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 28 April 2015, Tuesday 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 2014 together with the Directors' Report and Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$298,219 (2013: S$248,000) for the financial year ended 31 December 2014. **(Resolution 2)**

3. To re-elect Mr. Yu Yuqun, who is retiring under Article 109 of the Company's Articles of Association, as a Director of the Company. **(Resolution 3)**

   Mr. Yu Yuqun is a Non-Executive Director of the Company. Resolution 3, as set out above, if passed, will re-elect him as a Director of the Company. Detailed information on Mr. Yu Yuqun can be found under the section entitled "Board of Directors" of the Company's Annual Report 2014.

4. To re-elect Ms. Zeng Beihua who is retiring under Article 116 of the Company's Articles of Association, as a Director of the Company. **(Resolution 4)**

   Ms. Zeng Beihua is a Non-Executive Director of the Company. Resolution 4, as set out above, if passed, will re-elect her as a Director of the Company. Detailed information on Ms. Zeng Beihua can be found under the section entitled "Board of Directors" of the Company's Annual Report 2014.

5. To note the retirement of the following directors:
   (a) Mr. Low Kok Hua who will not be seeking re-appointment and whose position as a director shall become vacant at the conclusion of the Annual General Meeting under Section 153 of the Companies Act (Chapter 50) (the "**Companies Act**");
   (b) Mr. Robert Chew, a director retiring pursuant to Article 109 of the Articles of Association of the Company, who would not be seeking re-election;
   (c) Mr. Fong Heng Boo a director retiring pursuant to Article 109 of the Articles of Association of the Company, who would not be seeking re-election; and
   (d) Ms. Gan Siok Loon, a director retiring pursuant to Article 109 of the Articles of Association of the Company, who would not be seeking re-election.

   Upon the retirement of Mr. Low Kok Hua, he will relinquish his position as a member of the Nomination and Remuneration Committee, and a member of the Information Technology Committee.
   Upon the retirement of Mr. Robert Chew, he will relinquish his position as a member of the Nomination and Remuneration Committee, a member of the Audit & Risk Committee, and chairman of the Information Technology Committee.
   Upon the retirement of Mr. Fong Heng Boo, he will relinquish his position as chairman of the Audit & Risk Committee, and a member of the Nomination and Remuneration Committee.
   Upon the retirement of Ms. Gan Siok Loon, she will relinquish her position as chairperson of the Nomination and Remuneration Committee and as a member of the Audit & Risk Committee.

6. To re-appoint PWC LLP as auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

7. 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) (i) allot and issue shares in the capital of the Company ("**shares**") (whether by way of rights, bonus or otherwise); and/or
   (ii) 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 Articles of Association 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 6)**

   (See Explanatory Note 1)

8. 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, 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 (excluding treasury shares) in the capital of the Company for the time being. **(Resolution 7)**

   (See Explanatory Note 2)

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 & 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 8)**

   (See Explanatory Note 3)

ANY OTHER BUSINESS

10. 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
13 April 2015

Explanatory Notes

1. The Ordinary Resolution 6 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 6 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 6 is passed and any subsequent consolidation or subdivision of shares.
2. Ordinary Resolution 7 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.
3. Ordinary Resolution 8 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 13 April 2015 for details.

Notes:

1. 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. 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.
3. 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.

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 Alice Ng, Director and Head of Continuing Sponsorship, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.