

KINGSMEN CREATIVES LTD.

(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Kingsmen Creatives Ltd. ("the Company") will be held at 3 Changi South Lane Singapore 486118 on 26 August 2004 at 4.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1:

The Proposed Acquisition of the Kingsmen Affiliates as an Interested Person Transaction

That approval be and is hereby given for the acquisition of an aggregate of 80,000 ordinary shares of S\$1.00 in the share capital of Kingsmen Indochina Pte Ltd (constituting 80% of the total existing shares), 25,000 ordinary shares of 5,000 won in the share capital of Kingsmen (Korea) Limited (constituting 25% of the total existing shares), 120 shares in the share capital of Kingsmen Nikko Ltd (constituting 30% of the total existing shares), from Kingsmen International Pte. Ltd. for an aggregate purchase consideration of S\$2,942,000, pursuant to the Call Option Agreements dated 1 August 2003 and the First Share Acquisition Agreement dated 29 June 2004 entered into between the Company and Kingsmen International Pte. Ltd. and the Directors of the Company be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the above acquisition.

ORDINARY RESOLUTION 2:

The Proposed Acquisition of the Kingsmen Affiliates as a Major Transaction

- (a) That approval be and is hereby given for the acquisition of the Kingsmen Affiliates in the manner described in Ordinary Resolution 1 together with an aggregate of 10,000 ordinary shares of S\$1.00 in the share capital of Kingsmen Indochina Pte. Ltd. (constituting 10% of the total existing shares), from Stephen Lim for an aggregate purchase consideration of S\$229,675, to be satisfied in full by the allotment and issue of 1,093,690 new ordinary shares of S\$0.075 in the capital of the Company (the "Consideration Shares") and the Directors of the Company be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the above.
- (b) That the Directors of the Company be and are hereby authorised to allot and issue the Consideration Shares, such Consideration Shares to rank pari passu in all respects with all existing shares of S\$0.075 each in the capital of the Company in issue as at the date of allotment and issuance of the Consideration Shares.

ORDINARY RESOLUTION 3:

The Approval of the Application of the Initial Public Offering Proceeds of Kingsmen Creatives Ltd. towards the Proposed Acquisition of the Kingsmen Affiliates.

That approval be and is hereby given for the application of S\$2,942,000 of the Initial Public Offering Proceeds of Kingsmen Creatives Ltd. towards the acquisition described in Ordinary Resolution 2 above.

By Order of the Board
Kingsmen Creatives Ltd.

Judith Low Chu Li/Wee Woon Hong
Company Secretaries
11 August 2004

Note:

A member entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 3 Changi South Lane, Singapore 486118 not less than 48 hours before the time appointed for the Extraordinary General Meeting.