PTERIS GLOBAL LIMITED

(Incorporated in Singapore on 25 January 1979)
(Company Registration Number 197900230M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held on 14 November 2014 at 9:00 a.m. at 28 Quality Road, Singapore 618828, for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution:

ORDINARY RESOLUTION – THE PROPOSED CHANGE OF AUDITORS

That:

(a) approval be and is hereby given for the appointment of PricewaterhouseCoopers LLP as auditors of the Company in place of KPMG LLP to hold office until the conclusion of the next Annual General Meeting of the Company, at such a fee and on such terms to be agreed between the Directors and PricewaterhouseCoopers LLP; and

(b) subject to the relevant laws and regulations, the Catalist Rules of the SGX-ST, Section B: Rules of Catalist, as may be amended, varied or supplemented from time to time, the Directors and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

Notes to Shareholders, pursuant to Rule 712(3) of the Catalist Rules:–

(a) KPMG LLP, the Company's current auditors for the financial year ended 31 December 2013, have confirmed that they are not aware of any professional reasons why PricewaterhouseCoopers LLP should not accept appointment as the new auditors of the Company.

(b) The Directors confirm that there were no disagreements with KPMG LLP on accounting treatments within the last 12 months from the date of this Circular.

(c) The Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company which has not been disclosed in this Circular.

(d) The reason for the Proposed Change of Auditors is to streamline and align its financial audit and reporting processes with its major shareholder. The Proposed Change of Auditors is not due to the dismissal of KPMG LLP, or due to KPMG LLP declining to stand for election.

(e) The Company is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PricewaterhouseCoopers LLP.

By Order of the Board

Tan Swee Gek
Company Secretary
30 October 2014

Notes:

1. Terms and expressions not defined herein but which are defined in the Circular shall have the same meanings when used herein.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than 2 proxies to attend and vote on his/her behalf, save that no such limit shall be imposed on the number of proxies appointed by members which are nominee companies. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at 28 Quality Road, Singapore 618828, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and to vote at the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is unable to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
4. A Depositor's name must appear on the Depository Register maintained by CDP as at 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and vote at the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
6. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof or by attending the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.

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