

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of Creative Technology Ltd. (the “**Company**”) will be held at 31 International Business Park, #03-01, Singapore 609921 on Friday, 27 October 2023 at 10.30 a.m. (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 and the Auditors’ Report thereon.

(Resolution 1)
2. To re-elect Mr. Lee Gwong-Yih, who will retire from the board of Directors (“**Board**”) at the Annual General Meeting as director of the Company (“**Director**”) pursuant to Regulation 84 of the Company’s Constitution and who, being eligible, will offer himself for re-election.

(Resolution 2)

(Please refer to Explanatory Note 1)
3. To re-elect Mr. Kwang Toh Kay, who will retire from the Board at the Annual General Meeting as Director pursuant to Regulation 83 of the Company’s Constitution and who, being eligible, will offer himself for re-election.

(Resolution 3)

(Please refer to Explanatory Note 2)
4. To re-elect Mr. Sim Li Ern, who will retire from the Board at the Annual General Meeting as Director pursuant to Regulation 83 of the Company’s Constitution and who, being eligible, will offer himself for re-election.

(Resolution 4)

(Please refer to Explanatory Note 2)
5. To approve the payment of Directors’ fees of S\$240,000 (2022: S\$220,000) to Non-Executive Directors for the financial year ended 30 June 2023.

(Resolution 5)
6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 6)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

7. General authority to issue shares in the capital of the Company (the “**Shares**”)

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act 1967**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue Shares whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the “**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 may, 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 while this Resolution was in force,

provided that:

- (A) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent (50%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (B) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company (“**Shareholders**”) shall not exceed 20 per cent (20%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (A) above, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue or consolidation or subdivision of Shares;
- (C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (D) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) 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 or (ii) in the case of Shares to be issued pursuant to the Instruments, made or granted to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments,

and in this Resolution, “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the SGX-ST.

(Resolution 7)

(Please refer to Explanatory Note 3)

8. Authority to issue Shares pursuant to the exercise of options granted under the Creative Technology Share Option Scheme (2019)

Pursuant to Section 161 of the Companies Act 1967, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Creative Technology Share Option Scheme (2019) pursuant to and in accordance with the terms thereof.

Such authority shall, unless revoked or varied by the Company in general meeting, 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 earlier.

(Resolution 8)

9. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

NG KEH LONG
Company Secretary
Singapore
11 October 2023

EXPLANATORY NOTES

- (1) Mr. Lee Gwong-Yih, upon re-election as an Independent Director of the Company, will serve as member of the Audit Committee, the Nominating Committee and the Remuneration Committee. He is considered to be independent by the Board. Information relating to Mr. Lee, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the “Additional Information on Directors Seeking Re-election” section of this Notice and in the “Board of Directors and Executive Officers” section of the Company’s Annual Report 2023.
- (2) Mr. Kwang Toh Kay is considered to be independent by the Board. Mr. Sim Li Ern is not considered as independent. Information relating to Mr. Kwang and Mr. Sim, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in “Additional Information on Directors Seeking Re-election” section of this Notice and in the “Board of Directors and Executive Officers” section of the Company’s Annual Report 2023.
- (3) Resolution 7, if passed, will authorise the Directors, from the date of this Annual General Meeting of the Company until 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, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and to make or grant instruments (such as options, warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time that Resolution 7 is passed, after adjusting for (a) 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 that Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

SUBMISSION OF QUESTIONS

- (1) Shareholders who wish to ask questions in advance of the Annual General Meeting relating to the businesses of the Annual General Meeting, must complete and submit the Question Form, which will be announced together with this Notice of Annual General Meeting and may be accessed at the Company’s website at the URL <https://sg.creative.com/corporate/investor/reports>, and also made available on the SGXNet at the URL <http://www.sgx.com/securities/company-announcements>.
- (2) Shareholders must first download, complete and sign the Question Form before scanning and sending it via email to AGM@creative.com by 10.30 a.m. on Wednesday, 18 October 2023.

The Company will address all substantial and relevant questions received from Shareholders by publishing our responses to such questions at the Company’s website prior to the Annual General Meeting.

PERSONAL DATA PRIVACY

By 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 consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the the proxy(ies) and/or representative(s) as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

Notes:–

- 1 The Annual General Meeting is being convened, and will be held at 31 International Business Park, #03-01, Singapore 609921. This Notice will be sent to members by electronic means via publication on the Company's website at the URL: <https://sg.creative.com/corporate/investor/reports>, and will also be made available on the SGXNet at the URL: <http://www.sgx.com/securities/company-announcements>.
- 2 A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If the proportion of shareholding is not specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his/her name in the Depository Register and the entire number of shares registered in his/her name in the Register of Members, and any second named proxy as an alternate to the first named proxy.
- 3 A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- 4 The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL: <https://sg.creative.com/corporate/investor/reports>, and will also be made available on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.
- 5 A proxy need not be a member of the Company. The Chairman of the Annual General Meeting, as proxy, need not be a member of the Company.
- 6 A corporation which is a member may appoint an authorized representative or representatives by resolution of its Directors or other governing body in accordance with Section 179 of the Companies Act 1967 to attend, speak and vote for and on behalf of such corporation.
- 7 The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- 8 Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- 9 Completion and return of an instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Annual General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Annual General Meeting.
- 10 The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632: or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamd@boardroomlimited.com,in either case, not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting of the Company. A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- 11 Any reference to a time of day is made by reference to Singapore time.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lee Gwong-Yih	Kwang Toh Kay	Sim Li Ern
Date of appointment	12 June 2009	18 September 2023	18 September 2023
Date of last re-appointment	30 October 2020	N.A.	N.A.
Age	68	48	44
Country of principal residence	USA	Singapore	Singapore
The Board's comments on this re-election	The Board of Directors of the Company has reviewed the Nominating Committee's recommendation and the qualifications, experiences, suitability and independence of Mr Lee, and accordingly, the Board has approved that Mr Lee stands for re-election as a Non-Executive and Independent Director of the Company.	The Board of Directors of the Company has reviewed the Nominating Committee's recommendation and the qualifications, experiences, suitability and independence of Mr Kwang, and accordingly, the Board has approved that Mr Kwang stands for re-election as a Non-Executive and Independent Director of the Company.	The Board of Directors of the Company has reviewed the Nominating Committee's recommendation and the qualifications, experiences and suitability of Mr Sim, and accordingly, the Board has approved that Mr Sim stands for re-election as a Non-Executive and Non-Independent Director of the Company.
Whether appointment is executive	Non-executive and Independent	Non-Executive and Independent	Non-Executive and Non-Independent
Job title	Non-Executive and Independent Director Member of the Audit Committee, Nominating Committee and Remuneration Committee	Non-Executive and Independent Director	Non-Executive and Non-Independent Director
Professional qualifications	Master of Science Degree in Electrical Engineering from the State University of New York at Stony Brook Bachelor of Science degree in Electrical Engineering from National Chiao-Tung University, Taiwan	Master of Business Administration from University of Chicago Booth School of Business Bachelor of Engineering (1st class honours) from University of Birmingham Graduate Diploma in Financial Management, Accounting and Finance from Association of Chartered Certified Accountants Diploma in Electronics, Computer and Communications Engineering from Singapore Polytechnic	Bachelor of Engineering (Class 1 Honours) in Electronic Engineering (Communications) from University of Sheffield. Diploma in Electronic and Electrical Engineering from Singapore Polytechnic
Working experience and occupation(s) during the past 10 years	Translink Capital 2014 to present Managing Director CyberTAN Technology 2022 to present Chairman	SkyLab Holding Pte Ltd October 2015 to present Co-founder, Director and Group CEO Infracomms Pte Ltd July 2011 to present Founder, Director and Advisor	Creative Technology Ltd 2018 to 2023 Regional Sales Manager, Asia Creative Technology Ltd 2014 to 2018 Regional Sales Manager, India & Subcontinents

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION (cont'd)

Name of Director	Lee Gwong-Yih	Kwang Toh Kay	Sim Li Ern
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	Yes Mr Sim Li Ern is a nephew of Mr Sim Wong Hoo, the late Chairman and CEO of the Company. He is also an Administrator of the estate of Mr Sim Wong Hoo who is a substantial shareholder of the Company.
Shareholding interest in the listed issuer and its subsidiaries	45,000 shares in Creative	Nil	Direct Interest: 22,750 shares in Creative In addition, Mr Sim Li Ern is one of the persons entitled in distribution to the estate of the late Mr Sim Wong Hoo. He is also an Administrator of the estate of Mr Sim Wong Hoo. Accordingly, he is deemed to have an interest of 23,270,652 shares of Creative held by the estate of Mr Sim Wong Hoo.
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 * "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.			
Past (for the last 5 years)	N.A.	Board Member of Kwong Wai Shiu Hospital Board Member of Yang Zheng Primary School	N.A.
Present	N.A.	Board Member of Kwong Wai Shiu Hospital Board Member of Yang Zheng Primary School	N.A.
Information required under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual	There is no change to the responses previously disclosed by Mr Lee under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No". The Appendix 7.4.1 information in respect of Mr Lee's re-appointment as Director was announced on 13 October 2020.	There is no change to the responses previously disclosed by Mr Kwang under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No". The Appendix 7.4.1 information in respect of Mr Kwang's appointment as Director was announced on 18 September 2023.	There is no change to the responses previously disclosed by Mr Sim under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No". The Appendix 7.4.1 information in respect of Mr Sim's appointment as Director was announced on 18 September 2023.