



Notice Of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Datapulse Technology Limited (the "Company") will be held at Meritus Mandarin Hotel, Suite 831, Level 8 South Tower, 333 Orchard Road, Singapore 238867 on 28 November 2003 at 2.30 p.m. (or as soon thereafter as the 23rd Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions, of which Resolution 1 will be proposed as a Special Resolution and Resolutions 2, 3, 4 and 5 will be proposed as Ordinary Resolutions:

Resolution 1

Special Resolution:

The Proposed Alterations to the Articles of Association

That Articles 8, 19, 49(2), 106(4), 111, 115, 125, 146, 162 and 164 of the Articles of Association of the Company be and are hereby altered in the manner and to the extent as set out in Appendix 1 to the Circular to shareholders dated 3 November 2003.

Resolution 2

Ordinary Resolution:

The Proposed Renewal of the Share Purchase Mandate

That:

- (a) 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 of \$0.05 each ("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"); 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");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- the date on which the next annual general meeting of the Company is held; or
 - the date by which the next annual general meeting of the Company is required by law to be held;

(c) in this Resolution:

"Prescribed Limit" means ten per cent. of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Purchase: 105 per cent. of the Average Closing Price
- in the case of an Off-Market Purchase: 120 per cent. 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

- (d) 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 3

Ordinary Resolution:

Grant of Options to Mr Ng Khim Guan @ Ngadimin under the DT Share Option Scheme 1999

That the directors of the Company be and are hereby authorised pursuant to and in accordance with the DT Share Option Scheme 1999 (the "Scheme"), to offer and grant options (which shall be Market Price Options, as defined under the Scheme) ("Options") to Mr Ng Khim Guan @ Ngadimin, such grant being deemed to have been made on 19 July 2003 (the "Date of Grant"), to subscribe for 650,000 ordinary shares of \$0.05 each in the capital of the Company ("Shares"), subject to any adjustment as may be made in accordance with the Scheme, and to allot and issue Shares pursuant to the exercise of such Options, at a price of \$0.32 per Share, being the average of the last dealt prices for a Share, as determined by reference to the daily official list of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), for the three consecutive days during which the SGX-ST is open for trading in securities immediately preceding the Date of Grant, rounded up to the nearest whole cent.

Resolution 4

Ordinary Resolution:

Grant of Options to Ms Ng Bie Tjin @ Djuniarti Intan under the DT Share Option Scheme 1999

That the directors of the Company be and are hereby authorised pursuant to and in accordance with the DT Share Option Scheme 1999 (the "Scheme"), to offer and grant options (which shall be Market Price Options, as defined under the Scheme) ("Options") to Ms Ng Bie Tjin @ Djuniarti Intan, such grant being deemed to have been made on 19 July 2003 (the "Date of Grant"), to subscribe for 1,170,000 ordinary shares of \$0.05 each in the capital of the Company ("Shares"), subject to any adjustment as may be made in accordance with the Scheme, and to allot and issue Shares pursuant to the exercise of such Options, at a price of \$0.32 per Share, being the average of the last dealt prices for a Share, as determined by reference to the daily official list of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), for the three consecutive days during which the SGX-ST is open for trading in securities immediately preceding the Date of Grant, rounded up to the nearest whole cent.

Resolution 5

Ordinary Resolution:

The Proposed 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 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:

- 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 per cent. 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 per cent. 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 Manual 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
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall 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 the earlier.

By Order of the Board

Ng Cheow Chye
Managing Director
Singapore, 3 November 2003

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 635225 not less than 48 hours before the time appointed for the Extraordinary General Meeting.