NERA TELECOMMUNICATIONS LTD

(the "**Company**")

Company Registration No.: 197802690R

(Incorporated in the Republic of Singapore)

LETTER TO SHAREHOLDERS

ANNUAL GENERAL MEETING TO BE HELD ON 29 MAY 2020

1. **Background**

Nera Telecommunications Ltd (the "**Company**") refers to:

(a) its announcements dated 1 April 2020 and 7 April 2020 in relation to the waiver granted by both Accounting and Corporate Regulatory Authority ("**ACRA**") and Singapore Exchange Regulation ("**SGX Regco**") to allow the Company an extension of time of up to 29 June 2020 to comply with Rule 707(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited, in respect of holding the Company's annual general meeting ("**AGM**") for the financial year ended 31 December 2019;

(b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;

(c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and

(d) the joint statement released by the ACRA, the Monetary Authority of Singapore and SGX Regco on 13 April 2020, providing additional guidance on the conduct of general meetings during the elevated safe distancing period.

2. **Date, time and conduct of AGM**.

The Company is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means on Friday, 29 May 2020 at 2.30 pm.

The Company's Board Chairman, Ms Wong Su-Yen, will preside as Chairman of the AGM, and together with its Chief Executive Officer, Mr Beck Tong Hong, and Senior Financial Controller, Ms Jacqueline Tan, will conduct the proceeding of the AGM and address substantial, and relevant questions which shareholders have submitted in advance.

3. **Notice of AGM and proxy form**.

The Notice of AGM and accompanying proxy form will be sent to shareholders solely by electronic means via publication on SGXNet at the URL https://www2.sgx.com/securities/company-announcements and the Company's Investor Relations ("**IR**") website at the URL http://www.nera.net/publications.html. Printed copies of these documents will not be sent to shareholders.

4. **No personal attendance at AGM**.

Due to the current COVID-19 restriction orders in Singapore, **shareholders will not be able to attend the AGM in person**.

5. **Alternative arrangements for participation at the AGM**.

Shareholders may participate at the AGM by:

(a) observing and/or listening to the AGM proceeding via live audio-visual webcast or live audio-only stream;

(b) submitting questions in advance of the AGM; and/or

(c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the Appendix to this Letter.

6. **Persons who hold shares through relevant intermediaries**.

Persons who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:

(a) observing and/or listening to the AGM proceeding via live audio-visual webcast or live audio-only stream;

(b) submitting questions in advance of the AGM; and/or

(c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

7. **Annual Report 2019**.

The Annual Report 2019 has been published on the Company's IR website, and may be accessed at the URL http://www.nera.net/publications.html. If Shareholders wish to receive printed copies of the Annual Report 2019, please complete the Request Form and return it to Company's registered office at 109 Defu Lane 10, Singapore 539225, by post, no later than 20 May 2020. The printed copies will be mailed to Shareholders within 7 working days upon receiving Shareholder's request.

8. **Record and payment dates for final dividend**.

Subject to the approval of shareholders for the final dividend at the AGM to be convened and held on 29 May 2020, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 pm on 15 June 2020. Duly completed Registrable Transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 up to 5.00 pm on 15 June 2020 ("**Entitlement Date**") will be registered to determine shareholders' entitlements to the final dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 pm on the Entitlement Date will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 15 July 2020.

9. **Key dates/deadlines**.

In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
14 May 2020 (Thursday)	Shareholders may begin to pre-register at https://neratel.investorcentral.org/ for live audio-visual webcast/live audio-only stream of the AGM proceeding.
5.00 pm on 18 May 2020 (Monday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.

2.30 pm on 26 May 2020 (Tuesday)	Deadline for shareholders to: • pre-register for live audio-visual webcast/live audio-only stream of the AGM proceeding; • submit questions in advance of the AGM; and • submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.
2.30 pm on 26 May 2020 (Tuesday)	Deadline for shareholders to submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.
12.00 noon on 28 May 2020 (Thursday)	Authenticated shareholders will receive an email which will contain: (a) user ID and password details as well as the link to access the live audio-visual webcast; and (b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceeding (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by **12.00 noon on 28 May 2020**, but have registered by the 26 May 2020 deadline should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, **at +65 6236 3550 or +65 6236 3555** (between 12.00 noon to 6.00 pm on 28 May 2020 and between 8.30 am to 1.30 pm on 29 May 2020).
Date and time of AGM - 2.30 pm on 29 May 2020 (Friday)	• Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceeding; or • Call the toll-free telephone number in the Confirmation Email and key in the PIN code to access the live audio-only stream of the AGM proceeding.
5.00 pm on 15 June 2020 (Monday)	Record date for determining entitlements to final dividend, subject to shareholders' approval at the AGM.
15 July 2020 (Wednesday)	Payment date for final dividend, subject to shareholders' approval at the AGM.

11. **Further information**. For more information, shareholders can contact Investor Relations at the URL http://www.nera.net/ir-contact.html.

As the COVID-19 situation continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice. **Shareholders are advised to check the Company's IR website at the URL http://www.nera.net/latest-news.html for the latest updates on the status of the AGM.**

The Company would like to thank all shareholders for their patience, understanding and cooperation.

ON BEHALF OF THE BOARD

Beck Tong Hong
Chief Executive Officer
Singapore, 14 May 2020

APPENDIX
Steps for pre-registration, pre-submission of questions and voting at the AGM

Shareholders will be able to observe and/or listen to the AGM proceeding through a live audio-video webcast using their mobile phones, tablets or computers, or live audio-only stream by calling a toll free telephone number, submit questions in advance of the AGM and/or vote by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	**Pre-registration**	**Shareholders must pre-register at the pre-registration website at https://neratel.investorcentral.org/ from 14 May 2020 up to 2.30 pm on 26 May 2020 to enable the Company to verify their status as shareholders.** Following the verification, authenticated shareholders will receive an email by **12.00 noon on 28 May 2020**. The email will contain: (a) user ID and password details as well as the link to access the live audio-visual webcast; and (b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceeding (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by **12.00 noon on 28 May 2020**, but have registered by the 26 May 2020 deadline should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, **at +65 6236 3550 or +65 6236 3555** (between 12.00 noon to 6.00 pm on 28 May 2020 and between 8.30 am to 1.30 pm on 29 May 2020).
2.	**Submit questions in advance**	**Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.** **Submission of questions**. Shareholders can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner: (a) **Via the pre-registration website** at https://neratel.investorcentral.org/; (b) **By post** to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or (c) **By email** to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at agm2020.proxy@nera.net. When sending in their questions by post or email, shareholders are required to provide the Company with the following details to enable the Company to verify the shareholders' status: • their full name; • their address; and • the manner in which they hold shares in the Company (e.g., via CDP, CPF or SRS). **Deadline to submit questions**. All questions must be submitted by **2.30 pm on 26 May 2020**.

No.	Steps	Details
		Addressing questions. The Company will endeavour to address all substantial and relevant questions received from shareholders during the AGM through live audio-visual webcast and live audio-only stream. However, as there may not be sufficient time to address all such questions during the AGM itself, the Company will publish its responses to those questions relevant to the AGM which it is unable to address during the AGM, on its IR website**.** **Minutes of AGM**. The Company will publish the minutes of the AGM on its IR website, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM respectively.
3.	**Submit proxy forms to vote**	**Appointment of Chairman of the AGM as proxy**. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceeding and wish to vote on the resolutions to be tabled for approval at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, respectively, in accordance with the instructions on the relevant proxy forms. **Specific voting instructions to be given**. Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. **Submission of proxy forms**. Proxy forms must be submitted in the following manner: (a) if submitted by post, be deposited with the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898*;* or (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at agm2020.proxy@nera.net, in either case, by **2.30 pm on 26 May 2020**. A shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.** CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by **5.00 pm on 18 May 2020.**