

# 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 28 April 2008 at 12.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution and ordinary resolutions:

#### **"RESOLUTION 1: SPECIAL RESOLUTION**

##### **THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

THAT approval be and is hereby given for the alteration of the Articles of Association as set out in the Appendix to the circular dated 4 April 2008 to shareholders of the Company.

#### **RESOLUTION 2: ORDINARY RESOLUTION**

##### **PROPOSED SHARE PURCHASE MANDATE**

THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (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 ("**Shares**") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter 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 hereafter defined), whether by way of:

(i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") transacted through the Central Limit Order Book (CLOB) trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(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, such 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 required by law to be held;

(ii) the date on which Share purchases have been carried out to the full extent of 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 10 percent of the issued ordinary Shares of the Company as at the date of the passing of this Resolution; and "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase : 105 percent of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase : 120 percent of the Highest Last Dealt Price,

where:

"**Average Closing Price**" is 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, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

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

(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.

#### **RESOLUTION 3: ORDINARY RESOLUTION**

##### **THE PROPOSED SHARE SPLIT OF EVERY TWO ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO THREE ORDINARY SHARES**

THAT:

(a) on and with effect from the Books Closure Date, every two ordinary shares in the capital of the Company (both issued and unissued) be sub-divided into three ordinary shares;

(b) any fraction of a new ordinary share which may arise from the sub-division pursuant to paragraph (a) above shall be disregarded; and

(c) the directors of the Company and each of them, be and are hereby authorised to sign, execute and do all documents, notices, returns, acts, deeds and things as they may consider necessary or expedient to give effect to this Resolution."

By Order of the Board  
Kingsmen Creatives Ltd.

Judith Low Chu Li/Wee Mae Ann  
Company Secretaries  
4 April 2008

#### **IMPORTANT : Please read notes below.**

##### **NOTES:**

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
4. An instrument of proxy must be deposited at the registered office of the Company at 3 Changi South Lane, Singapore 486118, not later than 48 hours before the time appointed for the Extraordinary General Meeting.