



## NERA TELECOMMUNICATIONS LTD

(Company Registration No. 197802690R)  
(Incorporated in Singapore with limited liability)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of NERA TELECOMMUNICATIONS LTD (the “**Company**”) will be held at 109 Defu Lane 10, Singapore 539225 on 29 April 2014 at 11.00 am (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 10.30 am on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

#### RESOLUTION 1: ORDINARY RESOLUTION

THAT:

- (a) a new share incentive plan known as the “Nera Telecommunications Performance Share Plan 2014” (the “**Neratel PSP 2014**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards (“**Awards**”) of fully paid-up Shares, their equivalent cash value (where applicable) or combinations thereof (where applicable) will be granted, free of payment, to selected employees of the Company and its subsidiaries (including any executive director of the Company and/or its subsidiaries) and selected employees of an associated company (including any executive director of such associated company), details of which are set out in the Circular, be and is hereby approved and adopted;
- (b) a committee comprising directors of the Company and, occasionally a nominee of the Company’s parent company from time to time, be and are hereby authorised:
  - (i) to establish and administer the Neratel PSP 2014; and
  - (ii) to modify and/or alter the Neratel PSP 2014 at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the Neratel PSP 2014, and to do all acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Neratel PSP 2014; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Neratel PSP 2014 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of Awards under the Neratel PSP 2014, provided that the aggregate number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered or to be delivered pursuant to Awards granted under the Neratel PSP 2014 shall not exceed 10% of the total number of issued Shares (excluding treasury shares) from time to time.

#### BY ORDER OF THE BOARD

Tan Cher Liang  
Company Secretary

Singapore  
14 April 2014