



PTERIS GLOBAL LIMITED
(Company Registration No. 197900230M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Pteris Global Limited (the “**Company**”) will be held at 28 Quality Road, Singapore 618828 on 23 July 2014 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary and special resolutions set out below.

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 24 June 2014 (the “**Circular**”).

ORDINARY RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION

That subject to and contingent upon the passing of Ordinary Resolutions 2, 3, 4, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM:

- every five (5) Pre-Consolidation Shares in the capital of the Company be consolidated into one (1) Post-Consolidation Share in the capital of the Company with effect from a date to be fixed by the Directors;
- any fraction of a Post-Consolidation Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of the Post-Consolidation Shares to which holders of the issued ordinary shares in the capital of the Company would otherwise be entitled to shall be aggregated and sold and the proceeds arising therefrom shall be retained for the benefit of the Company;
- for the Directors of the Company to be authorised to fix the Books Closure Date and the date on which the Shares will trade on Catalyst in board lots of 1,000 Post-Consolidation Shares in their absolute discretion as they deem fit; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF 70% EQUITY INTERESTS (THE “PROPOSED CIMC ACQUISITION”) IN SHENZHEN CIMC-TIANDA AIRPORT SUPPORT LTD (深圳中集天达空港设备有限公司) (“TIANDA”) FROM CHINA INTERNATIONAL MARINE CONTAINERS (HONG KONG) LTD (INDIRECTLY BY WAY OF THE ACQUISITION OF A 100% SHAREHOLDING INTEREST IN TECHMAN (HONG KONG) LIMITED)

That subject to and contingent upon the passing of Ordinary Resolutions 1, 3, 4, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM, approval be and is hereby given for:

- the Proposed CIMC Acquisition on the terms and conditions set out in the CIMC SPA;
- the Proposed CIMC Acquisition, pursuant to Chapter 10 of the Listing Manual of the SGX-ST, being a reverse takeover transaction; and
- the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Proposed CIMC Acquisition.

ORDINARY RESOLUTION 3: PROPOSED ALLOTMENT AND ISSUANCE OF THE CIMC AGGREGATE CONSIDERATION SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 4, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”):

- the Directors be hereby authorised to allot and issue up to 162,779,074 CIMC Aggregate Consideration Shares at the Issue Price to CIMC-HK (or its nominees) in satisfaction of the CIMC Consideration for the Proposed CIMC Acquisition; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 4: PROPOSED ALLOTMENT AND ISSUANCE OF THE CIMC ADDITIONAL SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act:

- the Directors be hereby authorised to allot and issue 37,047,372 CIMC Additional Shares for nil consideration to CIMC-HK (or its nominees); and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 5: THE PROPOSED ACQUISITION OF 30% EQUITY INTERESTS (THE “PROPOSED MANAGEMENT CO ACQUISITION”) IN TIANDA FROM SHENZHEN TGM LTD. (深圳市特哥盟科技有限公司)

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 6, 7, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM, approval be and is hereby given for:

- the Proposed Management Co Acquisition on the terms and conditions set out in the Management Co Agreements;
- the Proposed Management Co Acquisition, when taken together with the Proposed CIMC Acquisition, pursuant to Chapter 10 of the Listing Manual of the SGX-ST, being a reverse takeover transaction; and
- the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Proposed Management Co Acquisition.

ORDINARY RESOLUTION 6: PROPOSED ALLOTMENT AND ISSUANCE OF THE MANAGEMENT CO AGGREGATE CONSIDERATION SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 5, 7, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act:

- the Directors be hereby authorised to allot and issue up to 69,762,458 Management Co Aggregate Consideration Shares at the Issue Price to the Management Co in satisfaction of the Management Co Consideration for the Proposed Management Co Acquisition; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 7: PROPOSED ALLOTMENT AND ISSUANCE OF THE MANAGEMENT CO ADDITIONAL SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 5, 6, 8, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act:

- the Directors be hereby authorised to allot and issue 15,877,445 Management Co Additional Shares for nil consideration to the Management Co; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 8: PROPOSED ALLOTMENT AND ISSUANCE OF THE AM CONVERSION SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 9, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act:

- the Directors be hereby authorised to allot and issue 1,846,153 AM Conversion Shares at the Issue Price to CIMC-HK (or its nominee) pursuant to a conversion of the Advanced Monies; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 9: PROPOSED ALLOTMENT AND ISSUANCE OF THE CANACCORD SHARES

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 8, 10, 11 and 12, and Special Resolution 1 in this Notice of EGM and pursuant to Section 161 of the Companies Act;

- the Directors be hereby authorised to allot and issue up to 1,100,000 Canaccord Shares to Canaccord Genuity in satisfaction of the Canaccord Shares Amount; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

ORDINARY RESOLUTION 10: PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 8, 9, 11 and 12, and Special Resolution 1 in this Notice of EGM, the shareholders of the Company (“**Shareholders**”) other than the Vendors Concert Party Group hereby resolve, on a poll, unconditionally and irrevocably to waive their rights to receive a mandatory general offer in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers from the Vendors Concert Party Group for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Vendors Concert Party Group as a result of the allotment and issuance of the CIMC Aggregate Consideration Shares, the CIMC Additional Shares and the AM Conversion Shares to CIMC-HK (or its nominees) and the Management Co Aggregate Consideration Shares and the Management Co Additional Shares to the Management Co.

ORDINARY RESOLUTION 11: PROPOSED APPOINTMENT OF MR. LI YINHUI AS DIRECTOR OF THE ENLARGED GROUP

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 8, 9, 10 and 12, and Special Resolution 1 in this Notice of EGM and the Proposed Acquisition Completion, Mr. Li Yinhui be and is hereby appointed as a Non-Executive Director of the Company with effect from the Proposed Acquisition Completion Date.

ORDINARY RESOLUTION 12: THE PROPOSED IPT MANDATE

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 8, 9, 10 and 11, and Special Resolution 1 in this Notice of EGM:

- that approval be and is hereby given for the Company and its subsidiaries or any of them to enter into any of the transactions falling within the categories of interested person transactions described in Section 12.5 of the Circular with any party who is of the class or classes of interested persons described in Section 12.4 of the Circular in accordance with the guidelines and procedures for review and administration of the interested person transactions as described in Section 12.6 of the Circular (the “**Proposed IPT Mandate**”);
- that the Proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;
- that the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalyst Rules which may be prescribed by the SGX-ST from time to time; and
- that authority be and is hereby given to the directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient, necessary or in the interest of the Company to give effect to the Proposed IPT Mandate and/or this Resolution.

SPECIAL RESOLUTION 1: THE PROPOSED TRANSFER OF THE COMPANY FROM THE SGX-ST MAIN BOARD TO SGX-CATALIST

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4, 8, 9, 10, 11 and 12 in this Notice of EGM, approval be and is hereby given, pursuant to Rule 410(4) of the Catalyst Rules for the Company to transfer from the SGX-ST Main Board to the Catalyst.

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY

That approval be and is hereby given to the Company that the regulations contained in the new Articles of Association of the Company be adopted in substitution for, and to the exclusion of, the existing articles of Association of the Company.

By Order of the Board

LIM JOO BOON

Chairman

For and on behalf of the Board of Directors of

Pteris Global Limited

24 June 2014

Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- 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 forty-eight (48) hours before the time set for the EGM.