

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pteris Global Limited will be held at 28 Quality Road, Singapore 618828 on 25 April 2014, Friday at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
2. To approve the proposed Directors' Fees of S\$248,000 (2012: S\$268,765) for the financial year ended 31 December 2013. **(Resolution 2)**
3. To re-appoint Mr. Low Kok Hua as Director under Section 153(6) of the Companies Act (Chapter 50). **(Resolution 3)**
Mr. Low Kok Hua is a Non-Executive Director of the Company. He will, upon re-appointment as a Director of the Company, remain as a member of the Information Technology Committee.
4. To re-elect Mr. Zheng Zuhua who is retiring under Article 117 of the Company's Articles of Association. **(Resolution 4)**
Mr. Zheng Zuhua is an Executive Director of the Company. Resolution 4, as set out above, if passed, will re-elect him as Director of the Company.
5. To re-appoint Mr. Robert Chew who is retiring under Article 107 of the Company's Articles of Association. **(Resolution 5)**
Mr. Robert Chew will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Resolution 5, as set out above, if passed, will re-elect him as Director of the Company. He will continue as a member of the Nomination & Remuneration Committee and the Audit & Risk Committee and the chairman of the Information Technology Committee.
6. To re-appoint Mr. Fong Heng Boo who is retiring under Article 107 of the Company's Articles of Association. **(Resolution 6)**
Mr. Fong Heng Boo will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Resolution 6, as set out above, if passed, will re-elect him as Director of the Company. He will continue to remain as the chairman of the Audit & Risk Committee.
7. To re-appoint Mr. Tan Tien Hin Winston who is retiring under Article 107 of the Company's Articles of Association. **(Resolution 7)**
Mr. Tan Tien Hin Winston is a Non-Executive Director of the Company. Resolution 7, as set out above, if passed, will re-elect him as Director of the Company. He will continue to remain as a member of the Nomination & Remuneration Committee.
8. To re-appoint Dr. Soon Kong Ann who is retiring under Article 107 of the Company's Articles of Association. **(Resolution 8)**
Dr. Soon Kong Ann is a Non-Executive Director of the Company. Resolution 8, as set out above, if passed, will re-elect him as Director of the Company. He will continue to remain as a member of the Audit & Risk Committee.
9. To re-appoint KPMG LLP as auditors of the Company until the next Annual General Meeting and to authorize the Directors to fix their remuneration. **(Resolution 9)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

10. Authority to allot and issue shares
That, pursuant to Section 161 of the Companies Act, Cap. 50 and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue:
 - (i) shares in the capital of the Company ("**shares**"); or
 - (ii) convertible securities; or
 - (iii) additional convertible securities issued pursuant to adjustments; or
 - (iv) shares arising from the conversion of the securities in (ii) and (iii) above,(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force), provided that:
 - 1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**") provided that the aggregate number of shares (including shares to be issued in pursuance of convertible shares made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis does not exceed twenty per cent (20%) of the total number of issued shares;
 - 2) (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 (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
 - 3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - 4) (unless revoked or varied by the Company in General Meeting), the authority conferred by this Resolution 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 the earlier. **(Resolution 10)**
(See Explanatory Note 1)
11. Authority to offer and grant options under the rules of The Inter-Roller Share Option Scheme 2001 (the "**Scheme**")
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorized and empowered to offer and grant options under the rules of the Scheme and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the Scheme, and that such shares may be issued notwithstanding this authority has ceased to be in force so long as the shares are issued pursuant to an offer or grant of options made while this authority was in force, provided always that the aggregate number of shares to be issued under this Scheme shall not exceed fifteen per cent (15%) of the issued shares in the capital of the Company excluding treasury shares for the time being. **(Resolution 11)**
(See Explanatory Note 2)

ANY OTHER BUSINESS

12. To transact any other business as may be transacted at an Annual General Meeting.

By Order of The Board

Ong Beng Hong/Tan Swee Gek
Company Secretaries

Singapore
10 April 2014

Explanatory Notes

1. The Ordinary Resolution 10 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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, or convertible securities and to issue shares pursuant to such convertible securities, up to a number not exceeding, in aggregate, fifty per cent (50%) of the total number of Issued Shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent (20%) of the total number of Issued Shares may be issued other than on a pro-rata basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution 10 is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution 9 is passed and any subsequent consolidation or subdivision of shares.
2. Ordinary Resolution 11 above, if passed, will empower the Directors of the Company to issue shares in the capital of the Company pursuant to the exercise of the options under the Scheme up to an amount in aggregate not exceeding fifteen per cent (15%) of the issued share capital of the Company excluding treasury shares for the time being.

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member.
2. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 28 Quality Road, Singapore 618828 not less than 48 hours before the time of the Meeting.