

kingsmen

Kingsmen Creatives Ltd.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of KINGSMEN CREATIVES LTD. (the "**Company**") will be held at 3 Changi South Lane Singapore 486118 on 29 April 2014 at 12 noon (or immediately after the conclusion of the Company's annual general meeting to be held on the same day at the same venue at 11.00 a.m.) (the "**EGM**") for purposes of considering and if thought fit, passing (with or without modification) the following resolution:

All capitalised terms in this Notice shall have the same meanings as ascribed to them in the Circular dated 14 April 2014 to Shareholders ("**Circular**"), unless otherwise defined herein.

ORDINARY RESOLUTION

THE PROPOSED CHANGE OF AUDITORS

That:

- (a) RSM Chio Lim LLP ("**RSM Chio Lim**") be hereby appointed as the auditors of the Company ("**Auditors**") in place of Ernst & Young LLP ("**EY**") to hold office until the conclusion of the next AGM of the Company at a fee and on such terms to be agreed between the Directors and RSM Chio Lim ("**Proposed Change of Auditors**"); and
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Change of Auditors as they or he may deem fit, with such modifications thereto (if any) as they or he may consider necessary, desirable or expedient, in order to give full effect to this resolution.

[See Explanatory Note]

By Order of the Board

Judith Low
Secretary
Singapore, 14 April 2014

Explanatory Note:

The information relating to the Ordinary Resolution is set out in the Circular. Shareholders should note that:

- (a) EY, the outgoing Auditors, have confirmed that they are not aware of any professional reasons why RSM Chio Lim, the new Auditors, should not accept the appointment as the auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing Auditors, EY, on accounting treatments within the last 12 months;
- (c) the Company confirms that, save as disclosed in the Circular, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (d) the specific reasons for the Proposed Change of Auditors are set out in section 2.1 of the Circular; and
- (e) the Company confirms that it complies with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of RSM Chio Lim.

Notes:

1. A member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote instead of him.
2. 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.
3. 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.
4. 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 EGM.