



NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting of **POWERMATIC DATA SYSTEMS LIMITED** (the "Company") will be held at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on Wednesday, 26 July 2023 at 2.00 p.m. 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 2023 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a final one-tier tax exempt dividend of Singapore 5 cents per ordinary share for the financial year ended 31 March 2023. (FY2022: Final ordinary 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 2023. (FY2022: Special one-tier tax exempt dividend of Singapore 5 cents per ordinary share). **(Resolution 3)**
- To re-elect Dr Lye Kin Mun as Director of the Company retiring pursuant to Regulation 103 of the Constitution of the Company. **(Resolution 4)**
Dr Lye Kin Mun will, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee and will be considered independent.
- To re-elect Ms Ang Bee Yan, Katherine as Director of the Company retiring pursuant to Regulation 103 of the Constitution of the Company. **(Resolution 5)**
Ms Ang Bee Yan, Katherine will, upon re-election as Director of the Company, remain as Executive Director of the Company and will be considered non-independent.
- To re-elect Prof Cham Tao Soon as Director of the Company retiring pursuant to Regulation 107 of the Constitution of the Company. **(Resolution 6)**
Prof Cham Tao Soon will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee and will be considered independent.
- To approve the payment of Directors' Fees of S\$75,000 for the financial year ended 31 March 2023. (FY2022: S\$75,000). **(Resolution 7)**
- To re-appoint RSM Chio Lim LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
- 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 resolution as Ordinary Resolution, with or without any modifications:

10. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, 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

- (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.

[See Explanatory Notes]

(Resolution 9)

By Order of the Board
Wong Yoen Har
Company Secretary
Singapore, 7 July 2023

Explanatory Notes:

The Ordinary Resolution 9, 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 2023, Notice of Annual General Meeting, Proxy Form (the "Reports") will be sent to members. The Reports will also be made available to members by electronic means via publication on the Company's corporate website <https://powermatic.com.sg/> and is also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 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.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), 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 14 July 2023**.

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 1967 of Singapore:

- 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.
- A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the Chairman of the Meeting will vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the AGM and at any adjournment thereof.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

- Duly completed and signed instrument appointing the proxy or proxies or Chairman of the Meeting as proxy must either be submitted to the Company in the following manner:

- if submitted by post, be lodged with the Company's registered office at No. 9, Harrison Road, #05-01, Singapore 369651; or
- if submitted electronically, be submitted via email to agm2023@powermatic.com.sg.

in either case, by 2.00 p.m. on 23 July 2023 (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 agm2023@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 No. 9, Harrison Road, #05-01, Singapore 369651; or
- by email to agm2023@powermatic.com.sg.

All questions for the Meeting must be submitted **by 2.00 p.m. on 15 July 2023**.

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 website at the URL <https://powermatic.com.sg/>, at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms **by 2.00 p.m. on 21 July 2023**.

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(ies) or the Chairman of the Meeting as proxy to attend, speak 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(ies) or the Chairman of the Meeting as proxy 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.