

KINGSMEN CREATIVES LTD.

Company Registration Number: 200210790Z
(Incorporated in Singapore)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

This Notice of Seventeenth Annual General Meeting (the “**Notice**”) of Kingsmen Creatives Ltd. (the “**Company**”) has been made available on SGXNET and the Company’s website and may be accessed at this link: <http://kingsmen.listedcompany.com/misc/agm-notice.pdf>. A printed copy of this Notice will **NOT** be despatched to shareholders.

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held by way of electronic means on Thursday, 14 May 2020 at 10.00 a.m. (the “**AGM**”) to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon.

(Resolution 1)
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 89 of the Constitution of the Company:

Mr. Cheng Oon Teck	<i>[See Explanatory Note (i)]</i>	(Resolution 2)
Mr. Wee Huat Seng	<i>[See Explanatory Note (ii)]</i>	(Resolution 3)
Ms. Tan Guan Hiang	<i>[See Explanatory Note (iii)]</i>	(Resolution 4)
3. To approve the payment of Directors’ fees of S\$265,000 for the financial year ended 31 December 2019 (2018: S\$265,000).

(Resolution 5)
4. To re-appoint RSM Chio Lim LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration.

(Resolution 6)
5. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

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

“That, pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (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:

 - (a) (i) issue shares in the capital of the Company (“**Shares**”) 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) 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

- (b) (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 of the Company while this Resolution was in force,

provided that:

- (1) 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 and subsidiary holdings) 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new Shares arising from exercising share options or vesting of share awards which were issued and 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
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) 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 Constitution of the Company; and
- (4) 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 (iv)]

(Resolution 7)

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 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 and subsidiary holdings) in the capital of the Company from time to time.”

[See Explanatory Note (v)]

(Resolution 8)

By Order of the Board of Directors of the Company

Yang Yanru, Cheryl
Tan Yong Kwang
Joint Company Secretaries

Singapore
22 April 2020

Explanatory notes:

- (i) Detailed information on Mr. Cheng Oon Teck can be found in the section “Additional Information on Directors Seeking Re-election” appended to this Notice. Mr. Cheng Oon Teck, if re-elected as a Director of the Company, will remain as Group Chief Executive Officer and Executive Director of the Company.
- (ii) Detailed information on Mr. Wee Huat Seng can be found in the section “Additional Information on Directors Seeking Re-election” appended to this Notice. Mr. Wee Huat Seng, if re-elected as a Director of the Company, will remain as Group Managing Director, Retail & Corporate Interiors and Executive Director of the Company.
- (iii) Detailed information on Ms. Tan Guan Hiang can be found in the section “Additional Information on Directors Seeking Re-election” appended to this Notice. Ms. Tan Guan Hiang, if re-elected as a Director of the Company, will remain as an Independent Director of the Company and continue to serve as the Chairwoman of the Remuneration Committee and as a Member of the Audit Committee and Nominating Committee. She will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) The Ordinary Resolution 7 proposed in item 6 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 and subsidiary holdings) 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 the shareholders of the Company.

For determining the aggregate number of Shares and convertible securities that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) The Ordinary Resolution 8 proposed in item 7 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.

Participation in the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, shareholders will **NOT** be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM ("**Pre-registration**") at this link: <https://kingsmenagm.listedcompany.com/kingsmen-creatives-ltd-agm-2020/registration> ("**AGM Registration and Q&A Link**") by **10.00 a.m. on 11 May 2020** ("**Registration Deadline**") for verification of their status as shareholders (or the corporate representatives of such shareholders).
2. Upon successful verification, each such shareholder or its corporate representative will receive an email by **3.00 p.m. on 13 May 2020**. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **3.00 p.m. on 13 May 2020** may contact the Company for assistance at (65) 6880 4305.

Voting by proxy

3. Shareholders may only exercise their voting rights at the AGM via proxy voting (see paragraphs 4 and 5 below).
4. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf.
5. The duly executed proxy form must be deposited at the office of the **Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623** or sent by email to **proxyform@kingsmen-int.com** not less than 72 hours before the time appointed for the holding of the AGM.

Submission of questions prior to the AGM

6. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link so that they may be addressed during the AGM proceedings.
7. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM.

Important reminder

8. **Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, in light of the current COVID-19 measures, which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

Notes:

1. A member (including shareholders which are legal entities) of the Company who is entitled to attend and vote at the AGM is entitled to appoint the Chairman of the Meeting as a proxy to vote in his/her/its stead.
2. The instrument appointing the Chairman of the Meeting as a proxy must be duly deposited at the office of the **Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623** or sent by email to **proxyform@kingsmen-int.com** not less than 72 hours before the time appointed for the holding of the AGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Additional Information on Directors Seeking Re-election

Mr Cheng Oon Teck, Mr Wee Huat Seng and Ms Tan Guan Hiang are Directors seeking re-election at the forthcoming Seventeenth Annual General Meeting of Kingsmen Creatives Ltd. to be held on 14 May 2020 as set out under Resolutions 2, 3 and 4 respectively in the Notice of Annual General Meeting dated 22 April 2020 (collectively, the “**Retiring Directors**”).

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), the information relating to the Retiring Directors required under Appendix 7.4.1 of the Listing Manual is set out below:

	Mr Cheng Oon Teck	Mr Wee Huat Seng	Ms Tan Guan Hiang
Date of appointment	1 July 2016	1 July 2016	15 November 2016
Date of last re-election	28 April 2017	27 April 2018	28 April 2017
Age	57	53	69
Country of principal residence	Singapore	Singapore	Singapore
The board of directors’ comments on this re-election (including the rationale, selection criteria, and search and nomination process)	The re-election of Mr Cheng as Group Chief Executive Officer and Executive Director was recommended by the Nominating Committee (the “ NC ”) and approved by the Board of Directors (the “ Board ”), after taking into consideration Mr Cheng’s qualifications, expertise, past experiences and overall contribution since he was appointed as a Director.	The re-election of Mr Wee as Group Managing Director, Retail & Corporate Interiors and Executive Director was recommended by the NC and approved by the Board, after taking into consideration Mr Wee’s qualifications, expertise, past experiences and overall contribution since he was appointed as a Director.	The re-election of Ms Tan as Independent Director was recommended by the NC and approved by the Board, after taking into consideration Ms Tan’s qualifications, expertise, past experiences and overall contribution since she was appointed as a Director.
Whether appointment is executive, and if so, the area of responsibility	Executive Mr Cheng is appointed as Group Chief Executive Officer and Executive Director and oversees the Group’s day-to-day management, as well as its corporate affairs, business development and strategic planning functions.	Executive Mr Wee is appointed as Group Managing Director, Retail & Corporate Interiors and Executive Director and is responsible for the strategic management and day-to-day operations of the Group’s Retail & Corporate Interiors business.	Non-Executive

Job title	<ul style="list-style-type: none"> • Group Chief Executive Officer • Executive Director 	<ul style="list-style-type: none"> • Group Managing Director, Retail & Corporate Interiors • Executive Director 	<ul style="list-style-type: none"> • Independent Director • Chairwoman of Remuneration Committee • Member of Audit Committee and Nominating Committee
Professional qualifications	<ul style="list-style-type: none"> • Bachelor of Economics, University of Tasmania, Australia 	<ul style="list-style-type: none"> • Bachelor of Construction Management (Honours), University of Newcastle, Australia • Master of Science in Marketing & Consumer Insight, Nanyang Technological University, Singapore 	<ul style="list-style-type: none"> • Diploma in Personnel Management, University of Cardiff, United Kingdom • Master of Business Administration, University of Hull, United Kingdom • Doctorate in Business Administration, Hong Kong Polytechnic University, Hong Kong Special Administrative Region of the People's Republic of China • Trained Executive Coach, Columbia University, United States • Certified Diversity Practitioner, Cornell University, United States
Working experience and occupation(s) during the past 10 years	2008 – Present: Kingsmen Creatives Ltd., Group Chief Executive Officer and Executive Director (current position)	1990 – Present: Kingsmen Creatives Ltd., Group Managing Director, Retail & Corporate Interiors and Executive Director (current position)	2016 – Present: Kingsmen Creatives Ltd., Independent Director 2000 – 2015: Overseas-Chinese Banking Corporation Limited, Executive Vice President - Group Human Resources (last position)
Shareholding interest in the listed issuer and its subsidiaries	Direct interest – 664,960 ordinary shares in Kingsmen Creatives Ltd.	Direct interest – 2,703,549 ordinary shares in Kingsmen Creatives Ltd.	No

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No
Conflict of interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other principal commitments including directorships* <i>* "Principal commitments" has the same meaning as defined in the Code of Corporate Governance 2018 – "principal commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.</i>	Past (for the last 5 years) Directorship: None Present Directorships: Kingsmen Ventures Pte Ltd NAX Company Pte Ltd NAX Singapore Pte Ltd Kingsmen Xperience, Inc Kingsmen (North Asia) Limited Thinkfarm Pte Ltd Ascend Com Pte Ltd	Past (for the last 5 years) Directorship: None Present Directorships: Kingsmen Projects Pte Ltd K-Fix Holdings Pte Ltd K-Fix Production Sdn Bhd K-Fix (Kunshan) Co., Ltd K-Fix (Nantong) Co., Ltd Kingsmen Projects US	Past (for the last 5 years) Directorship: OCBC Bank (China) Ltd Present Directorships: DAS Academy Ltd DAS International Services Pte Ltd Other Commitments: Member of Executive Committee of Dyslexia Association of Singapore Member of Advisory Board at Singapore Human Resources Institute Board member of YMCA Singapore
Information Required			
Disclose the following matters concerning a re-election of director. If the answer to any question is "yes", full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed	No	No	No

<p>against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?</p>			
<p>(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p>	No	No	No
<p>(c) Whether there is any unsatisfied judgment against him/her?</p>	No	No	No
<p>(d) Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such purpose?</p>	No	No	No

<p>(e) Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such breach?</p>	No	No	No
<p>(f) Whether at any time during the last 10 years, judgment has been entered against him/her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his/her part, or he/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his/her part?</p>	No	No	No
<p>(g) Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	No	No	No
<p>(h) Whether he/she has ever been disqualified from acting as a</p>	No	No	No

director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?			
(i) Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No	No	No
(j) Whether he/she has ever, to his/her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a	No	No	No

<p>breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?</p>	No	No	No
<p>(k) Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	No	No	No