



**DATAPULSE TECHNOLOGY LIMITED**  
(Incorporated In The Republic Of Singapore)  
Company Registration No. 198002677D

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of the Company will be held at River View Hotel, Lily Ballroom, 382 Havelock Road, Singapore 169629 on Friday, 28 November 2008 at 2.00 p.m. to transact the following businesses:-

**Ordinary Business**

- To receive and consider the audited financial statements for the financial year ended 31 July 2008 and the directors' and auditors' reports thereon.
- To declare a first and final one-tier tax exempt dividend of two cents per share in respect of the financial year ended 31 July 2008.
- To approve directors' fees of S\$200,000 for the financial year ended 31 July 2008. (2007: S\$200,000)
- To re-elect the following directors retiring by rotation pursuant to Article 100 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-
  - Mr Ng Leok Cheng  
Note: Mr Ng Leok Cheng is an executive director. If re-elected, he will remain a member of the remuneration committee.
  - Mr Hee Theng Fong  
Note: Mr Hee Theng Fong is an independent director. If re-elected, he will remain a member of the audit committee and a member and the chairman of the nominating committee.
  - Mr Hilary Quah Lam Seng  
Note: Mr Hilary Quah Lam Seng is an independent director. If re-elected, he will remain a member of the audit committee, a member of the nominating committee and a member of the remuneration committee.
  - Mr Ng Boon Yew  
Note: Mr Ng Boon Yew is an independent director. If re-elected, he will remain a member of the audit committee and a member and the chairman of the remuneration committee.
- To re-appoint Mr Ng Khim Guan @ Ngadin as a director pursuant to Section 153(6) of the Companies Act, Chapter 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
- To re-appoint KPMG LLP as auditors of the Company and to authorise the directors to fix their remuneration.

**Special Business**

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

"That approval be and is hereby given to the directors of the Company to offer and grant options in accordance with the provisions of the DT Share Option Scheme 1999 (including options over shares at a subscription price per share set at a discount to the market price of a share) and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the DT Share Option Scheme 1999, provided that the aggregate number of shares to be issued pursuant to the DT Share Option Scheme 1999 shall not exceed 15% of the total issued shares (excluding treasury shares) in the capital of the Company from time to time."

AND to transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Toh Leng Poh  
Company Secretary  
Singapore  
11 November 2008

**Statement Pursuant To Article 62 Of The Company's Articles Of Association**

Resolution no. 7 is to authorise the directors to offer and grant options and to allot and issue shares in the capital of the Company pursuant to the DT Share Option Scheme 1999 provided that the aggregate number of shares to be issued shall not exceed 15% of the total issued shares (excluding treasury shares) in the capital of the Company from time to time.

**Note**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy must be lodged at the Company's registered office at 15A Tai Seng Drive, Datapulse Industrial Building, Singapore 535225 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Datapulse Technology Limited (the "**Company**") will be held at River View Hotel, Lily Ballroom, 382 Havelock Road, Singapore 169629, on 28 November 2008 at 2.15 p.m. (or as soon thereafter following the conclusion or adjournment of the Twenty-Eighth Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions as Ordinary Resolutions:

**RESOLUTION 1: ORDINARY RESOLUTION**

**THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

That:

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "**Companies Act**"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("**Shares**") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") transacted through the SGX-ST Quotation and Execution System for Trading (QUEST-ST), the trading system that has replaced the Central Limit Order Book trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, such scheme shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
- the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
  - the date on which the next annual general meeting of the Company is held or required by law to be held;
  - the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or
  - the date on which the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;
- in this Resolution:

"**Prescribed Limit**" means 10 percent of the issued ordinary Shares of the Company as at the date of the passing of this Resolution, excluding treasury shares; and "**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
  - in the case of a Market Purchase : 105 percent of the Average Closing Price; and
  - in the case of an Off-Market Purchase : 120 percent of the Highest Last Dealt Price,where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

**RESOLUTION 2: ORDINARY RESOLUTION**

**THE PROPOSED RENEWAL OF THE SHARE ISSUE MANDATE**

That authority be and is hereby given to the directors of the Company to:

- issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or options (collectively, "**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) 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
- (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:
  - 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) does not exceed 50 percent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 percent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above:
    - the percentage of issued share capital shall be based on the issued share capital of the Company as at the date of the passing of this Resolution, after adjusting for:
      - 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 as at the date of the passing of this Resolution; and
      - any subsequent consolidation or subdivision of Shares; and
    - in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
  - the authority conferred on the directors of the Company pursuant to this Resolution may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
    - the date on which the next annual general meeting of the Company is held or required by law to be held;
    - the date on which Share issues have been carried out to the full extent of the authority conferred in this Resolution; or
    - the date on which the authority conferred in this Resolution is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting.

By Order of the Board

Toh Leng Poh  
Company Secretary  
Singapore  
11 November 2008

**Notes:**

- A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy (or in the case of a corporation, to appoint its authorised representative or proxy) to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing the proxy must be lodged at the Company's registered office at 15A Tai Seng Drive Datapulse Industrial Building, Singapore 535225, not less than forty-eight (48) hours before the time appointed for the Extraordinary General Meeting.