

KINGSMEN CREATIVES LTD.

(Incorporated in the Republic of Singapore)

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 26 April 2004 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.30 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 resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

Grant of Options at a Discount to the Market Price under the Kingsmen Share Option Scheme

That approval be and is hereby given for Incentive Options to be granted pursuant to the Kingsmen Share Option Scheme ("Scheme") with subscription prices which, at the discretion of the Committee (as defined in the Scheme) responsible for administering the Scheme, may be subject to discount to the relevant Market Price (as determined in accordance with the rules of the Scheme) in respect of Incentive Options, provided that the maximum discount which may be given in respect of any Incentive Option shall not exceed twenty (20) per cent. of the relevant Market Price in respect of that Incentive Option.

ORDINARY RESOLUTION 2

Participation of Scheme by Mr Ong Chin Kwan

The participation of Mr Ong Chin Kwan, in the Scheme be and is hereby approved.

ORDINARY RESOLUTION 3

Grant of Option to Mr Ong Chin Kwan

That subject to and contingent upon the passing of Ordinary Resolution (2) above, the offer and grant to Mr Ong Chin Kwan, an Associate of a Controlling Shareholder, of an option in accordance with the provisions of the Kingsmen Share Option Scheme, on the following terms be and is hereby approved and adopted:

- (a) Number of Shares : 200,000 Shares;
- (b) Subscription Price : The Shares shall be offered, subject to the discretion of the Committee, at the Market Price (i.e. \$0.25);
- (c) Option Period : The Option to subscribe for 200,000 Shares is exercisable at any time after the first anniversary of the Offering Date and expiring on the fifth anniversary of such Offering Date; and
- (d) Offering Date : Any time within 1 month from the date of the EGM.

ORDINARY RESOLUTION 4

Proposed Modifications to, and Renewal of, the Shareholders' Mandate for Interested Person Transactions

That:-

- (1) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("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 Circular with any party who is of the class of interested persons described in the Circular, provided that such

transactions are made on normal commercial terms and in accordance with the guidelines and review procedures for such interested person transactions;

- (2) the approval given in paragraph (1) 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
- (3) 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.

BY ORDER OF THE BOARD

JUDITH LOW CHU LI
WEE WOON HONG
Company Secretaries
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.