

# kingsmen

## KINGSMEN CREATIVES LTD.

(Company Registration No. 200210790Z)

(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 22 August 2007 at 10.30 a.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 Kingsmen Fairtech International Pvt. Ltd. as an Interested Person Transaction

That approval be and is hereby given for the acquisition of an aggregate of 97,500 shares in the share capital of Kingsmen Fairtech International Pvt. Ltd. (constituting 19.5% of the total existing shares) from Kingsmen International Pte. Ltd., for a purchase consideration of S\$0.262 million, pursuant to the Call Option Agreements dated 1 August 2003 and the Share Acquisition Agreement dated 9 July 2007 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 Kingsmen Middle East (LLC) as an Interested Person Transaction

That approval be and is hereby given for the acquisition of an aggregate of 75 shares in the share capital of Kingsmen Middle East (LLC) (constituting 25.0% of the total existing shares) from Kingsmen International Pte. Ltd., for a purchase consideration of S\$2.637 million, pursuant to the Call Option Agreements dated 1 August 2003 and the Share Acquisition Agreement dated 9 July 2007 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 3:**

##### The Proposed Acquisition of Kingsmen (North Asia) Limited as an Interested Person Transaction

That approval be and is hereby given for the acquisition of an aggregate of 757,500 shares in the share capital of Kingsmen (North Asia) Limited (constituting 50.5% of the total existing shares), from Kingsmen International Pte. Ltd., for a purchase consideration of S\$5.124 million, pursuant to the Call Option Agreements dated 1 August 2003 and the Share Acquisition Agreement dated 9 July 2007 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 4:**

##### The Proposed Acquisition of Kingsmen Fairtech International Pvt. Ltd., Kingsmen Middle East (LLC) and/or Kingsmen (North Asia) Limited as a Major Transaction

That approval be and is hereby given for the acquisition of Kingsmen Fairtech International Pvt. Ltd., Kingsmen Middle East (LLC) and/or Kingsmen (North Asia) Limited in the manner described in the foregoing Ordinary Resolutions 1 to 3, 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.

By Order of the Board  
Kingsmen Creatives Ltd.

Judith Low Chu Li and Wee Mae Ann  
Company Secretaries  
Singapore  
6 August 2007

#### **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.