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KINGSMEN CREATIVES LTD.
(Company Registration Number: 200210790Z)
(Incorporated in Singapore)

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Kingsmen Creatives Ltd. (the "**Company**") will be held at 3 Changi South Lane, Kingsmen Creative Centre, Singapore 486118 on Friday, 28 April 2017 at 10.00 a.m. (the "**Annual General Meeting**") for the following purposes:

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 2016 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax exempt one-tier dividend of 1.5 Singapore cents per ordinary share for the financial year ended 31 December 2016. **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 107 of the Constitution of the Company:
   Mr. Soh Siak Poh Benedict **(Resolution 3)**
   Mr. Chong Siew Ling **(Resolution 4)**
   Mr. Prabhakaran S/O Narayanan Nair *[See Explanatory Note (i)]* **(Resolution 5)**
4. To re-elect the following Directors of the Company retiring pursuant to Regulation 117 of the Constitution of the Company:
   Mr. Cheng Oon Teck **(Resolution 6)**
   Mr. Alex Wee Huat Seng **(Resolution 7)**
   Ms. Tan Guan Hiang *[See Explanatory Note (ii)]* **(Resolution 8)**
5. To approve the payment of Directors' fees of S$234,775 for the financial year ended 31 December 2016 (2015: S$260,000). **(Resolution 9)**
6. 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 10)**
7. 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:

8. **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) 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);

   (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) 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:

   (a) new Shares arising from the conversion or exercise of convertible securities;

   (b) 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

   (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 (iii)] **(Resolution 11)**

9. **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) in the capital of the Company from time to time."

   [See Explanatory Note (iv)] **(Resolution 12)**

10. **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 20,000 Shares
    Moratorium period : 12 months from the date of grant of the award
    Date of vesting of award : the date of grant of the award."

    [See Explanatory Note (v)] **(Resolution 13)**

11. **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 20,000 Shares
    Moratorium period : 12 months from the date of grant of the award
    Date of vesting of award : the date of grant of the award."

    [See Explanatory Note (v)] **(Resolution 14)**

12. **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 10,000 Shares
    Moratorium period : 12 months from the date of grant of the award
    Date of vesting of award : the date of grant of the award."

    [See Explanatory Note (v)] **(Resolution 15)**

13. **Proposed renewal of the Share Purchase Mandate**

    "That:

    (a) 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:

    (i) 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

    (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 is required by law to be held;

    (ii) the date on which Share purchases or acquisitions 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 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, trading fee, clearing fee, applicable goods and services tax and other related expenses) not exceeding:

    (i) in the case of a Market Purchase: 105 per cent. (105%) of the Average Closing Price (as hereafter defined); and

    (ii) 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 or acquisition 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."

    [See Explanatory Note (vi)] **(Resolution 16)**

By Order of the Board of Directors of the Company

Yang Yanru, Cheryl
Tan Yong Kwang
Joint Company Secretaries

Singapore
13 April 2017

Explanatory Notes:

(i) Mr. Prabhakaran S/O Narayanan Nair 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-election, Mr. Prabhakaran S/O Narayanan Nair 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.

(ii) Ms. Tan Guan Hiang is an Independent Director of the Company. She also serves as the Chairwoman of the Remuneration Committee and as a Member of the Audit Committee and Nominating Committee. Upon her re-election, Ms. Tan Guan Hiang will 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.

(iii) The Ordinary Resolution 11 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.

(iv) The Ordinary Resolution 12 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.

(v) The grant of awards to the controlling shareholders of the Company and 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.

(vi) The Ordinary Resolution 16 proposed in item 13 above, if passed, will empower the Directors of the Company to purchase or otherwise acquire Shares by way of Market Purchases and/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:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy in the instrument appointing the proxies.
3. A member who is a relevant intermediary entitled to attend and vote at the Annual General Meeting is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting instead of such member, but each such proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the proportion of shareholdings in relation to which each proxy has been appointed.

   "**relevant intermediary**" means:

   (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore, and who holds shares in that capacity; or

   (c) the Central Provident Fund Board (the "**Board**") established by the Central Provident Fund Act, Cap. 36 of Singapore (the "**Act**"), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. 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.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act.
6. The instrument appointing a proxy or proxies 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.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and/or representatives appointed for the Annual General Meeting and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting and/or any adjournment thereof, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.