

KINGSMEN CREATIVES LTD.

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of KINGSMEN CREATIVES LTD. will be held at 3 Changi South Lane Singapore 486118 on Monday, 26 April 2004 at 10.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS:-

1. To receive and adopt the Directors' Report and the Audited Accounts for the period from 16 December 2002 (date of incorporation) to 31 December 2003 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt dividend of 0.75 cent per ordinary share for the year ended 31 December 2003. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Articles 107 and 117 of the Company's Articles of Association:-

Mr Simon Ong Chin Sim	(Retiring under Article 107)	(Resolution 3)
Mr Chong Siew Ling	(Retiring under Article 117)	(Resolution 4)
Mr Khoo Ho Tong	(Retiring under Article 117)	(Resolution 5)
Mr Prabhakaran Narayanan Nair	(Retiring under Article 117)	(Resolution 6)
Mr Lee Hock Lye	(Retiring under Article 117)	(Resolution 7)

Mr Khoo Ho Tong, Mr Prabhakaran Narayanan Nair and Mr Lee Hock Lye will, upon re-election as Directors of the Company, remain as members of the Audit Committee. The Board considers Mr Prabhakaran Narayanan Nair and Mr Lee Hock Lye to be independent, and Mr Khoo Ho Tong to be non-independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To approve the payment of Directors' fees of S\$120,000.00 for the period from 16 December 2002 (date of incorporation) to 31 December 2003. **(Resolution 8)**
5. To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**
6. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:-

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

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. [see Explanatory Note (i)] **(Resolution 10)**

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
WEE WOON HONG
Company Secretaries
Singapore
7 April 2004

NOTE:

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.

EXPLANATORY NOTES:

- (i) The Ordinary Resolution 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.