of Resolution 1, the participation of Roy Ong Chin Kwan in the Scheme, be and is hereby approved.

Resolution 5 Ordinary Resolution: Proposed Amendment to the Kingsmen Share Option Scheme ("Kingsmen SOS")

That contingent upon the passing of Resolution 1, the proposed amendment to the Kingsmen SOS as set out in Appendix B of the Circular, be and is hereby approved.

Resolution 6 Ordinary Resolution: Proposed Renewal of the Share Purchase Mandate

THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("Shares") in the issued share capital of the Company not exceeding the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST") transacted through the Central Limit Order Book (CLOB) trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, such scheme shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

(b) the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or

(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

(c) in this Resolution:

"Prescribed Limit" means 10 percent (10%) of the issued ordinary Shares of the Company as at the date of the passing of this Resolution; and "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105 percent (105%) of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase: 120 percent (120%) of the Highest Last Dealt Price, where:

"Average Closing Price" is the average of the closing market prices of a Share after such five-day market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

Benedict Soh Siak Poh
Executive Chairman
13 April 2009

Notes: -

- (a) A member entitled to attend and vote at the directors of the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (c) The instrument appointing a proxy must be deposited at the registered office of the Company at 3 Changi South Lane, Singapore 486118, not less than forty-eight hours before the time appointed for holding the Extraordinary General Meeting.