

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Kingsmen Creatives Ltd. (the "**Company**") will be held at 22 Changi Business Park Central 2, The Kingsmen Experience, Singapore 486032 on Tuesday, 30 April 2019 at 12.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same place) (the "**EGM**") for the following purpose:

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without any modifications:

### PROPOSED ADOPTION OF A NEW CONSTITUTION

That:

- (a) the regulations contained in the new Constitution of the Company as set out in Appendix 1 of the Circular to Shareholders dated 8 April 2019, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient, necessary, desirable or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

(See Explanatory Note below)

By Order of the Board of Directors of the Company

Yang Yanru, Cheryl  
Tan Yong Kwang  
Joint Company Secretaries

Singapore  
8 April 2019

### Explanatory Note:

The Special Resolution proposed above, is for the Company to adopt a new Constitution following the wide-ranging changes to the Companies Act (Cap. 50) of Singapore introduced by the Companies (Amendment) Act 2014 and the Companies (Amendment) Act 2017. The new Constitution will also be updated for consistency with the prevailing listing rules under the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in compliance with Rule 730(2) of the Listing Manual of the SGX-ST and to address other regulatory changes, such as the personal data protection regime in Singapore. The Company is also taking the opportunity to update, streamline and rationalise certain other provisions in the new Constitution. The information relating to the Special Resolution proposed above is set out in Appendix 1 of the Circular to Shareholders dated 8 April 2019.

### Notes:

1. A member of the Company 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. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy in the instrument appointing the proxies.
3. A member who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote at the EGM instead of such member, but each such 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 (2) proxies, the appointments shall be invalid unless the member specifies the proportion of shareholdings in relation to which each proxy has been appointed.  
"**relevant intermediary**" means:
  - (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board (the "**Board**") established by the Central Provident Fund Act (Chapter 36) of Singapore (the "**Act**"), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. If the member is a corporation, the instrument appointing the proxy must be executed under its common seal or the hand of its attorney or a duly authorised officer.
5. A corporation which is a member 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 Section 179 of the Companies Act.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 22 Changi Business Park Central 2, The Kingsmen Experience, Singapore 486032 not less than 48 hours before the time appointed for holding the EGM.
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 appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

### Personal Data Privacy:

By attending the EGM and/or any adjournment thereof or submitting an instrument 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 proxies and/or representatives appointed for the EGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM and/or 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 a 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.