

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company will be held at Metropolitan YMCA, 60 Stevens Road, Singapore 257854 on **Wednesday, 22 November 2023 at 3.00 p.m.** for the purpose of transacting the following businesses:

## ORDINARY BUSINESS

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| 1. To receive and adopt the directors’ statement and the audited financial statements for the financial year ended 31 July 2023, together with the auditor’s report thereon. | <b>Resolution 1</b> |
| 2. To approve the payment of additional Directors’ Fees of S\$4,000 for the financial year ended 31 July 2023 (previous approved amount S\$146,000).                         | <b>Resolution 2</b> |
| 3. To approve the payment of Directors’ Fees of S\$156,000 for the financial year ending 31 July 2024, payable quarterly in arrears.   | <b>Resolution 3</b> |
| 4. To re-elect Mr Ang Kong Meng who is retiring pursuant to Regulation 105 of the Company’s Constitution.<br><br><i>(See Explanatory Note 1)</i>                             | <b>Resolution 4</b> |
| 5. To re-elect Mr Hor Siew Fu who is retiring pursuant to Regulation 105 of the Company’s Constitution.<br><br><i>(See Explanatory Note 2)</i>                               | <b>Resolution 5</b> |
| 6. To re-elect Ms Yap Ming Choo who is retiring pursuant to Regulation 105 of the Company’s Constitution.<br><br><i>(See Explanatory Note 3)</i>                             | <b>Resolution 6</b> |
| 7. To re-elect Mr Yuen Pei Lur, Perry who is retiring pursuant to Regulation 105 of the Company’s Constitution.<br><br><i>(See Explanatory Note 4)</i>                       | <b>Resolution 7</b> |
| 8. To re-appoint Messrs Mazars LLP as the Auditors of the Company and to authorise the directors to fix their remuneration.  | <b>Resolution 8</b> |
| 9. To transact any other ordinary business which may be properly transacted at an AGM.   |                     |

## SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

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|--|---------------------|
| 10. <b>Authority to allot and issue shares</b>   | <b>Resolution 9</b> |
| That pursuant to Section 161 of the Companies Act 1967 (the “ <b>Companies Act</b> ”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Limited (“ <b>SGX-ST</b> ”), authority be and is hereby given to the directors of the Company (the “ <b>Share Issue Mandate</b> ”) to: |                     |
| (A) (I) issue shares in the capital of the Company (“ <b>Shares</b> ”) whether by way of rights, bonus or otherwise; and/or  |                     |

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- (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, convertible securities or other Instruments convertible into Shares; and/or
  - (III) notwithstanding that such authority conferred by this resolution may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other capitalisation issues, 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) issue shares in pursuance of any Instrument made or granted by the directors of the Company pursuant to (A)(II) and/or (A)(III) above, notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time the Shares are to be issued,

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 fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (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 twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (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 percentage of total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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;

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- (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 Constitution of the Company as amended from time to time; 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.

*[See Explanatory Note 5]*

## 11. Proposed Renewal of Share Purchase Mandate

**Resolution 10**

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;

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- (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 (excluding treasury shares and subsidiary holdings, if any) 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 (being days on which the SGX-ST is open for trading in securities), 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.

*(See Explanatory Note 6)*

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12. **Authority to allot and issue shares under the Datapulse Technology Limited Employee Share Option Scheme (the “ESOS”)** **Resolution 11**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provisions of the ESOS rules and to allot and issue or deliver from time to time such number of new shares required pursuant to the exercise of the options under the ESOS (provided that the aggregate number of new shares available pursuant to the ESOS, the PSP (as defined below) and any other share-based incentives schemes or share plans of the Company (if any), shall not exceed 15% of the total number of issued shares of the Company excluding treasury shares and subsidiary holdings from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 Note 7)*

13. **Authority to allot and issue shares under the Datapulse Technology Limited Performance Share Plan (the “PSP”)** **Resolution 12**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be and are authorised to offer and grant awards in accordance with the PSP rules and 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 PSP (provided that the aggregate number of new shares available pursuant to the PSP, the ESOS and any other share-based incentive schemes or share plans of the Company (if any), shall not exceed 15% of the total number of issued shares of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 Note 8)*

By Order of the Board

**Yeo Sock Koon, Maggie**  
Company Secretary  
Singapore  
7 November 2023

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## Explanatory Notes:

1. Ordinary Resolution 4 – Mr Ang Kong Meng will, upon re-election as a Director of the Company, remain as the Chairman of the Board and a member of the Nominating and Remuneration Committees. Detailed information on Mr Ang Kong Meng can be found on page 56 of the annual report. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Ang Kong Meng and the other Directors of the Company, the Company or its substantial shareholders.
2. Ordinary Resolution 5 – Mr Hor Siew Fu will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. Detailed information on Mr Hor Siew Fu can be found on page 56 of the annual report. Mr Hor Siew Fu is considered by the Board to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Hor Siew Fu and the other Directors of the Company, the Company or its substantial shareholders.
3. Ordinary Resolution 6 – Ms Yap Ming Choo will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of Audit and Remuneration Committees. Detailed information on Ms Yap Ming Choo can be found on page 63 of the annual report. Ms Yap Ming Choo is considered by the Board to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Ms Yap Ming Choo and the other Directors of the Company, the Company or its substantial shareholders.
4. Ordinary Resolution 7 – Mr Yuen Pei Lur, Perry will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of Audit and Nominating Committees. Detailed information on Mr Yuen Pei Lur, Perry can be found on page 63 of the annual report. Mr Yuen Pei Lur, Perry is considered by the Board to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Yuen Pei Lur, Perry and the other Directors of the Company, the Company or its substantial shareholders.
5. Ordinary Resolution 9 proposed, if passed, will empower the directors of the Company to, from the date of the above annual 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, or the expiration of such other period as may be prescribed by the Companies Act 1967, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest, allot and issue Shares, to make or grant Instruments, and to issue Shares in pursuance of such Instruments for such purposes as they consider in the interests of the Company. The aggregate number of Shares that the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares to be issued other than on a pro rata basis shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution), to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution 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 is passed; and (c) any subsequent bonus issue, consolidation or subdivision of Shares.
6. Ordinary Resolution 10 proposed, 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 Addendum.  
  
Please refer to the Addendum for additional information in relation to the proposed renewal of the Share Purchase Mandate.
7. Ordinary Resolution 11 above, 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 offer and grant awards in accordance with the provisions of the ESOS.
8. Ordinary Resolution 12 above, 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 offer and grant awards in accordance with the provisions of the PSP.

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## Notes:

1. A printed copy of this notice of AGM (the “**Notice**”) will be sent to the members. Printed copy of the Company’s annual report (“**AR**”) will not be sent to members, instead, it will be sent to members by electronic means via publication on the Company’s website at the URL <http://www.datapulse.com.sg/> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members have the right to elect whether to receive the AR in physical copy by completing the Request Form sent together with the Notice. Please refer to and read the instructions set out in the Request Form carefully.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted by email, be received by the Company’s Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com)in either case, by 3:00 p.m. on 19 November 2023, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**Members are strongly encouraged to submit Proxy Form electronically via email.**

4. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 3.00 p.m. on 10 November 2023). CPF investors and/or SRS investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the AGM.
5. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
6. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
7. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this Meeting, but each proxy must be appointed to exercise the rights attached to a different share held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
8. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
10. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the AGM. If a member attends the AGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the AGM.

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## IMPORTANT INFORMATION

### 1. Attendance

The AGM is being convened and will be held physically (**“Physical Meeting”**).

### 2. Voting

Voting on the resolutions tabled at the AGM will be by poll in accordance with the Constitution of the Company.

### 3. Submission of Questions in Advance

Members may submit their questions in relation to the resolutions of the AGM by:

- (a) Email to [ir@datapulse.com.sg](mailto:ir@datapulse.com.sg); or
- (b) post to the Company’s registered office at 10 Anson Road, #13-10 International Plaza, Singapore 079903.

When submitting questions by post or via email, members should also provide the following details: (i) the member’s full name; (ii) the member’s email address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF/SRS and/or physical scrip), for verification purposes.

All questions must be submitted by 3.00 p.m. on 15 November 2023 (**“Cut-Off Time”**).

The Company will endeavour to address all substantial and relevant questions received from members by the Cut-Off Time and publish its response on the SGXNet at URL <https://www.sgx.com/securities/company-announcements> and at the Company’s website at URL <http://www.datapulse.com.sg/> not later than 3.00 p.m. on 17 November 2023. Where substantial and relevant questions are unable to be answered prior to the AGM, the Company will address them at the AGM.

Verified members and proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company’s website and the minutes will include the responses to the questions referred to above.

### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.