

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 Fifth Annual General Meeting of KINGSMEN CREATIVES LTD. will be held at 3 Changi South Lane Singapore 486118 on Monday, 28 April 2008 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 financial year ended 31 December 2007 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 2 cents per ordinary share and a special one-tier tax exempt dividend of 1 cent per ordinary share for the financial year ended 31 December 2007. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 107 of the Company's Articles of Association:-
Mr Simon Ong Chin Sim **(Resolution 3)**
Mr Prabhakaran Narayanan Nair **(Resolution 4)**
Mr Prabhakaran Narayanan Nair will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered 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\$225,000 for the financial year ended 31 December 2007. **(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 new shares

That pursuant to Section 161 of the Companies Act, Cap. 50, and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- (A) (i) allot and issue shares in the capital of the Company 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) 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 may in their absolute discretion deem fit; and

- (B) (notwithstanding that this authority may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:-

- the aggregate number of shares to be issued pursuant to this authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% of the issued share capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the issued share capital of the Company (as calculated in accordance with subparagraph (2) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this authority is given, after adjusting for:-
 - new shares arising from the conversion or exercise of any convertible securities or employee share options on issue at the time this authority is given; and
 - any subsequent consolidation or sub-division of shares;
- in exercising the authority conferred by this authority, the Directors shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) this 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 (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)**

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
WEE MAE ANN
Company Secretaries
Singapore
11 April 2008

EXPLANATORY NOTES:

- Ordinary Resolution 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to issue shares and convertible securities in the Company up to the amount not exceeding 50% of the issued shares in the capital of the Company (excluding treasury shares), of which up to 20% (excluding treasury shares) may be issued other than on a pro-rata basis.
- The Ordinary Resolution 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.

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 8 May 2008 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate Advisory Services Pte. Ltd. at 3 Church Street, #08-01 Samsung Hub, Singapore 049483 up to 5.00 p.m. on 7 May 2008 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 7 May 2008 will be entitled to the proposed dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting to be held on 28 April 2008, will be made on 16 May 2008. For the avoidance of doubt, the dividend, if approved, will be paid in respect of shares before the proposed share split of every two ordinary shares in the capital of the Company into three ordinary shares.

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
WEE MAE ANN
Company Secretaries
Singapore
11 April 2008