

CREATIVE®

CREATIVE TECHNOLOGY LTD
(Incorporated in the Republic of Singapore)
Company Registration No. 198303359D

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of Creative Technology Ltd. (the "**Company**") will be held at 31 International Business Park, #03-01 Creative Resource, Singapore 609921 on Thursday, 19 October 2017 at 10.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2017 and the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Lee Gwong-Yih, who will retire from the Board at the Annual General Meeting as Director of the Company pursuant to Article 84 of the Company's Constitution and, being eligible, offers himself for re-election. **(Resolution 2)**
(Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees of S\$180,000 (2016: S\$180,000) for the financial year ended 30 June 2017. **(Resolution 3)**
- To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

Ordinary Resolutions:

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

- General authority to issue shares in the capital of the Company (the "**Shares**")
That pursuant to Section 161 of the Companies Act, Chapter 50 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 of the Company 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 of the Company 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 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 in the capital of the Company 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 5)**
(Please refer to Explanatory Note 2)
- Authority to issue Shares pursuant to the exercise of options granted under the Creative Technology (1999) Share Option Scheme
Pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, 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 (1999) Share Option Scheme pursuant to and in accordance with the terms thereof, provided always that the aggregate total number of issued Shares to be issued pursuant to the Creative Technology (1999) Share Option Scheme, the Creative Performance Share Plan and any other share schemes implemented or to be implemented by the Company, shall not exceed three per cent (3%) of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings from time to time.
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,
and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST. **(Resolution 6)**
- Authority to issue Shares pursuant to the vesting of awards under the Creative Performance Share Plan
Pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, 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 vesting of awards under the Creative Performance Share Plan pursuant to and in accordance with the terms thereof, provided always that the aggregate total number of issued Shares to be issued pursuant to the Creative Technology (1999) Share Option Scheme, the Creative Performance Share Plan and any other share schemes implemented or to be implemented by the Company, shall not exceed three per cent (3%) of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings from time to time.
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,
and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST. **(Resolution 7)**
- 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
3 October 2017

EXPLANATORY NOTES

- Mr. Lee Gwong-Yih, upon re-election as a Director of the Company, will serve as a member of the Audit Committee. He is considered to be independent by the Board of Directors of the Company.
- Resolution 5, if passed, will authorize 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 in the capital of the Company excluding treasury shares and subsidiary holdings at the time that Resolution 5 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 5 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

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 (i) 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 proxies and representative appointed 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, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers), 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 or service providers) 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.

NOTES:-

- (a) 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 at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) 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 form of proxy 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 form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- A proxy need not be a member of the Company.
- Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. 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.
- A corporation which is a member may appoint an authorised representative or representatives by resolution of its directors or other governing body in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such corporation.
- 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.
- 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.
- 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.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 31 International Business Park, #03-01 Creative Resource, Singapore 609921 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting of the Company.