

**PTERIS GLOBAL LIMITED**  
(Incorporated in the Republic of Singapore)  
(Registration No. 197900230M)  
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**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Pteris Global Limited (the “Company”) will be held by way of electronic means, on 16 June 2021 at 2.00 p.m.

**Due to the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary) will not be able to attend the AGM in person. A member, including a relevant intermediary, entitled to vote at the AGM must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. Please refer to the section below on “IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19”.**

The AGM will be held 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 2019 together with the Directors’ Statement and Auditor’s Report thereon.  <p style="text-align:right">(Resolution 1)</p>
2.	To re-elect Mr Zheng Zuhua who is retiring under Article 109 of the Company’s Constitution, as a Director of the Company.  <p style="text-align:right">(Resolution 2)</p>
3.	To re-elect Mr Li Zhufeng who is retiring under Article 116 of the Company’s Constitution, as a Director of the Company.  <p style="text-align:right">(Resolution 3)</p>
4.	To re-elect Mr Daniel Goh Wee Hong who is retiring under Article 116 of the Company’s Constitution, as a Director of the Company.  <p style="text-align:right">(Resolution 4)</p>
5.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company until the next AGM and to authorise the Directors to fix their remuneration.  <p style="text-align:right">(Resolution 5)</p>

**AS SPECIAL BUSINESS**

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

6.	<p>Authority to allot and issue shares</p> <p>That, pursuant to Section 161 of the Companies Act (Cap. 50), authority be and is hereby given to the Directors of the Company to:</p> <p>(A) (a) allot and issue shares in the capital of the Company (“<b>shares</b>”) (whether by way of rights, bonus or otherwise); and/or</p> <p>(b) make or grant offers, agreements or options (collectively, “<b>Instruments</b>”) 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,</p> <p>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</p>
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	<p>(B) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) provided always that:</p> <p>(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 and subsidiary holdings) 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 and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);</p> <p>(b) 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 and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:</p> <p>(i) new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;</p> <p>(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; and</p> <p>(iii) any subsequent bonus issue, consolidation or subdivision of shares;</p> <p>(c) in exercising the authority conferred by this Resolution, the Company shall comply with all applicable legal requirements under the Companies Act (Cap.50) and the Constitution for the time being of the Company; and</p> <p>(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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.</p> <p style="text-align: right;">(Resolution 6) (See Explanatory Note 1)</p>
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#### ANY OTHER BUSINESS

7.	To transact any other business as may be transacted at an AGM.
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By Order of The Board

Zheng Zuhua  
Chairman

Singapore  
25 May 2021

## Explanatory Note:

1. The Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM 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 and subsidiary holdings) in the capital of the Company, of which up to fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 and subsidiary holdings) 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.

## Notes:

1. A member, including a relevant intermediary, entitled to vote at the AGM must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM.

“**Relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore 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) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, 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.
2. The instrument or form appointing the Chairman of the AGM as proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The instrument must be submitted not less than 48 hours before the time appointed for holding the AGM, in the manner specified in the section titled “**IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19**” below.
  3. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
  4. By pre-registering to attend the AGM and/or any adjournment thereof, submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, submitting any questions related to the resolutions to be tabled for approval at the AGM, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation, compilation and/or publication of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such 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.

## IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19

The AGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the Ordinary Resolutions, or to abstain from voting on the Ordinary Resolutions, to be tabled at the AGM.

This notice sets out the Company's arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance, addressing of substantial and relevant questions prior to or at the AGM and/or voting by appointing the Chairman of the AGM as proxy.

**In light of the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary) will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**

Members may participate at the AGM by following the steps set out below:

### 1. Registration for Live Webcast

Members will be able to follow the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "Live Webcast") via mobile phone, tablet, computer or any such electronic device.

To do so, a member must pre-register **by no later than 2.00 p.m. on 13 June 2021** ("Registration Deadline"), at the URL: <http://pjl.availeasemgdwebinar.com> for authentication of their status as members.

Members who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by 12.00 p.m. on 15 June 2021. Members who have registered by the Registration Deadline but have not received email instructions by 12.00 p.m. on 15 June 2021 may contact the Company at (65) 66631503 during office hours from 10.00 a.m. to 5.00 p.m., Monday to Friday.

Members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Cap. 50)) who wish to participate in the AGM should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

### 2. Members' Queries

Members will not be able to speak or ask questions during the Live Webcast. It is important to note that any questions must be submitted in advance of the AGM.

All questions must be submitted **by no later than 2.00 p.m. on 13 June 2021** to the Company:

- (a) by completion of the Q&A section on the pre-registration website at <http://pjl.availeasemgdwebinar.com>;
- (b) by email to [investor.relations@pterisglobal.com](mailto:investor.relations@pterisglobal.com); and
- (c) by post to Investor Relations, Pteris Global Limited, 28 Quality Road, Singapore 618828.

For verification purposes, when submitting any questions by post, members **MUST** provide the Company with their particulars (comprising: full name (for individuals) / company name (for corporations) as it appears on the Company's register of members, email address, contact number, NRIC / passport number / company registration number, the manner in which the member holds his/her/its shares in the Company (e.g. via a relevant intermediary) and number of shares held).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address the substantial and relevant queries, as determined by the Company, from members prior to the AGM via electronic means or at the AGM. Answers to such questions will be published on the Company's website within one (1) month from the conclusion of the AGM. The Company will publish the Minutes of the AGM on the Company's website within one (1) month from the conclusion of the AGM.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Cap. 50)) can submit their questions in relation to any resolution set out in the Notice of AGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents as soon as

possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

Please note that members will not be able to ask questions at the AGM "live" during the Live Webcast, and therefore it is important for members to submit their questions in advance of the AGM.

### 3. Proxy Voting

A member (including a relevant intermediary) will not be able to attend the AGM physically in person and will not be able to vote online on the resolution to be tabled for approval at the AGM. **If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.**

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

- (a) if in hard copy and sent personally or by post, the proxy form must be deposited at the Company's registered office at 28 Quality Road, Singapore 618828; or
- (b) if via email, the proxy form must be received by the Company by email at [investor.relations@pterisglobal.com](mailto:investor.relations@pterisglobal.com),

in any case **not less than 48 hours** before the time for holding the AGM and at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

**A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it personally or by post to the address provided above, or 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 members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Cap.50)) and wish to appoint the Chairman of the AGM as proxy, should approach their respective agents to submit their votes **2.00 p.m. on 7 June 2021**.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

**IMPORTANT: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company's website at the URL: <http://www.pterisglobal.com/home.html> for updates on the AGM.**