

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Creative Technology Ltd (the **Company**) will be held at 31 International Business Park, #03-01, Singapore 609921 on 30 October 2019 at 11.00 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 31 International Business Park, #03-01, Singapore 609921 on the same day and at the same place), for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution, which will be proposed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

**(1) Proposed Adoption of the Creative Share Option Scheme (2019)**

That the share option scheme to be known as the Creative Share Option Scheme (2019) (the “**Scheme**”), the rules of which have been set out in the circular to Shareholders dated 8 October 2019 (the “**Circular**”), be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Scheme;
- (b) to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) to offer and grant Options in accordance with the rules of the Scheme and to allot and issue and/or transfer from time to time such number of shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of the Options under the Scheme provided that the aggregate number of Shares issued and issuable pursuant to the Scheme and any other share-based incentive schemes of the Company shall not exceed 15% of the issued shares of the Company from time to time (excluding Treasury Shares).

**(2) Proposed Grant of Options at a Discount under the Creative Share Option Scheme (2019)**

That subject to and contingent upon Resolution (1) being passed, the Directors of the Company be and are hereby authorised to grant Options in accordance with the rules of the Scheme with exercise prices set at a discount not exceeding twenty per cent (20%) to the Market Price, provided that such discount does not exceed the relevant limits as may be set by Singapore Exchange Securities Trading Limited from time to time.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 8 October 2019.

By Order of the Board

**NG KEH LONG**  
Company Secretary  
Singapore  
8 October 2019

## IMPORTANT: PLEASE READ NOTES

1.
  - (a) *A member, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the Extraordinary General Meeting (EGM). Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each proxy in the form of proxy.*
  - (b) *A member, who is a relevant intermediary, is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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 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 which means:*
    - (i) *A banking corporation licensed under the Banking Act, Chapter 19, or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;*
    - (ii) *A capital markets services licence holder which provides custodial services for securities under the Singapore Securities and Futures Act, Chapter 289, and who holds shares in that capacity; or*
    - (iii) *The Central Provident Fund (CPF) Board established by the CPF Act, Chapter 36, in respect of shares purchased on behalf of CPF investors.*
2. *A proxy need not be a member of the Company.*
3. *The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 31 International Business Park, #03-01, Singapore 609921, not less than 72 hours before the time fixed for holding the EGM.*
4. *A corporation which is a member may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the EGM, in accordance with section 179 of the Singapore Companies Act, Chapter 50.*
5. *A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.*
6. *Completion and return of an instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Extraordinary 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 EGM.*
7. ***Personal Data Privacy: Where a member of the Company submits an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the EGM and / or any adjournment thereof, the member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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) to the Company (or its agents), 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) 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.***

**IMPORTANT**

1. A relevant intermediary as defined in section 181 of the Companies Act, Cap. 50 of Singapore may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting (please see Note 2 for the definition of "Relevant Intermediary").
2. For CPF/SRS investors who have used their CPF/SRS monies to buy Creative Technology Ltd's shares, this proxy form is not valid for use by them and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the Extraordinary General Meeting dated 8 October 2019.

**EXTRAORDINARY GENERAL MEETING  
 PROXY FORM**

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member/members of Creative Technology Ltd (the "Company") hereby appoint:

NAME	ADDRESS	NRIC/ PASSPORT NO.	PROPORTION OF SHAREHOLDINGS (%)

and/or (delete as appropriate)

NAME	ADDRESS	NRIC/ PASSPORT NO.	PROPORTION OF SHAREHOLDINGS (%)

or failing him, the Chairman of the meeting, as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of Creative Technology Ltd to be held on 30 October 2019 at the Company's office at 31 International Business Park, #03-01, Singapore 609921, and at any adjournment thereof. I/We have indicated with an "X" against the Resolution set out in the Notice of Extraordinary General Meeting and summarised below how I/we wish my/our proxy/proxies to vote. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion.

NO.	RESOLUTION*	FOR**	AGAINST**
	<b><u>AS ORDINARY RESOLUTION:</u></b>		
1	The proposed adoption of the Creative Share Option Scheme (2019) (the "Scheme")		
2	The proposed grant of options at a discount under the Scheme		

\* Please refer to the Notice of Extraordinary General Meeting for the full text of the resolution.

\*\* Please indicate your vote "For" or "Against" with an "X" within the box provided.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

<b>Total Number of Shares</b>

\_\_\_\_\_  
 Signature(s) of Member(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**NOTES:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares.

If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. (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 Extraordinary 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 Extraordinary 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.

3. 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.
4. A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such corporation.
5. 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 either under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
6. 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.
7. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 31 International Business Park, #03-01, Singapore 609921, not less than 72 hours before the time appointed for holding the Extraordinary General Meeting of the Company.
8. Any proxy given pursuant to the solicitation may be revoked by the person giving it at any time before its use by delivering to the Company (Attention: Mr. Ng Keh Long, Company Secretary) a written notice of revocation or a duly executed proxy bearing a later date or by attending the meeting and voting in person.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of members whose Shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

**By submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 8 October 2019.**