LETTER TO SHAREHOLDERS

NERA TELECOMMUNICATIONS LTD

(the "**Company**")
Company Registration No.: 197802690R
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING TO BE HELD ON 27 APRIL 2021

1. **Background**

Nera Telecommunications Ltd (the "**Company**") refers to:

(a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;

(b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;

(c) the joint statement released by Accounting and Corporate Regulatory Authority ("**ACRA**"), the Monetary Authority of Singapore ("**MAS**") and Singapore Exchange Regulation ("**SGX Regco**") on 13 April 2020, providing additional guidance on the conduct of general meetings during the elevated safe distancing period; and

(d) the joint statement released by ACRA, MAS and SGX Regco on 1 October 2020, providing updated checklist to guide listed and non-listed entities on the conduct of general meetings arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations.

2. **Date, time and conduct of AGM**.

The Company is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means on Tuesday, 27 April 2021 at 1.00 pm.

The Company's Board Chairman, Ms Wong Su-Yen, will preside as Chairman of the AGM, and together with its Chief Executive Officer, Mr Beck Tong Hong, and Chief Financial Officer, Ms Jacqueline Tan, will conduct the proceeding of the AGM and address substantial, and relevant questions which shareholders have submitted in advance.

3. **Notice of AGM and proxy form**.

The Notice of AGM and accompanying proxy form will be sent to shareholders solely by electronic means via publication on SGXNet at the URL https://www2.sgx.com/securities/company-announcements and the Company's Investor Relations ("**IR**") website at the URL http://www.nera.net/publications.html. Printed copies of these documents will not be sent to shareholders.

4. **No personal attendance at AGM**.

Due to the current COVID-19 restriction orders in Singapore, **shareholders will not be able to attend the AGM in person**.

5. **Alternative arrangements for participation at the AGM**.

Shareholders may participate at the AGM by:

(a) observing and/or listening to the AGM proceeding via live audio-visual webcast or live audio-only stream;

(b) submitting questions in advance of the AGM; and/or

(c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the Appendix to this Letter.

6. **Persons who hold shares through relevant intermediaries**.

Persons who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50 of Singapore), excluding CPF and SRS investors, and who wish to participate in the AGM by:

(a) observing and/or listening to the AGM proceeding via live audio-visual webcast or live audio-only stream;

(b) submitting questions in advance of the AGM; and/or

(c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

CPF And SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF and SRS Operators to submit their votes by **15 April 2021** in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 72 hours before the time for holding the AGM.

7. **Annual Report 2020**.

The Annual Report 2020 has been published on the Company's IR website, and may be accessed at the URL http://www.nera.net/publications.html. If Shareholders wish to receive printed copies of the Annual Report 2020, please complete the Request Form and return it to Company's registered office at 109 Defu Lane 10, Singapore 539225, by post, no later than 15 April 2021. The printed copies will be mailed to Shareholders within 7 working days upon receiving Shareholder's request.

8. **Record and payment dates for final dividend**.

Subject to the approval of shareholders for the final dividend at the AGM to be convened and held on 27 April 2021, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 pm on 10 May 2021. Duly completed Registrable Transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 up to 5.00 pm on 10 May 2021 ("**Entitlement Date**") will be registered to determine shareholders' entitlements to the final dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 pm on the Entitlement Date will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 31 May 2021.

9. **Key dates/deadlines**.

In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
1 April 2021 (Thursday)	Shareholders may begin to pre-register at https://smartagm.sg/NeraTel2021 for live audio-visual webcast/live audio-only stream of the AGM proceeding.
5.00 pm on 15 April 2021 (Thursday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
1.00 pm on 22 April 2021 (Thursday)	Deadline for shareholders to submit questions in advance of the AGM.
1.00 pm on 24 April 2021 (Saturday)	Deadline for shareholders to: ● pre-register for live audio-visual webcast/live audio-only stream of the AGM proceeding; and ● submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.
12.00 noon on 26 April 2021 (Monday)	Authenticated shareholders will receive an email which will contain: (a) user ID and password details as well as the link to access the live audio-visual webcast; and (b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceeding (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by **12.00 noon on 26 April 2021**, but have registered by the 24 April 2021 deadline should contact the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, **at +65 6536 5355** (between 12.00 noon to 6.00 pm on 26 April 2021 and between 8.30 am to 10.00 am on 27 April 2021) or via email at NeratelAGM2021@boardroomlimited.com
Date and time of AGM - 1.00 pm on 27 April 2021 (Tuesday)	● Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceeding; or ● Call the toll-free telephone number in the Confirmation Email and key in the PIN code to access the live audio-only stream of the AGM proceeding.
5.00 pm on 10 May 2021 (Monday)	Record date for determining entitlements to final dividend, subject to shareholders' approval at the AGM.
31 May 2021 (Monday)	Payment date for final dividend, subject to shareholders' approval at the AGM.

10. **Further information**. For more information, shareholders can contact Investor Relations at the URL http://www.nera.net/ir-contact.html.

    Shareholders who observe the AGM proceedings are reminded that the AGM is private. Invitation to Shareholders to attend the AGM via audio-visual webcast and audio-only stream, shall not be forwarded to anyone who is not a Shareholder of Company or who is not authorised to attend the AGM.

    Recording of the AGM proceedings in whatever form is also strictly prohibited. The Company seeks Shareholders' patience and understanding during the AGM proceedings in the event of any technical disruptions.

As the COVID-19 situation continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice. **Shareholders are advised to check the Company's IR website at the URL** http://www.nera.net/latest-news.html **for the latest updates on the status of the AGM.**

The Company would like to thank all shareholders for their patience, understanding and cooperation.

ON BEHALF OF THE BOARD

Beck Tong Hong
Chief Executive Officer

Singapore, 5 April 2021

APPENDIX

STEPS FOR PRE-REGISTRATION, PRE-SUBMISSION OF QUESTIONS AND VOTING AT THE AGM

Shareholders will be able to observe and/or listen to the AGM proceeding through a live audio-video webcast using their mobile phones, tablets or computers, or live audio-only stream by calling a toll free telephone number, submit questions in advance of the AGM and/or vote by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	**Pre-registration**	**Shareholders must pre-register at the pre-registration website at https://smartagm.sg/NeraTel2021 from 1 April 2021 up to 1.00 pm on 24 April 2021 to enable the Company to verify their status as shareholders.** Following the verification, authenticated shareholders will receive an email by **12.00 noon on 26 April 2021**. The email will contain: (a) user ID and password details as well as the link to access the live audio-visual webcast; and (b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceeding (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by **12.00 noon on 26 April 2021**, but have registered by the 24 April 2021 deadline should contact the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd **at +65 6536 5355** (between 12.00 noon to 6.00 pm on 26 April 2021 and between 8.30 am to 10.00 am on 27 April 2021) or via email at NeratelAGM2021@boardroomlimited.com
2.	**Submit questions in advance**	**Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.** **Submission of questions**. Shareholders, including CPF and SRS investors can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner: (a) **Via the pre-registration website** at https://smartagm.sg/NeraTel2021; (b) **By post** to the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or (c) **By email** to the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, at NeratelAGM2021@boardroomlimited.com When sending in their questions by post or email, shareholders are required to provide the Company with the following details to enable the Company to verify the shareholders' status: ● their full name; ● their address; and ● the manner in which they hold shares in the Company (e.g., via CDP, CPF or SRS). **Deadline to submit questions**. All questions must be submitted by **1.00 pm on 22 April 2021**.

No.	Steps	Details
		Addressing questions. The Company will endeavour to address all substantial and relevant questions received from shareholders during the AGM through live audio-visual webcast and live audio-only stream. However, as there may not be sufficient time to address all such questions during the AGM itself, the Company will publish its responses to those questions relevant to the AGM which it is unable to address during the AGM, on its IR website. **Minutes of AGM**. The Company will publish the minutes of the AGM on its IR website, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM respectively.
3.	**Submit proxy forms to vote**	**Appointment of Chairman of the AGM as proxy**. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceeding and wish to vote on the resolutions to be tabled for approval at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, respectively, in accordance with the instructions on the relevant proxy forms. **Specific voting instructions to be given**. Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. **Submission of proxy forms**. Proxy forms must be submitted in the following manner: (a) if submitted by post, be deposited with the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or (b) if submitted electronically, be submitted via email to the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, at NeratelAGM2021@boardroomlimited.com in either case, by **1.00 pm on 24 April 2021**. A shareholder who wishes to submit a proxy form must first download, 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. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.** CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by **5.00 pm on 15 April 2021.**