

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 42nd Annual General Meeting of Creative Technology Ltd. (the “**Company**”) will be held at 31 International Business Park, #03-01, Singapore 609921 on Friday, 25 October 2024 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 2024 and the Auditors’ Report thereon.  

**(Resolution 1)**
2. To re-elect Mr. Lee Kheng Nam, 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, being eligible, offer himself for re-election.  

**(Resolution 2)**

(Please refer to Explanatory Note 1)
3. To re-elect Mr. Ng Kai Wa, who will retire from the Board at the Annual General Meeting as Director pursuant to Regulation 84 of the Company’s Constitution and, being eligible, offer himself for re-election.  

**(Resolution 3)**

(Please refer to Explanatory Note 2)
4. To re-elect Dr Tan Jok Tin, who will retire from the Board at the Annual General Meeting as Director pursuant to Regulation 83(3) of the Company’s Constitution and, being eligible, offer himself for re-election.  

**(Resolution 4)**

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

**(Resolution 5)**

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

**(Resolution 6)**

(Please refer to Explanatory Note 3)
7. To approve the payment of Directors’ fees of S\$315,000 (2023: S\$240,000) to Non-Executive Directors for the financial year ended 30 June 2024.  

**(Resolution 7)**
8. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.  

**(Resolution 8)**

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

9. 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 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 9)**

(Please refer to Explanatory Note 4)

10. 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 10)**

11. 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  
9 October 2024

## EXPLANATORY NOTES

- (1) Mr. Lee Kheng Nam upon re-election will be a non-Independent Director of the Company. Information relating to Mr. Lee, including the information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited, can be found in “Additional Information on Directors Seeking Re-election” in this Notice and in the “Board of Directors and Executive Officers” of the Company’s Annual Report 2024.
- (2) Mr. Ng Kai Wa upon re-election will be a non-Independent Director of the Company. Information relating to Mr. Ng, including the information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited, can be found in “Additional Information on Directors Seeking Re-election” in this Notice and in the “Board of Directors and Executive Officers” of the Company’s Annual Report 2024.
- (3) Dr Tan Jok Tin, Mr. Desmond Lim Pang Boon and Mr Lim Jew Tim are considered to be independent by the Board. Information relating to Dr Tan Jok Tin, Mr. Desmond Lim Pang Boon and Mr. Lim Jew Tim as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited can be found in “Additional Information on Directors Seeking Re-election” in this Notice and in the “Board of Directors and Executive Officers” of the Company’s Annual Report 2024.
- (4) Resolution 9, 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 9 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 9 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](mailto:AGM@creative.com) by 10.30 a.m. on Wednesday, 16 October 2024.

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 also 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](mailto: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                                | Mr Lee Kheng Nam  | Mr Ng Kai Wa  | Dr Tan Jok Tin   | Mr Desmond Lim Pang Boon   | Mr Lim Jew Tim   |
|---|---|---|--|--|--|
| <b>Date of appointment</b>                      | 23 February 1991  | 28 October 2005   | 18 September 2024  | 18 September 2024  | 18 September 2024  |
| <b>Date of last re-appointment</b>              | 28 October 2021   | 26 October 2022   | N.A.   | N.A.   | N.A.   |
| <b>Age</b>                                      | 76  | 68  | 72   | 55   | 59   |
| <b>Country of principal residence</b>           | Singapore   | Singapore   | Singapore  | Singapore  | Singapore  |
| <b>The Board's comments on this re-election</b> | The Board of Directors of the Company has reviewed the Nominating Committee's recommendation and the qualifications, experience and suitability of Mr Lee, and accordingly, the Board has approved that Mr Lee stands for re-election as a Non-Executive Non-Independent Director of the Company. | The Board of Directors of the Company has reviewed the Nominating Committee's recommendation and the qualifications, experience and suitability of Mr Ng, and accordingly, the Board has approved that Mr Ng stands for re-election as a Non-Executive Non-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 Dr Tan, and accordingly, the Board has approved that Dr Tan 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 Lim, and accordingly, the Board has approved that Mr Lim 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 Lim, and accordingly, the Board has approved that Mr Lim stands for re-election as a Non-Executive and Independent Director of the Company.   |
| <b>Whether appointment is executive</b>         | Non-Executive   | Non-Executive   | Non-Executive  | Non-Executive  | Non-Executive  |
| <b>Job title</b>                                | Non-Executive and Non-Independent Chairman of the Board   | Non-Executive and Non-Independent Vice Chairman of the Board  | Non-Executive and Independent Director   | Non-Executive and Independent Director   | Non-Executive and Independent Director   |
| <b>Professional qualifications</b>              | <p>Master of Science Degree in Operations Research and System Analysis from the U.S. Naval Postgraduate School</p> <p>Bachelor of Science degree in Mechanical Engineering (First Class Honours) from Queen's University, Canada</p>  | <p>Executive Master of Business Administration Degree from the National University of Singapore</p> <p>Diploma in Electronic and Electrical Engineering from Ngee Ann Polytechnic</p>   | <p>Doctorate degree in Business Administration from Brunel University</p> <p>Master of Business Administration from University of Strathclyde</p> <p>Master of Science from University of Salford</p> <p>Attended Mastering Trade Policy Program at Harvard University, Kennedy School of Government</p>         | <p>Chartered Accountancy from Institute of Chartered Accountants Australia</p> <p>Bachelor of Commerce from University of Western Australia</p>  | <p>Master Degree in Business Administration from California State University, East Bay</p> <p>Bachelor of Law, LLB (2nd Class) from University of London</p> <p>Bachelor of Engineering (Mechanical and Production Engineering) from National University of Singapore</p> <p>Graduate Diploma in Marketing from Marketing Institute of Singapore</p> <p>Practitioner Certification in Personal Data Protection (Singapore)</p> |

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

| Name of Director   | Mr Lee Kheng Nam   | Mr Ng Kai Wa  | Dr Tan Jok Tin  | Mr Desmond Lim Pang Boon  | Mr Lim Jew Tim   |
|--|--|---|---|---|--|
| <b>Working experience and occupation(s) during the past 10 years</b>   | <p>Granite Asia (Jan 2005 to present)<br/>Venture Partner</p> <p>Vertex Venture Holdings Ltd (Aug 2008 to present)<br/>Deputy Chairman</p> | <p>InnoMedia Pte Ltd (1995 to present)<br/>Co-Founder, Chairman and Chief Executive Officer</p> | <p>SuSing Fund Management Co., Ltd (23 August 2023 to present)<br/>Independent Director of the Board</p> <p>NUS and Enterprise Singapore's Enterprise Leadership for Transformation program (3 June 2021 to present)<br/>Senior Advisor</p> <p>China-Asia Economic Development Association (5 November 2018 to present)<br/>Vice Chairman</p> <p>World Trade Centre, Singapore (1 January 2019 to 30 October 2020)<br/>Chief Executive Officer</p> <p>China-Singapore Guangzhou Knowledge City (CSGKC) (1 August 2014 to 30 September 2023)<br/>Independent Director</p> <p>Advanced Systems Automation Limited (26 March 2014 to 29 March 2019)<br/>Independent Director</p> | <p>Structo Pte Ltd (October 2020 to present)<br/>Chief Executive Officer</p> <p>Tessa Therapeutics Limited (November 2017 to September 2020)<br/>Chief Financial Officer</p> <p>Heptagon Advance Micro-Optics (June 2011 to September 2017)<br/>Chief Financial Officer</p> | <p>Global Licensing Services Pte Ltd (June 2012 to present)<br/>Executive Director</p> |
| <b>Shareholding interest in the listed issuer and its subsidiaries</b>   | <p>Direct Interest - 45,000 shares in Creative Technology Ltd.<br/>Deemed Interest – 10,000 shares in Creative Technology Ltd.</p>         | <p>Direct Interest – 2,148,555 shares in Creative Technology Ltd.</p>                           | <p>Nil</p>  | <p>Nil</p>  | <p>Direct Interest – 3,050 shares in Creative Technology Ltd.</p>                      |
| <b>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</b> | <p>No</p>  | <p>No</p>   | <p>No</p>   | <p>No</p>   | <p>No</p>  |
| <b>Conflict of interest (including any competing business)</b>   | <p>No</p>  | <p>No</p>   | <p>No</p>   | <p>No</p>   | <p>No</p>  |

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

| <b>Name of Director</b>   | <b>Mr Lee Kheng Nam</b>  | <b>Mr Ng Kai Wa</b>   | <b>Dr Tan Jok Tin</b>   | <b>Mr Desmond Lim Pang Boon</b>  | <b>Mr Lim Jew Tim</b>  |
|---|--|---|---|--|--|
| <b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer</b>  | Yes  | Yes   | Yes   | Yes  | Yes  |
| <b>Other Principal Commitments: Past (for the last 5 years)</b>   | Chairman of Heptagon Advanced Micro Optics<br><br>Director of Blaize Inc<br><br>Director of L F Logistics  | Nil   | Nil   | Nil  | Director of Segal Management Services Sdn Bhd<br><br>Director of AK Consultation Services Pte Ltd  |
| <b>Other Principal Commitments: Present</b>   | Director of Thunes<br><br>Director of Structo Pte Ltd<br><br>Director of Zero2.5 Biotech Pte Ltd<br><br>Director of XMems Lab Inc  | Nil   | Nil   | Director of Structo Pte Ltd<br><br>Director of Zero2.5 Biotech Pte Ltd   | Director of Segal Management Services Sdn Bhd<br><br>Director of AK Consultation Services Pte Ltd  |
| <b>Information required under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual</b>   | 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".<br><br>The Appendix 7.4.1 information in respect of Mr Lee's appointment as Chairman was announced on 7 February 2024. | There is no change to the responses previously disclosed by Mr Ng under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No".<br><br>The Appendix 7.4.1 information in respect of Mr Ng's appointment as Vice-Chairman was announced on 7 February 2024. | There is no change to the responses previously disclosed by Dr Tan under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No", except for items (j)(i) and (k), as disclosed below.<br><br>The Appendix 7.4.1 information in respect of Dr Tan's appointment as Director was announced on 18 September 2024. | There is no change to the responses previously disclosed by Mr Lim under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No".<br><br>The Appendix 7.4.1 information in respect of Mr Lim's appointment as Director was announced on 18 September 2024. | There is no change to the responses previously disclosed by Mr Lim under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No".<br><br>The Appendix 7.4.1 information in respect of Mr Lim's appointment as Director was announced on 18 September 2024. |
| <b>(j)(i) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere</b> |  |   | Yes. See (k) below.   |  |  |



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

| Name of Director  | Mr Lee Kheng Nam | Mr Ng Kai Wa | Dr Tan Jok Tin  | Mr Desmond Lim Pang Boon | Mr Lim Jew Tim |
|---|------------------|--------------|---|--------------------------|----------------|
| <p><b>(k) Whether he 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?</b></p> |                  |              | <p>Yes. Dr Tan was an Independent Director (“ID”) of Advanced Systems Automation Limited (“ASA”), a Singapore Catalist listed company, from March 2014 to March 2019. In July 2020, ASA received a “Notice of Compliance” from SGX relating to ASA’s failure to disclose and seek shareholders’ approval for certain Interested Persons Transactions (“IPTs”) under Chapter 9 of the Catalist Rules. The IPTs were from FY2007, well before Dr Tan’s appointment as ID, to FY2020. Dr Tan was not a member of the Audit Committee, nor any other committee of ASA, and he was not aware of such non-compliance with the Catalist Rules. He was given a private warning by SGX in March 2022 in relation to this matter.</p> |                          |                |