

**CREATIVE**<sup>®</sup>  
CREATIVE TECHNOLOGY LTD  
(Incorporated in the Republic of Singapore)  
Company Registration Number: 198303359D

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 40th Annual General Meeting of Creative Technology Ltd. (the “**Company**”) will be held at 31 International Business Park, #03-01, Singapore 609921 on Wednesday, 26 October 2022 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 2022 and the Auditors’ Report thereon.

**(Resolution 1)**
  
2. To re-elect Mr. Ng Kai Wa, 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. George Yong-Boon Yeo, who will retire from the Board at the Annual General Meeting as Director pursuant to Regulation 83 of the Company’s Constitution and, being eligible, offer himself for re-election.

**(Resolution 3)**

(Please refer to Explanatory Note 2)
  
4. To approve the payment of Directors’ fees of S\$220,000 (2021: S\$180,000) to Non-Executive Directors for the financial year ended 30 June 2022.

**(Resolution 4)**
  
5. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 5)**

**AS SPECIAL BUSINESS**

Ordinary Resolutions:

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

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

That pursuant to Section 161 of the 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 6)**

(Please refer to Explanatory Note 3)

7. 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 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 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 7)**

8. Approval for the Continued Appointment of Mr. Ng Kai Wa as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all Shareholders

That, subject to and contingent upon the passing of Resolution 9 by Shareholders (excluding the Directors, Chief Executive Officer of the Company, and their associates (as defined in the Listing Manual ("**Associates**"))) and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual:

- (a) the continued appointment of Mr. Ng Kai Wa as an Independent Director be and is hereby approved; and

- (b) the authority conferred by this Resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Ng Kai Wa as a director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 8)**

(Please refer to Explanatory Note 4)

9. Approval for the Continued Appointment of Mr. Ng Kai Wa as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by Shareholders excluding the Directors and the Chief Executive Officer of the Company and their Associates

That, subject to and contingent upon the passing of Resolution 8 by Shareholders and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual:

- (a) the continued appointment of Mr. Ng Kai Wa as an Independent Director be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of: (i) the retirement or resignation of Mr. Ng Kai Wa as a director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 9)**

(Please refer to Explanatory Note 4)

10. 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  
10 October 2022

## EXPLANATORY NOTES

- (1) Mr. Ng Kai Wa, upon re-election as an Independent Director of the Company, will serve as Chairman of the Nominating Committee, and as a member of both the Audit Committee and the Remuneration Committee. He is considered to be independent by the Board. 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 the “Board of Directors and Executive Officers” of the Company’s Annual Report 2022 and in “Additional Information on Directors Seeking Re-election” in this Notice.
- (2) Mr. George Yong-Boon Yeo is considered to be independent by the Board. Information relating to Mr. Yeo, 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 the “Board of Directors and Executive Officers” of the Company’s Annual Report 2022 and in “Additional Information on Directors Seeking Re-election” in this Notice.
- (3) Resolution 6, 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 6 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 6 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.
- (4) Rule 210(5)(d)(iii) of the Listing Manual provides that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer, and their respective Associates.

Mr. Ng Kai Wa has served for more than nine years on the Board of the Company. The Company is seeking two-tier Shareholders’ approval for the continued appointment of Mr. Ng Kai Wa as Independent Director. Directors and Chief Executive Officer of the Company, and their Associates are required to abstain from voting on the proposed Resolution 9.

Resolutions 8 and 9, if passed will remain in force until the earlier of: (i) Mr. Ng Kai Wa’s retirement or resignation as Independent Director of the Company; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of such resolutions.

## 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 5.00 p.m. on 18 October 2022.

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, Singapore 609921, in accordance with and subject to such vaccinated-differentiated safe management measures and other measures which may be prescribed by any prevailing regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time. 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	Ng Kai Wa	George Yong-Boon Yeo
Date of appointment	28 October 2005	15 November 2021
Date of last re-appointment	30 October 2019	N.A.
Age	66	68
Country of principal residence	Singapore	Singapore
The Board's comments on this re-election	After reviewing Mr Ng's qualifications and experience, the Board has confirmed Mr Ng's independence and approved that Mr Ng stands for re-election as an independent non-executive Director.	After reviewing Mr Yeo's qualifications and experience, the Board has confirmed Mr Yeo's independence and approved that Mr Yeo stands for re-election as an independent non-executive Director.
Whether appointment is executive	Non-executive	Non-executive
Job title	Non-executive and independent Director Chairman of the Nominating Committee Member of the Audit Committee and the Remuneration Committee	Non-executive and independent Director
Professional qualifications	Diploma in Electronic and Electrical Engineering from Ngee Ann Polytechnic  Executive Master of Business Administration Degree from the National University of Singapore	BA in Engineering (Double First) from Cambridge University  Master of Business Administration (Baker Scholar) from Harvard University
Working experience and occupation(s) during the past 10 years	InnoMedia Pte Ltd (1995 to present) Co-Founder, Chairman and Chief Executive Officer	Kerry Logistics Network Limited (August 2012 to May 2019) Chairman  Kuok Group (June 2019 to May 2021) Senior Adviser  Lee Kuan Yew School of Public Policy of the National University of Singapore (August 2011 to present) Visiting Scholar
Shareholding interest in the listed issuer and its subsidiaries	Direct Interest – 2,148,555 shares in Creative Technology Ltd.	Direct Interest – 210,350 shares in Creative Technology Ltd.
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
Conflict of interest (including any competing business)	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

Name of Director	Ng Kai Wa	George Yong-Boon Yeo
Other Principal Commitments Including Directorships		
Past (for the last 5 years)	Nil	Wilmar International Limited, Non-Executive Director
Present	Nil	<p>AIA Group Limited (Hong Kong) Independent Non-Executive Director</p> <p>Pinduoduo Inc (New York) Independent Non-Executive Director</p> <p>Advisor to Brunswick for its Geopolitical Conference Chairman, V3 Group, Huawei International Pte Ltd and Winning International Group</p>
Information required under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual	<p>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".</p> <p>The Appendix 7.4.1 information in respect of Mr Ng's appointment as Director was announced on 24 October 2019.</p>	<p>There is no change to the responses previously disclosed by Mr Yeo under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No".</p> <p>The Appendix 7.4.1 information in respect of Mr Yeo's appointment as Director was announced on 15 November 2021.</p>