

# NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting of Kingsmen Creatives Ltd. (the "**Company**") will be held at 22 Changi Business Park Central 2, The Kingsmen Experience, Singapore 486032 on Wednesday, 30 April 2025 at 10.00 a.m. (the "**AGM**") for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax exempt one-tier dividend of 2 Singapore cents per ordinary share for the financial year ended 31 December 2024. **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulations 89 and 90 of the Constitution of the Company:

Mr. Soh Siak Poh Benedict	<i>[See Explanatory Note (i)]</i>	<b>(Resolution 3)</b>
Mr. Alex Wee Huat Seng	<i>[See Explanatory Note (ii)]</i>	<b>(Resolution 4)</b>
Mr. Loh Eu Tse Derek	<i>[See Explanatory Note (iii)]</i>	<b>(Resolution 5)</b>
4. To re-elect the following Director of the Company retiring pursuant to Regulation 88 of the Constitution of the Company:

Mr. Tan Chuan Lye	<i>[See Explanatory Note (iv)]</i>	<b>(Resolution 6)</b>
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5. To approve the payment of Directors' fees of S\$286,790 for the financial year ended 31 December 2024 (2023: S\$265,000). **(Resolution 7)**
6. To re-appoint RSM SG Assurance LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
7. 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:

### 8. **Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**

"That, pursuant to Section 161 of the Companies Act 1967 (Singapore) (the "**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company shall in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities 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 total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (b) new Shares arising from exercising share options or vesting of share awards which were issued and 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 of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of 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 the earlier."

*[See Explanatory Note (v)]*

**(Resolution 9)**

## 9. Proposed adoption of the Share Purchase Mandate

"That:

- (a) for the purposes of Sections 76C and 76E of 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 in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter 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 hereinafter defined), whether by way of:
- (i) market purchases (each a "**Market Purchase**") on the SGX-ST transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

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- (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, which 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 is required by law to be held;
- (ii) the date on which Share purchases or acquisitions have been carried out to the full extent permitted under 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 ten per cent. (10%) of the issued ordinary Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution; and

**"Maximum Price"** in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, trading fee, clearing fee, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105 per cent. (105%) of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase: 120 per cent. (120%) of the Highest Last Dealt Price (as hereinafter defined),

where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day market period and the date of the Market Purchase;

**"Highest Last Dealt Price"** means the highest price transacted for a Share as recorded on the market day on which transactions in the Shares were recorded, immediately preceding the date of the making of the offer (as hereinafter defined) pursuant to the Off-Market Purchase; and

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

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- (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.”

*[See Explanatory Note (vi)]*

**(Resolution 10)**

By Order of the Board of Directors of the Company

Chee Yuen Li, Andrea  
Tan Yong Kwang  
Joint Company Secretaries

Singapore  
14 April 2025

## **Explanatory Notes:**

- (i) Detailed information on Mr. Soh Siak Poh Benedict can be found in the Company's Annual Report. Mr. Soh Siak Poh Benedict, if re-elected as a Director of the Company, will remain as Executive Chairman of the Company.
- (ii) Detailed information on Mr. Alex Wee Huat Seng can be found in the Company's Annual Report. Mr. Alex Wee Huat Seng, if re-elected as a Director of the Company, will remain as Group Managing Director, Retail & Corporate Interiors and Executive Director of the Company.
- (iii) Detailed information on Mr. Loh Eu Tse Derek can be found in the Company's Annual Report. Mr. Loh Eu Tse Derek, if re-elected as a Director of the Company, will remain as an Independent Director of the Company and continue to serve as the Chairman of the Nominating Committee and as a Member of the Audit Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) Detailed information on Mr. Tan Chuan Lye can be found in the Company's Annual Report. Mr. Tan Chuan Lye, if re-elected as a Director of the Company, will remain as an Independent Director of the Company and continue to serve as the Chairman of the Audit Committee and as a Member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (v) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to the shareholders of the Company.

For determining the aggregate number of Shares and convertible securities that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

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- (vi) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company to purchase or otherwise acquire Shares by way of Market Purchases and/or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired under the Share Purchase Mandate does not exceed the Prescribed Limit, and at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price. Further information relating to this proposed Ordinary Resolution is set out in the Circular to Shareholders in relation to the Proposed Adoption of the Share Purchase Mandate enclosed together with the Company's Annual Report.

## Notes:

1. Shareholders of the Company ("**Shareholders**") are invited to attend the AGM in person. There will be **NO** option for Shareholders to participate virtually.
2. Documents relating to the business of the AGM, which comprise the Annual Report of the Company for the financial year ended 31 December 2024 (the "**Annual Report**"), the Circular to Shareholders in relation to the Proposed Adoption of the Share Purchase Mandate (the "**Circular**"), this Notice of AGM and the accompanying Proxy Form for the AGM (the "**Proxy Form**"), will be published on SGXNET and the Company's website at the following link: <http://kingsmen.listedcompany.com/#agm> on 14 April 2025. Printed copies of the Notice of AGM and Proxy Form will be mailed to Shareholders. A Shareholder may request a printed copy of the Annual Report and the Circular by submitting the request to the Company via email at [agm@kingsmen-int.com](mailto:agm@kingsmen-int.com). For the request to be valid for processing, the Shareholder must specify "Request for Printed Copy of Annual Report 2024 and Circular" as the subject of the email, and for verification and mailing purposes, state his/her/its full name (as per CDP records), identification number, contact number and mailing address.
3. A Shareholder who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act) and is entitled to attend, speak and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her/its stead. A proxy need not be a Shareholder.
4. Where a Shareholder appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholdings to be represented by each proxy in the instrument appointing the proxies.
5. A Shareholder who is a Relevant Intermediary entitled to attend, speak and vote at the AGM is entitled to appoint more than two proxies to attend, speak and vote at the AGM instead of such Shareholder, but each such proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints more than two proxies, the appointments shall be invalid unless the Shareholder specifies the proportion of shareholdings in relation to which each proxy has been appointed.
6. If the Shareholder is a corporation, the instrument appointing the proxy or proxies must be executed under its common seal or the hand of its attorney or a duly authorised officer.
7. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person(s) as it thinks fit to act as its representative(s) at the AGM, in accordance with Section 179 of the Companies Act.
8. The instrument appointing a proxy or proxies must be submitted in the following manner:
  - (i) if submitted by post, be deposited at the registered office of the Company at 22 Changi Business Park Central 2, The Kingsmen Experience, Singapore 486032; or
  - (ii) if submitted electronically, be submitted via email to [proxyform@kingsmen-int.com](mailto:proxyform@kingsmen-int.com),

in either case, not less than **72 hours** before the time appointed for the holding of the AGM.

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9. Shareholders who hold their Shares through a Relevant Intermediary (including Supplementary Retirement Scheme ("SRS") investors, Central Provident Fund Investment Scheme ("CPFIS") investors and holders under depository agents) and who wish to exercise their votes should approach their respective Relevant Intermediaries (including their respective SRS approved banks, CPFIS agent banks or depository agents) to submit their voting instructions by **5.00 p.m. on 21 April 2025**, being seven (7) working days before the date of the AGM.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, 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 Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for the holding of the AGM, as certified by The Central Depository (Pte) Limited to the Company.
11. Shareholders may submit questions relating to the resolutions to be tabled for approval at the AGM in advance to the Company:
  - (i) by post to the registered office of the Company at 22 Changi Business Park Central 2, The Kingsmen Experience, Singapore 486032; or
  - (ii) by email via [agm@kingsmen-int.com](mailto:agm@kingsmen-int.com),together with their full name (as per CDP records), identification number and contact number (to enable the Company and/or its agents and service providers to authenticate their status as Shareholders), by **10.00 a.m. on 22 April 2025**. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. Shareholders or their appointed proxy or proxies may also ask questions relating to the resolutions to be tabled for approval at the AGM, in person during the AGM. The Company shall address relevant and substantial questions relating to the resolutions to be tabled for approval at the AGM received before and during the AGM, at the AGM.
12. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of the AGM. The minutes of the AGM will include the Company's responses to relevant and substantial questions relating to the resolutions to be tabled for approval at the AGM that were addressed at the AGM.

## Personal Data Privacy:

By attending the AGM and/or any adjournment thereof, or submitting an instrument appointing a proxy or proxies and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or submitting any question prior to or during the AGM, or submitting a request for a printed copy of the Annual Report and the Circular, in accordance with this Notice of AGM, a Shareholder:

- (a) consents to the collection, use and disclosure of his/her/its personal data by the Company (or its agents or service providers) for the following purposes:
  - (i) the processing and administration by the Company (or its agents or service providers) of proxy or proxies and/or representative(s) appointed for the AGM and/or any adjournment thereof;
  - (ii) addressing relevant and substantial question(s) from him/her/it received prior to or during the AGM and if necessary, following up with him/her/it in relation to such question(s);
  - (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM and/or any adjournment thereof;

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- (iv) processing and effecting any request for a printed copy of the Annual Report and the Circular from him/her/it; and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines,

(collectively, the **"Purposes"**),

- (b) warrants that where he/she/it discloses the personal data of his/her/its proxy or proxies and/or representative(s) to the Company (or its agents or service providers), he/she/it has obtained the prior consent of such proxy or proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy or proxies and/or representative(s) for the Purposes, and
- (c) agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its breach of warranty.