

Date: 12 January 2018

To: Uniseraya Holdings Pte Ltd

8 Temasek Boulevard  
#25-03 Suntec Tower 3  
Singapore 038988

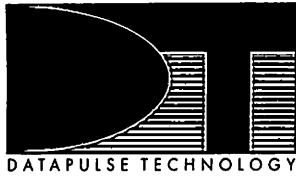
Ng Bie Tjin @ Djuniarti Intan

8 Temasek Boulevard  
#25-03 Suntec Tower 3  
Singapore 038988

To the Directors of Uniseraya Holdings Pte Ltd and Ms. Ng Bie Tjin @ Djuniarti Intan,

**DATAPULSE TECHNOLOGY LIMITED ("COMPANY")**  
**REQUISITION NOTICE DATED 26 DECEMBER 2017 ("REQUISITION NOTICE")**

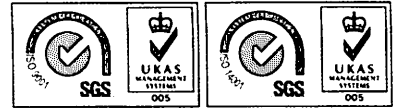
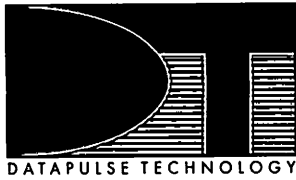
1. We refer to your letter of 10 January 2018.
2. All capitalised terms used herein which are not defined shall bear the same meanings ascribed to them in the Company's announcement of 8 January 2018.
3. In relation to your paragraph 3, we wish to clarify that:
  - (i) the Company is proceeding to convene the Business Diversification EGM in line with its earlier stated intention to seek Shareholders' approval for the Proposed Business Diversification and regardless of the validity (or otherwise) of the Requisition Notice; and
  - (ii) whether the Company is obliged, and if so, the manner under or in which it may be obliged, to comply with its obligations, *inter alia*, under Section 176 of the Companies Act in relation to the Requisition Notice remains the subject of ongoing legal advice to be sought by the Company depending on, *inter alia*, the facts or circumstances or information available to the Company at the relevant time.
4. In relation to your paragraphs 4 and 5, the Board would stand by its view that tabling the Requisitionists' Diversification Resolution together with the ordinary resolution(s) for the Proposed Business Diversification will merely serve to address the form and not the substance of the Requisitionists' Diversification Resolution and may introduce confusion for Shareholders:



- (i) The Company does have specific diversification proposals which it intends to put to Shareholders for approval at the Business Diversification EGM, namely the proposals to diversify the Company's core business to include the Proposed Consumer Business and the Proposed Investment Business.
- (ii) The Company will be providing such information and making such disclosures as necessary in the Circular to be despatched to Shareholders ("Business Diversification Circular"), including giving more information on, and elaborating on the nature and scope of the Proposed Consumer Business and the Proposed Investment Business, to enable Shareholders to consider the feasibility or viability of, or otherwise the rationale for the Proposed Business Diversification, and to vote accordingly on the same at the Business Diversification EGM.
- (iii) If Shareholders are persuaded of the feasibility or viability of, or otherwise the rationale for the Proposed Business Diversification, *inter alia*, from the information disclosed in the Business Diversification Circular, they may presumably vote in favour of the ordinary resolution(s) to approve the Proposed Business Diversification at the Business Diversification EGM, and if they do not vote in favour of the same, it may be likely, for instance, that they too feel that there may not have been sufficient feasibility studies done or information given in relation to the Proposed Business Diversification, in which case the Company will have to re-consider providing such information and/or other options for its business plans.
- (iv) As for the view that the Company is not entitled to seek or "blanket approval" or a "general mandate" to carry out a diversification on prescribed terms as approved by Shareholders, this seems to run contrary to what is permitted under the listing rules and market practice.

As long as Shareholders give the mandate for the Company to expand its core business(es) into certain approved new business(es), the Board and the Management would be empowered to carry on such new core business(es) as part of the ordinary course of business of the Company without having to seek further Shareholders' approval for the same, as long as there is no significant change of risk profile of the Company or the Group.

To conclude, the Board is of the view that the current and immediate priority is for the Company to consider viable alternatives of diversifying from its Existing Business, *inter alia*, given the limited prospects for profitability and/or growth of the Existing Business, and putting the Requisitionists' Diversification Resolution to Shareholders may not be helpful in terms of achieving that objective.



5. In relation to your paragraph 6, as explained by the Company in its announcement of 8 January 2018, the Requisition EGM in relation to the Change of Board requires a notice period of 21 clear days while the Business Diversification EGM requires a notice period of only 14 clear days, and the Company has considered the possibility of convening the two meetings separately in order not to have the timing of the Business Diversification EGM held up or delayed by the timing of the Requisition EGM.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Michael Lee Kam Seng', with a horizontal line extending from the end of the signature.

For and on behalf of  
Datapulse Technology Limited  
Michael Lee Kam Seng  
Chief Financial Officer