



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the thirty-fifth annual general meeting of Datapulse Technology Limited (the "Company") will be held at Furama Riverfront, Venue 1, Level 3, 405 Havelock Road, Singapore 169633 on Monday, 9 November 2015 at 2.00 p.m. for the following purposes:-

**Ordinary Business**

- 1 To receive and adopt the audited financial statements for the year ended 31 July 2015 together with the directors' and auditors' reports thereon. **(Resolution 1)**
- 2 To declare a final one-tier tax exempt dividend of 0.20 cents per share for the year ended 31 July 2015. **(Resolution 2)**
- 3 To approve the payment of directors' fees of S\$150,000 for the year ended 31 July 2015. (2014: S\$150,000) **(Resolution 3)**
- 4 To re-elect the following directors who retire by rotation pursuant to Article 100 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-  
(A) Mr Si Yok Fong @ Chin Yok Fong **(Resolution 4)**  
Note: Key information on Mr Si Yok Fong @ Chin Yok Fong is set out on page 10 of the annual report.  
(B) Mr Guok Chin Huat Samuel **(Resolution 5)**  
Note: Mr Guok Chin Huat Samuel will upon re-election as a director of the Company, remain as the chairman of the audit committee, a member of the remuneration and nominating committees, and be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Key information on Mr Guok is set out on page 11 of the annual report.
- 5 To appoint KPMG LLP as auditors of the Company and to authorise the directors to fix their remuneration. **(Resolution 6)**

**Special Business**

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

- 6 That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act") and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the directors of the Company to:-  
(A) (I) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or  
(II) 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  
(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:-  
(I) 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% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (II) 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% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (II) below);  
(II) (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 sub-paragraph (I) above, the total number of issued shares (excluding treasury shares) of the Company shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the time of the passing of this resolution, after adjusting for:-  
(a) new shares arising from the conversion or exercise of any convertible securities;  
(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting as at the time of the passing of this resolution, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and  
(c) any subsequent bonus issue, consolidation or subdivision of shares;  
(III) 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), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and  
(IV) 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:-  
(a) the date on which the next annual general meeting of the Company is held or required by law to be held;  
(b) in the case of shares issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments; or  
(c) the date on which the authority conferred in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting. **(Resolution 7)**

[see Explanatory Note 1]

- 7 That:-  
(A) for the purposes of Sections 76C and 76E of 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:-  
(I) on-market purchases (each a "Market Purchase") transacted through the SGX-ST trading system or on another stock exchange on which the Company's equity securities are listed; and/or  
(II) off-market purchases (each an "Off-Market Purchase") in accordance with an equal access scheme as defined in Section 76C of 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) 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:-  
(I) the conclusion of the next annual general meeting of the Company or the date on which such annual general meeting of the Company is required by law to be held;  
(II) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or  
(III) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting;  
(C) in this resolution:-  
"Prescribed Limit" means ten percent (10%) of the issued Shares 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, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:-  
(I) in the case of a Market Purchase: 105% of the Average Closing Price; and  
(II) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price,  
where:-  
"Average Closing Price" means 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 the relevant five (5) day 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 the 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 8)**

[see Explanatory Note 2]

- 8 That with effect from the date to be determined by the directors of the Company and pursuant to the Articles of Association of the Company, approval be and is hereby given:-  
(A) for the proposed consolidation of every three (3) Shares held by shareholders as at a book closure date to be determined by the directors (the "Book Closure Date") into one (1) consolidated Share in the manner set out in the Appendix to this notice of annual general meeting (the "Proposed Share Consolidation");  
(B) any fraction of a consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (A) above shall be disregarded, and any fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated or otherwise dealt with in such manner as the directors may, in their absolute discretion, deem fit in the interests of the Company;  
(C) for the directors to be authorised to fix the Book Closure Date and the date on which the Shares will trade on Mainboard in board lots of 100 consolidated Shares in their absolute discretion as they deem fit; and  
(D) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give full effect to this resolution and the Proposed Share Consolidation. **(Resolution 9)**

[see Explanatory Note 3]

AND to transact any other business which may be properly transacted at an annual general meeting.

By Order of the Board

**Lim Jit Siew**  
Company Secretary  
Singapore  
23 October 2015

**Explanatory Notes**

- 1 Resolution 7 proposed in item 6 above, if passed, will empower the directors of the Company from the date of this general meeting until the next annual general meeting or the date by which the next annual general meeting is required by law to be held or when revoked by the Company in general meeting, whichever is earlier, to issue shares and make or grant Instruments convertible into shares up to an amount not exceeding 50% of the total number of issued shares (excluding treasury shares) of the Company at the time of passing this resolution, provided that the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders pursuant to this resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company. The percentage of issued shares is based on the Company's total number of issued shares (excluding treasury shares) of the Company at the time the proposed Resolution 7 is passed after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time the proposed Resolution 7 is passed; and (c) any subsequent bonus issue, consolidation or subdivision of shares.
- 2 Resolution 8 proposed in item 7 above, if passed, will empower the Company to purchase or otherwise acquire issued Shares by way of Market Purchases or Off-Market Purchases, in accordance with the terms and conditions set out in the Appendix to this notice of annual general meeting.  
Please refer to the Appendix to this notice of annual general meeting of the Company for additional information in relation to the Proposed renewal of the Share Purchase Mandate.
- 3 Resolution 9 proposed in item 8 above, if passed, will result in the consolidation of every three (3) ordinary shares in the capital of the Company as at the Book Closure Date to be determined by the directors into one (1) ordinary share with effect from the Market Day immediately following the Book Closure Date, fractional entitlements to be disregarded.  
Please refer to the Appendix to this notice of annual general meeting of the Company for additional information in relation to the Proposed Share Consolidation.

**Notes**

- (i) The Chairman of the annual general meeting will be exercising his right under Article 68 of the Articles of Association of the Company to demand a poll in respect of the resolutions to be put to the vote of members at the annual general meeting and at any adjournment thereof. Accordingly, the resolutions at the annual general meeting will be voted on by way of a poll.
- (ii) A member of the Company entitled to attend and vote at this general meeting may appoint not more than two proxies to attend and vote on his behalf.
- (iii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iv) If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be lodged at the Company's Share Registrar Office, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, not less than 48 hours before the time appointed for holding this 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 (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 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) 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.