

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 42nd Annual General Meeting (the “**AGM**”) of Datapulse Technology Limited (the “**Company**”) will be held by way of electronic means on **Tuesday, 29 November 2022 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 2022 together with the auditor’s report thereon. | Resolution 1 |
| 2. | To approve the payment of directors’ fees of up to S\$146,000 for the financial year ending 31 July 2023, to be paid quarterly in arrears (2022: S\$200,000). | Resolution 2 |
| 3. | To re-elect Mr Yee Chia Hsing who is retiring pursuant to Article 105 of the Company’s Constitution. | Resolution 3 |

(See Explanatory Note 1)

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| 4. | To record the retirement of Mr Teo Choon Kow @ William Teo, who is retiring under Article 101 of the Company’s Constitution and who has decided not to seek for re-election and will retire at the conclusion of the AGM. |
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(See Explanatory Note 2)

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| 5. | To re-appoint Mazars LLP as the Auditors of the Company and to authorise the directors to fix their remuneration. | Resolution 4 |
| 6. | To transact any other business which may be properly transacted at an annual general meeting. | |

SPECIAL BUSINESS

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

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| 7. | 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 Limited (“ SGX-ST ”), authority be and is hereby given to the directors of the Company (the “ Share Issue Mandate ”) to: | Resolution 5 |
| | (A) (i) issue shares in the capital of the Company (“ Shares ”) 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;

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- (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;
- (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 3]

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8. That:

Resolution 6

- (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;
 - (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;

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(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 4)

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9. That:

Resolution 7

- (A) authority be and is hereby given for the Company, its subsidiaries and associated companies (if any) which fall within the definition of “entities at risk” under Chapter 9 of the Listing Manual of the SGX-ST or any of them to enter into any transaction falling within the categories of interested person transactions set out in the addendum to this notice of annual general meeting (“**Addendum**”), with any party who is of the class or classes of interested persons described in the Addendum, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Addendum (such shareholders’ general mandate hereinafter called the “**Shareholders’ Mandate**”);
- (B) the Shareholders’ Mandate 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;
- (C) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST, which may be prescribed by the SGX-ST from time to time; and
- (D) the directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to these resolutions and the Shareholders’ Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

(See Explanatory Note 5)

By Order of the Board

Lau Yin Whai
Company Secretary
Singapore
14 November 2022

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Explanatory Notes:

1. Ordinary Resolution 3 – Mr Yee Chia Hsing (“**Mr Yee**”) will upon re-election, continue to serve as the Executive Director of the Company. Detailed information on Mr Yee is set out on page 60 to 63 of this Annual Report. There are no relationships (including immediate family relationships) between Mr Yee and the other Directors of the Company, the Company or its substantial shareholders.
2. Mr Teo Choon Kow @ William Teo (“**Mr Teo**”) will retire as a Director of the Company following the conclusion of the AGM and concurrently relinquish his positions as Lead Independent Director, Chairman of the Audit Committee and a member of Nominating and Remuneration Committees.
3. Ordinary Resolution 5 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 6 is passed; and (c) any subsequent bonus issue, consolidation or subdivision of Shares.
4. Ordinary Resolution 6 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.

5. Ordinary Resolution 7 proposed, if passed, will allow the Company, and its subsidiaries and associated companies or any of them 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, enter into interested person transactions (details of which are set out in the Addendum).

Notes:

1. The AGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this notice of AGM (the “**Notice**”) and the Company’s annual report (“**AR**”) will not be sent to members. Instead, this Notice and AR 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 SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Registration to attend Live AGM webcast**
 - (a) All members as well as investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to follow the proceedings of the AGM through the Live AGM webcast must pre-register online at the URL <https://registration.ryt-poll.com/home/index/dp-agm-egm> (“**Pre-registration**”) for verification purposes. The website will be open for pre-registration from 3.00 p.m. on 14 November 2022 and will close at 3.00 p.m. on 26 November 2022 (the “**Registration Deadline**”).

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- (b) All members who hold shares through CPF/SRS must inform their respective CPF Agent Banks or SRS Operators that they have registered for the Live AGM webcast and provide their CPF and/or SRS Operators with their registration details.
- (c) Following the verification, authenticated members will receive the login details to join the Live AGM webcast or telephone number to call for the audio feeds by 28 November 2022, 3.00 p.m. via the e-mail address provided at Pre-registration.
- (d) Members must not forward the login details to join the Live AGM webcast or telephone number to call for the audio feeds to other persons who is not a member of the Company and/or who is not authorised to attend the Live AGM webcast.
- (e) Members who register by the Registration Deadline but do not receive an email response by 28 November 2022, 3.00 p.m. may contact the Company via electronic mail to dp-agm-egm@ryt-poll.com.

4. **Proxy and 'live' voting**

- (a) As a precautionary measure due to the current COVID-19 situation in Singapore, members will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the AGM may vote "live" themselves or via their appointed proxy(ies) [excluding the Chairman of the AGM], or appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
- (b) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholder concerned to be represented by each proxy shall be specified in the instrument.
- (c) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form 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.
- (d) Shareholders who wish to exercise their voting rights at the AGM may:
 - (i) (where such shareholders are individuals) vote 'live' via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote 'live' via electronic means at the AGM on their behalf; or
 - (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.
- (e) Pre-register to vote 'live' at the AGM. Shareholders (including CPF and SRS investors) who wish to vote 'live' at the AGM must first pre-register at the pre-registration website at <https://registration.ryt-poll.com/home/index/dp-agm-egm>.
- (f) For CPF/SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM [i.e., by 17 November 2022], to ensure that their votes are submitted.
- (g) The proxy(ies), need not be a member of the Company.
- (h) The instrument appointing proxy or proxies must be submitted either (a) by post and deposited at the Company's Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #27-09 International Plaza, Singapore 079903; or (b) via email to dp-agm-egm@ryt-poll.com no later than 3.00 p.m. on 26 November 2022.
- (i) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

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- (j) In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

5. Submission of questions

- (a) Members will be able to ask questions during the Live AGM webcast. It is important for members to pre-register their participation in order to be able to submit their questions in advance and/or during the AGM.
- (b) Pre-register to ask substantial and relevant questions 'live' at the AGM. Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies) can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval 'live' at the AGM, by typing in and submitting their questions via the online platform hosting the audio-visual webcast and audio-only stream.
- (c) Shareholders (including CPF and SRS investors) who wish to ask question 'live' at the AGM must first pre-register at the pre-registration website at <https://registration.ryt-poll.com/home/index/dp-agm-egm>.
- (d) All members may also submit questions relating to the resolutions to be tabled at the AGM via electronic mail to dp-agm-egm@ryt-poll.com or via the webcast pre-registration website. All questions must be submitted within 7 calendar days from the date of this Notice of AGM, ie. by 21 November 2022, 3.00 p.m.
- (e) The Company will endeavor to address substantial and relevant questions received from members who are verifiable against the Depository Register or the Register of Members. The Company's responses to members' questions will be posted on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website by 24 November 2022, ie. not later than 48 hours before the closing date and time for the lodgement of the Proxy Forms.

Members should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET. Members are advised to check SGXNET and the Company's website regularly for any further updates.

Personal Data Privacy:

By (a) submitting an instrument appointing the proxy(ies) to attend, speak and vote at the AGM and/or at any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, 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 following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to members to the Live AGM webcast proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during sounds and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM and 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 such purpose.