pteris Global

Member of the CIMC Group

PTERIS GLOBAL LIMITED

Registration No. 197900230M

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pteris Global Limited (the **"Company"**) will be held at 28 Quality Road, Singapore 618828, on 25 April 2016, Monday 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 of the Company for the financial year ended 31 December 2015 together with the Directors' Statement and Auditors' Report thereon. **(Resolution 1)**
2. To approve a final one-tier tax-exempt dividend of 1.00 Singapore cent per ordinary share in respect of the financial year ended 31 December 2015. **(Resolution 2)**
3. To approve the payment of Directors' fees of S$168,079 (2014: S$298,219) for the financial year ended 31 December 2015. **(Resolution 3)**
4. To re-elect Dr. Soon Kong Ann who is retiring under Article 109 of the Company's Constitution, as a Director of the Company. **(Resolution 4)**

   Dr. Soon Kong Ann is an Independent Director of the Company. Resolution 4, as set out above, if passed, will re-elect him as a Director of the Company. Detailed information on Dr. Soon Kong Ann can be found under the section entitled "Board of Directors" of the Company's Annual Report 2015.
5. To re-elect Mr. Zheng Zuhua who is retiring under Article 109 of the Company's Constitution, as a Director of the Company. **(Resolution 5)**

   Mr. Zheng Zuhua is an Executive Director of the Company. Resolution 5, as set out above, if passed, will re-elect him as a Director of the Company. Detailed information on Mr. Zheng Zuhua can be found under the section entitled "Board of Directors" of the Company's Annual Report 2015.
6. To re-elect Mr. Lee Dah Khang who is retiring under Article 116 of the Company's Constitution, as a Director of the Company. **(Resolution 6)**

   Mr. Lee Dah Khang is an Independent Director of the Company. Resolution 6, as set out above, if passed, will re-elect him as a Director of the Company. Detailed information on Mr. Lee Dah Khang can be found under the section entitled "Board of Directors" of the Company's Annual Report 2015.
7. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares

   That, pursuant to Section 161 of the Companies Act and Rule 806(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (**"Catalist Rules"**), authority be and is hereby given to the Directors of the Company to:

   (A) (a) allot and issue shares in the capital of the Company (**"shares"**) (whether by way of rights, bonus or otherwise); and/or

   (b) make or grant offers, agreements or options (collectively, **"Instruments"**) that may or would require shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures, convertible securities or other instruments convertible into shares, 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; and

   (B) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force)

   provided always that:

   (a) 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) shall not exceed one hundred per cent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);

   (b) (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 (a) above, the percentage of the total issued shares (excluding treasury 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 outstanding at the time this authority is given;

   (ii) (where applicable) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

   (iii) any subsequent bonus issue, consolidation or subdivision of shares;

   (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules 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 the Constitution for the time being of the Company; and

   (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in 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 the earlier.

   (Resolution 8)
   (See Explanatory Note 1)

9. To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:

   "That:

   (A) approval be and is hereby given, for the renewal of the mandate for the purpose of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions (as defined in the Appendix to the Annual Report, in relation to the Proposed Renewal of the IPT Mandate (the **"Appendix"**) and particulars of which are set out in the Appendix) in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Appendix;

   (B) such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier;

   (C) 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 to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and

   (D) the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution.

   (Resolution 9)
   (See Explanatory Note 2)

ANY OTHER BUSINESS

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

NOTICE IS ALSO HEREBY GIVEN that subject to shareholders' approval at the forthcoming annual general meeting of the Company to be convened on 25 April 2016 for the payment of a final one-tier tax-exempt dividend of 1.00 Singapore cent per ordinary share in respect of the financial year ended 31 December 2015, the Share Transfer Books and the Register of Members of Pteris Global Limited (the **"Company"**) will be closed from 5.00 p.m. on 3 May 2016, for the purpose of determining the shareholders' entitlements to the said final dividend.

Duly completed registrable transfers in respect of shares in the Company received by the close of business at 5.00 p.m. on 3 May 2016 by the Company's Share Registrar, KCK CorpServe Pte Ltd (333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721), will be registered to determine shareholders' entitlements to such dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares in the Company as at 5.00 p.m. on 3 May 2016 will be entitled to such dividend.

The Dividend will be paid on or about 10 May 2016.

By Order of The Board

Ong Beng Hong/Tan Swee Gek
Company Secretaries

Singapore
8 April 2016

Explanatory Notes

1. The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company from the date of this Annual General 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, one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to fifty per cent (50%) 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 8 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 8 is passed and any subsequent consolidation or subdivision of shares.
2. Ordinary Resolution 9 proposed under item 9 above relates to the renewal of a mandate originally given by shareholders to the Company on 23 July 2014, allowing the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into transactions with interested persons as defined in Chapter 9 of the Catalist Rules. Please refer to the Appendix dated 8 April 2016 for details.

Notes:

1. Save for a member who is a relevant intermediary as defined in Note 2, a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member.
2. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

   "Relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. 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 Annual General Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof or by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Soo Hsin Yu, Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.