

kingsmen

Kingsmen Creatives Ltd.

(Company Registration Number: 200210790Z)
(Incorporated in Singapore)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Kingsmen Creatives Ltd. (the "**Company**") will be held at 3 Changi South Lane, Kingsmen Creative Centre, Singapore 486118 on Thursday, 30 April 2015 at 11.00 a.m. (the "**Annual General Meeting**") for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2014 together with the Auditors' Report thereon. (Resolution 1)
- To declare a final tax exempt one-tier dividend of 2.5 Singapore cents per ordinary share for the financial year ended 31 December 2014. (Resolution 2)
- To re-elect Mr. Chong Siew Ling, a Director who is retiring pursuant to Article 107 of the Articles of Association of the Company. (Resolution 3)
- To re-appoint Mr. Wong Ah Long as a Director of the Company pursuant to Section 153(6) of the Companies Act (Cap. 50) of Singapore (the "**Companies Act**"), to hold such office from the date of this Annual General Meeting until the next annual general meeting. [See Explanatory Note (i)] (Resolution 4)
- To approve the payment of Directors' fees of S\$260,000 for the financial year ended 31 December 2014 (2013: S\$260,000). (Resolution 5)
- To re-appoint RSM Chio Lim LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)
- To transact any other ordinary business which may properly be transacted at an annual general meeting. (Resolution 6)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**

"That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

 - issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 - 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) options, 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 of the Company shall in their absolute discretion deem fit; and
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,provided that:
 - the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of Shares.
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
 - unless revoked or varied by the Company in a general meeting, such 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 (ii)] (Resolution 7)
- Authority to allot and issue Shares under the Kingsmen Performance Share Scheme**

"That pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised and empowered to grant awards in accordance with the Kingsmen Performance Share Scheme and allot and issue from time to time such number of Shares in the capital of the Company to the holders of awards granted by the Company under the Kingsmen Performance Share Scheme upon the vesting of such share awards in accordance with the terms and conditions of the Kingsmen Performance Share Scheme, provided always that the aggregate number of Shares issued and issuable pursuant to the Kingsmen Performance Share Scheme and any other share based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time."

[See Explanatory Note (iii)] (Resolution 8)
- Grant of share award under the Kingsmen Performance Share Scheme to Mr. Soh Siak Poh Benedict, a controlling shareholder of the Company**

"That the Directors of the Company be and are hereby authorised to offer and grant an award to Mr. Soh Siak Poh Benedict in accordance with the rules of the Kingsmen Performance Share Scheme and on the following terms:

Proposed date of grant of award : within four (4) weeks from the date of the Annual General Meeting

Number of Shares : up to 140,000 Shares

Moratorium period : 12 months from the date of issue and allotment

Date of vesting of award : the date of grant of the award."

[See Explanatory Note (iv)] (Resolution 9)

- Grant of share award under the Kingsmen Performance Share Scheme to Mr. Simon Ong Chin Sim, a controlling shareholder of the Company**

"That the Directors of the Company be and are hereby authorised to offer and grant an award to Mr. Simon Ong Chin Sim in accordance with the rules of the Kingsmen Performance Share Scheme and on the following terms:

Proposed date of grant of award : within four (4) weeks from the date of the Annual General Meeting

Number of Shares : up to 140,000 Shares

Moratorium period : 12 months from the date of issue and allotment

Date of vesting of award : the date of grant of the award."

[See Explanatory Note (iv)] (Resolution 10)

- Grant of share award under the Kingsmen Performance Share Scheme to Mr. Roy Ong Chin Kwan, an associate of a controlling shareholder of the Company**

"That the Directors of the Company be and are hereby authorised to offer and grant an award to Mr. Roy Ong Chin Kwan in accordance with the rules of the Kingsmen Performance Share Scheme and on the following terms:

Proposed date of grant of award : within four (4) weeks from the date of the Annual General Meeting

Number of Shares : up to 30,000 Shares

Moratorium period : 12 months from the date of issue and allotment

Date of vesting of award : the date of grant of the award."

[See Explanatory Note (iv)] (Resolution 11)

- Proposed renewal of the Share Purchase Mandate**

"That:

 - for the purposes of Sections 76C and 76E of 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 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:
 - market purchases (each a "**Market Purchase**") on the 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
 - 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**");
 - 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:
 - the date on which the next annual general meeting of the Company is held or required by law to be held;
 - the date on which Share purchases or acquisitions have been carried out to the full extent of the Share Purchase Mandate; or
 - 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;
 - in this Resolution:

"**Prescribed Limit**" means ten per cent. (10%) of the issued ordinary Shares (excluding treasury 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 or acquired, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - in the case of a Market Purchase: 105 per cent. (105%) of the Average Closing Price (as hereafter defined); and
 - in the case of an Off-Market Purchase: 120 per cent. (120%) of the Highest Last Dealt Price (as hereafter defined),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 (as hereafter defined) 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 or acquisition 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
 - 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."

[See Explanatory Note (v)] (Resolution 12)

By Order of the Board of Directors of the Company
Yang Yanru, Cheryl
Tan Yong Kwang
Joint Company Secretaries
Singapore
15 April 2015

Explanatory Notes:

- The effect of the Ordinary Resolution 4 proposed in item 4 above is to re-appoint a director who is over 70 years of age. Mr. Wong Ah Long is an Independent Director of the Company. He also serves as the Chairman of the Nominating Committee and as a Member of the Audit Committee and Remuneration Committee. Upon his re-appointment, Mr. Wong Ah Long will continue to serve as the Chairman of the Nominating Committee and as a Member of the Audit Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares and convertible securities that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company to allot and issue such number of fully paid Shares from time to time as may be required to be issued to the holders of awards granted by the Company pursuant to the provisions of the Kingsmen Performance Share Scheme.
- The grant of awards to the controlling shareholders of the Company and/or their associates under the Kingsmen Performance Share Scheme must be approved by the shareholders of the Company. Mr. Soh Siak Poh Benedict and Mr. Simon Ong Chin Sim are controlling shareholders of the Company. Mr. Roy Ong Chin Kwan is an immediate family member and thus an associate of Mr. Simon Ong Chin Sim.

Further details are set out in the Circular to Shareholders in relation to the Proposed Grant of Awards to Mr. Soh Siak Poh Benedict, Mr. Simon Ong Chin Sim and Mr. Roy Ong Chin Kwan under the Kingsmen Performance Share Scheme enclosed together with the Annual Report.
- The Ordinary Resolution 12 in item 13 above, if passed, will empower the Directors of the Company to purchase or otherwise acquire Shares by way of Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired under the Share Purchase Mandate does not exceed the Prescribed Limit, and at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price. The information relating to this proposed Ordinary Resolution is set out in the Circular to Shareholders in relation to the Proposed Renewal of the Share Purchase Mandate enclosed together with the Annual Report.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing the proxy must be executed 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, Kingsmen Creative Centre, Singapore 486118 not less than 48 hours before the time appointed for holding the Annual General Meeting.