



**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-fourth annual general meeting of Datapulse Technology Limited (the "Company") will be held at Furama Riverfront, Venus 1, Level 3, 405 Havelock Road, Singapore 169633 on Tuesday, 18 November 2014 at 2.00 p.m. for the following purposes:—

**Ordinary Business**

- 1 To receive and adopt the audited accounts for the financial year ended 31 July 2014 together with the directors' and auditors' reports thereon. **(Resolution 1)**
- 2 To declare a final one-tier tax exempt dividend of 0.22 cent per share for the financial year ended 31 July 2014. **(Resolution 2)**
- 3 To approve the payment of directors' fees of S\$150,000 for the financial year ended 31 July 2014. (2013: S\$250,000) **(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 Ng Cheow Chye **(Resolution 4)**  
Note: Mr Ng Cheow Chye will upon re-election as a director of the Company, remain as a member of the nominating and remuneration committees. Key information on Mr Ng is set out on page 10 of the annual report.
  - (B) Mr Hilary Quah Lam Seng **(Resolution 5)**  
Note: Mr Hilary Quah Lam Seng will upon re-election as a director of the Company, remain as the chairman of the remuneration committee, a member of the audit and nominating committees, and be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Limited ("SGX-ST"). Key information on Mr Quah is set out on page 12 of the annual report.
- 5 To note the retirement of Mr Ng Leok Cheng pursuant to Article 100 of the Company's Articles of Association. Mr Ng will also cease to be a member of the remuneration committee.
- 6 To re-appoint KPMG LLP as auditors of the Company and to authorise the directors to fix their remuneration. **(Resolution 6)**

**Special Business**

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

"That pursuant to Section 161 of the Companies Act, Cap. 50 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:—
      - (i) new shares arising from the conversion or exercise of any convertible securities;
      - (ii) 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
      - (iii) 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 shareholders of the Company in general meeting."

[see Explanatory Note]

**(Resolution 7)**

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

By Order of the Board

**Ng Cheow Chye**

Deputy Chairman/CEO

Singapore

31 October 2014

**Explanatory Note:**

Resolution 7 proposed in item 7 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.

**Notes:**

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.