

POWERMATIC DATA SYSTEMS LIMITED

Incorporated in The Republic Of Singapore
Company Registration No. 198900414E

NOTICE OF THIRTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fifth Annual General Meeting of **POWERMATIC DATA SYSTEMS LIMITED** (the "Company") will be held on Thursday, 25 July 2024 at 3.00 p.m. at Ta Payoh SAFRA Reef Room, Level 3, 293 Toa Payoh Lorong 6, Singapore 319387 to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a final ordinary one-tier tax exempt dividend of Singapore 5 cents per ordinary share for the financial year ended 31 March 2024. (FY2023: Final one-tier tax exempt dividend of Singapore 5 cents per ordinary share). **(Resolution 2)**
- To declare a special one-tier tax exempt dividend of Singapore 5 cents per ordinary share for the financial year ended 31 March 2024. (FY2023: Special one-tier tax exempt dividend of Singapore 5 cents per ordinary share). **(Resolution 3)**
- To re-elect Mr David Tan Chao Hsiung as a Director of the Company retiring pursuant to Regulation 103 of the Constitution of the Company. **(Resolution 4)**
(See Explanatory Note (i))
- To note the retirement of Mr Cheng Heng Tan as a Director of the Company, who is retiring pursuant to Regulation 103 of the Constitution of the Company. Mr Cheng had indicated that he does not wish to seek for re-election at this Annual General Meeting. **(Resolution 4)**
(See Explanatory Note (ii))
- To approve the payment of Directors' Fees of S\$97,000 for the financial year ended 31 March 2024. (FY2023: S\$75,000). **(Resolution 5)**
- To re-appoint RSM SG Assurance LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares**
That pursuant to Section 161 of the Companies Act 1967 ("the Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:
 - issue shares in 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) 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 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 Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
 - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the 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 shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority 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 earlier. **(Resolution 7)**
(See Explanatory Note (iii))
- Authority to allot and issue shares under the Powermatic Data Systems Executives' Share Award Scheme**
That authority be and is hereby given to the Directors of the Company, to grant Awards in accordance with the Powermatic Data Systems Executives' Share Award Scheme and pursuant to Section 161 of the Companies Act, to allot and issue or deliver from time to time such number of new Shares required pursuant to the vesting of the Awards under the Powermatic Data Systems Executives' Share Award Scheme provided that the aggregate number of New Shares available under the Powermatic Data Systems Executives' Share Award Scheme, when added to all Shares, options or awards granted under any other share option scheme, share award scheme, or share incentive scheme adopted by the Company, including but not limited to the Powermatic Data Systems Executives' Share Award Scheme, shall not exceed 15% of the total issued capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the Date of Grant. **(Resolution 8)**

By Order of the Board

Wong Yoen Har
Company Secretary
Singapore, 5 July 2024

Explanatory Notes:

- At the end of the financial year ended 31 March 2024, Mr David Tan Chao Hsiung has served on the Board of Directors for more than 9 years from the date of his first appointment. At the conclusion of the Thirty-Fifth Annual General Meeting, Mr David Tan Chao Hsiung, will no longer be deemed as an independent director of the Company pursuant to Rule 21(0)(5)(d)(iv) of the Listing Manual of SGX-ST.
Mr David Tan Chao Hsiung will, upon re-election as a Director of the Company, redesignate as Non-Executive Non-Independent Director and will remain as a member of the Audit and Risk Management Committee, Nominating Committee and Remuneration Committee.
- Mr Cheng Heng Tan will, upon retirement as a Director of the Company at the conclusion of the Thirty-Fifth Annual General Meeting, relinquish as a member of the Audit and Risk Management Committee, Nominating Committee and Remuneration Committee of the Company.
- The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

- Members of the Company are invited to **attend physically** at the Annual General Meeting (the "Meeting"). **There will be no option for members to participate virtually.** The Annual Report 2024, Notice of Thirty-Fifth Annual General Meeting, Proxy Form and Request Form (to request hardcopy of the Annual Report 2024) will be made available to members by electronics means via publication on the Company's corporate website at the URL <https://powermatic.com.sg/> and are also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Printed copies of the Notice of Thirty-Fifth Annual General Meeting, the Proxy Form and the Request Form (to request hardcopy of the Annual Report 2024) will be sent to members via post. Members who wish to obtain a printed copy of the Annual Report 2024 should complete the Request Form and return it by post to the registered office address of the Company at 178 Paya Lebar Road, #05-05, Singapore 409030 or via email to agm2024@powermatic.com.sg **no later than 3.00 p.m. on 17 July 2024.**
- Members (including Central Provident Fund Investment Scheme investors ("CPF Investors") and/or Supplementary Retirement Scheme investors ("SRS Investors")) may participate in the Meeting by:
 - attending the Meeting in person;
 - raising questions at the Meeting or submitting questions in advance of the Meeting; and/or
 - voting at the Meeting:
 - themselves personally; or
 - through their duly appointed proxy(ies).A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Meeting. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named. A proxy need not be a member of the Company. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF or SRS investors should approach their respective relevant intermediary or CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the Meeting, by **5.00 p.m. on 15 July 2024.**
A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the 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 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 form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act:
 - a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- Duly completed and signed instrument appointing the proxy or proxies must either be submitted to the Company in the following manner:
 - if submitted by post, be lodged with the Company's registered office at 178 Paya Lebar Road, #05-05, Singapore 409030; or
 - if submitted electronically, be submitted via email to agm2024@powermatic.com.sg.
in either case, by 3.00 p.m. on 22 July 2024 (being not less than seventy-two (72) hours before the time appointed for the Meeting.A member who wishes to submit an instrument of proxy must first 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.
Members are strongly encouraged to submit completed proxy forms electronically via email to agm2024@powermatic.com.sg.
- Members may submit questions related to the resolutions to be tabled for approval at the Meeting in advance of the Meeting:
 - by post to the registered office address of the Company at 178 Paya Lebar Road, #05-05, Singapore 409030; or
 - by email to agm2024@powermatic.com.sg.
All questions for the Meeting must be submitted **by 3.00 p.m. on 13 July 2024.**The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from shareholders prior to the Meeting by publishing the responses to those questions on SGXNet and the Company's Corporate website at the URL: <https://powermatic.com.sg/> and are also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms **by 3.00 p.m. on 20 July 2024.**
The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the Meeting via SGXNet on SGX website and the Company's website within one (1) month from the date of the Meeting.

Personal data privacy:

By submitting an instrument appointing proxy or proxies to attend and vote at the 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 proxy or proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.
Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.