

NOTICE OF COURT MEETING

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Originating Summons)
No. 2144 of 2005/M)

In the Matter of Mentor Media Ltd (Company Registration Number 199302450H)
And

In the Matter of Section 210 of the Companies Act, Chapter 50

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act, Chapter 50

Between Mentor Media Ltd

And

the Shareholders (as defined herein)

And

MM Holdings Limited

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court dated 17 January 2006 made in the above matter, the Court has directed a Meeting to be convened of the Shareholders (as defined in the Schedule below) of Mentor Media Ltd (the "Company"), and such Meeting shall be held at 1 Bukit Batok Street 22, Singapore 659592 on 10 February 2006 at 10:00 a.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:-

"That the Scheme of Arrangement dated 11 January 2006 proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50, between (1) the Company, (2) the Shareholders and (3) MM Holdings Limited, a copy of which has been circulated with the Notice convening this Meeting, be and is hereby approved."

A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, Chapter 50, are incorporated in the printed document of which this Notice forms part (the "**Scheme Document**").

A Shareholder may vote in person at the said Meeting or may appoint one (and not more than one) person, whether a member of the Company or not, as his proxy to attend and vote in his stead.

A form of proxy applicable for the said Meeting is enclosed with the Scheme Document, which will be sent to the Shareholders.

It is requested that forms appointing proxies be lodged at the registered office of the Company situated at 1 Bukit Batok Street 22, Singapore 659592, not less than 48 hours before the time appointed for the said Meeting, but if the forms are not so lodged, they must be handed to the Chairman at the Court Meeting.

In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote or votes of the other joint holder or holders, and for this purpose seniority will be determined by the order in which the names stand in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50) or the Register of Members of the Company, as the case may be.

By the said Order of Court, the Court has appointed Zulkifli Baharudin, or failing him, Wong Yat Foo, to act as the Chairman of the said Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme of Arrangement will be subject to the subsequent approval of the Court.

THE SCHEDULE

Expression	Meaning
"Shareholders"	Persons who are registered as holders of ordinary shares of S\$0.05 each in the capital of the Company in the Register of Members of the Company or Depositors (as defined in Section 130A of the Companies Act, Chapter 50) who have ordinary shares of S\$0.05 each in the capital of the Company entered against their names in the Depository Register.

Dated this 17th day of January 2006.

WONGPARTNERSHIP

One George Street #20-01 Singapore 049145
Solicitors for **Mentor Media Ltd**