PTERIS GLOBAL LIMITED
Incorporated in the Republic of Singapore
(Company Registration No. 197900230M)

I. ACQUISITION OF 100% OF THE EQUITY INTERESTS IN SHENZHEN CIMC-TIANDA AIRPORT SUPPORT LTD FROM CHINA INTERNATIONAL MARINE CONTAINERS (HONG KONG) LTD AND SHENZHEN TGM LTD (THE "ACQUISITION")

- **ALLOTMENT AND ISSUANCE OF THE FOLLOWING TRANCHES OF SHARES TO SHARP VISION HOLDINGS LIMITED (THE WHOLLY OWNED SUBSIDIARY OF CIMC-HK):**

  (A) THE CIMC DEFERRED CONSIDERATION TRANCHE 2 SHARES
  (B) THE CIMC CRISPLANT SHARES
  (C) THE CIMC PROLONGATION CLAIMS SHARES

- **ALLOTMENT AND ISSUANCE OF THE FOLLOWING TRANCHES OF SHARES TO THE MANAGEMENT CO:**

  (A) THE MANAGEMENT CO DEFERRED CONSIDERATION TRANCHE 2 SHARES
  (B) THE MANAGEMENT CO CRISPLANT SHARES
  (C) THE MANAGEMENT CO PROLONGATION CLAIMS SHARES

II. ADJUSTMENT TO THE FINAL DIVIDEND PER SHARE AS RECOMMENDED BY THE BOARD

Unless otherwise defined, all capitalised terms herein shall bear the same meanings ascribed to them in the Circular (as defined herein).

1. INTRODUCTION

The Board of Directors (the "**Board**") of Pteris Group Limited (the "**Company**") refers to the Company's announcements dated 29 July 2013, 12 November 2013, 28 November 2013, 6 January 2014, 26 March 2014, 29 April 2014, 24 June 2014, 25 June 2014, 23 July 2014, 31 July 2014, 7 August 2014, 8 August 2014, 18 August 2014, 19 August 2014 and 20 August 2014, and the circular dated 24 June 2014 (the "**Circular**") in relation to, *inter alia*, the Proposed Transactions which were approved by the Shareholders at the extraordinary general meeting of the Company held on 23 July 2014.

2. ALLOTMENT AND ISSUANCE OF SHARES TO SHARP VISION HOLDINGS LIMITED AND THE MANAGEMENT CO

The Board is pleased to announce that the CIMC Deferred Consideration Tranche 2 Shares, the CIMC Crisplant Shares, the CIMC Prolongation Claims Shares, the Management Co Deferred Consideration Tranche 2 Shares, the Management Co Crisplant Shares, and the Management Co Prolongation Claims Shares (collectively, the "**Deferred Shares**") will be allotted and issued in due course.

The Circular sets out the various formulae and conditions for the allotment and issuance of the Deferred Shares ("**Agreed Formulae and Conditions**"). The aggregate number of Deferred Shares to be allotted and issued to each of SVHL and the Management Co, assuming the strict application of the Agreed Formulae and Conditions, as well as commercially agreed upon between the parties, are set out in the following table:

Name of Recipient	Number of Shares to be issued and allotted (Assuming strict application of the Agreed Formulae and Conditions) [A]	Number of Shares Issued and Allotted (Commercially agreed upon between the Parties) [B]	Difference [B] – [A]
SVHL	46,446,593	43,692,987	(2,753,606)
Management Co	19,905,681	18,725,564	(1,180,117)

Notwithstanding the Agreed Formulae and Conditions, the management and the Board has, after due consideration and in view of, *inter alia*, the final settlement of the Crisplant Arbitration and the closure of the Prolongation Claims, commercially negotiated and agreed with each of SVHL and the Management Co to the allotment and issuance of an aggregate of 62,418,551 Deferred Shares, which would be less than the aggregate number of shares to be issued to SVHL and the Management Co, assuming a strict application of the Agreed Formulae and Conditions. The Independent Directors of the Company are of the view that the aforementioned approach is not prejudicial to the Company and its minority Shareholders. The remaining Directors of the Company are interested in and have abstained from making any recommendation in respect of the Deferred Shares.

Further details on the total number of shares to be allotted and issued to each of SVHL and the Management Co are set out below:

Name of Recipient	Tranche of Shares	Number of Shares to be allotted and issued
SVHL	CIMC Deferred Consideration Tranche 2 Shares	23,153,846
	CIMC Crisplant Shares	16,688,065
	CIMC Prolongation Claims Shares	3,851,076
	Total	43,692,987
Management Co	Management Co Deferred Consideration Tranche 2 Shares	9,923,076
	Management Co Crisplant Shares	7,152,027
	Management Co Prolongation Claims Shares	1,650,461
	Total	18,725,564

Following the allotment and issue of the Deferred Shares, the total number of issued shares of the Company will increase from 322,947,152 ordinary shares to 385,365,703 ordinary shares. As of the date of this announcement, the Deferred Shares will represent approximately 16.2% of the enlarged issued and paid-up share capital of the Company.

The Deferred Shares will, upon issue and allotment, rank *pari passu* in all respects with the existing shares of the Company.

3. ADJUSTMENT TO THE FINAL DIVIDEND PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

The Company refers to page 15 of the announcement on its unaudited results for the financial year ended 31 December 2015 ("**FY2015**") which was issued on 29 February 2016 (the "**Announcement**").

The Board, having considered *inter alia*, the impending allotment and issue of the 62,418,551 Deferred Shares, working capital requirements of the Company and general business and operational conditions, has recommended a revised dividend per Share of 1.00 Singapore cents (the "**Revised Dividend Amount**"), which is lower than the initial dividend per Share of 1.19 Singapore cents as set out in the Announcement.

The Revised Dividend Amount will be subject to Shareholders' approval at the Company's forthcoming annual general meeting to be convened.

4. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, the announcement constitutes full and true disclosure of all material facts about the Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

By Order of the Board

Tan Swee Gek
Company Secretary

8 April 2016

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., 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 announcement.*

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

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) 6854 6160.