

kingsmen

KINGSMEN CREATIVES LTD.

(Company Registration No. 200210790Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Kingsmen Creatives Ltd. will be held at 3 Changi South Lane Singapore 486118 on Monday, 24 April 2006 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS:-

- To receive and adopt the Directors' Report and the Audited Accounts for the year ended 31 December 2005 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 1 cent per ordinary share for the year ended 31 December 2005. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 107 of the Company's Articles of Association:-
Mr Benedict Soh Siak Poh **(Resolution 3)**
Mr Khoo Ho Tong **(Resolution 4)**
Mr Khoo Ho Tong will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$165,000.00 for the year ended 31 December 2005. **(Resolution 5)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:-

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

7. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital

That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue Shares or convertible securities from time to time (whether by way of rights, bonus or otherwise) and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Shares and convertible securities issued pursuant to such authority shall not exceed 50% of the issued share capital of the Company, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to the existing Shareholders of the Company shall not exceed 20% of the issued share capital of the Company (the percentage of issued share capital being based on the issued share capital at the time such authority is given after adjusting for new shares arising from the conversion of convertible securities or employee share options on issue at the time such authority is given and any subsequent consolidation or subdivision of shares) and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or on the date by which the next AGM is required by law to be held, whichever is earlier. [see Explanatory Note (i)] **(Resolution 7)**

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

That the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the 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 (ii)] **(Resolution 8)**

9. Renewal of Shareholders' Mandate for Interested Person Transactions

That :-

- approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST ("Chapter 9"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the letter to shareholders dated 4 April 2006 as annexed to this Annual Report of the Company (the "Letter") with any party who is of the class of interested persons described in the Letter, provided that such transactions are made on normal commercial terms and in accordance with the guidelines and review procedures for such interested person transactions;
- the approval given in paragraph (a) above ("the Shareholders' Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- the Directors of the Company 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 may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution." [see Explanatory Note (iii)] **(Resolution 9)**

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
LEONG KIM YAN DAPHNE
Company Secretaries
Singapore
4 April 2006

EXPLANATORY NOTES:

- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the issued share capital of the Company for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed twenty per cent (20%) of the issued capital of the Company. The percentage of issued capital is based on the Company's issued capital at the time the proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion of convertible securities or employee share options on issue at the time the proposed Ordinary Resolution is passed and (b) any subsequent consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a General Meeting, expire at the next Annual General Meeting of the Company.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company subject to the maximum number of shares prescribed under the terms and conditions of the Scheme.
- The Ordinary Resolution 9 proposed in item 9 above relates to the renewal of a mandate given by shareholders to the Company on 11 August 2003, and modified and renewed by the Company on 26 April 2004, allowing the Company, its subsidiaries and associated companies that are entities at risk (as the term is used in Chapter 9), or any of them, to enter into transactions with interested persons as defined in Chapter 9. Please refer to the letter to shareholders dated 4 April 2006 as annexed to this Annual Report of the Company for details.

NOTES:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- 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.
- 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.
- 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 48 hours before the time appointed for holding the above Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Kingsmen Creatives Ltd. (the "Company") will be closed on 3 May 2006 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315 up to 5.00 p.m. on 2 May 2006 will be registered to determine shareholders' entitlements to such dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 2 May 2006 will be entitled to the proposed dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting to be held on 24 April 2006, will be made on 15 May 2006.

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
LEONG KIM YAN DAPHNE
Company Secretaries
Singapore
4 April 2006