

**PTERIS GLOBAL LIMITED**  
Incorporated in the Republic of Singapore  
(UEN. No.: 197900230M)

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**UPDATE TO THE PROPOSED 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. (深圳市特哥盟科技有限公司)**

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*Unless otherwise defined, all capitalised terms herein shall bear the same meanings ascribed to them in the announcements released by Pteris Global Limited (the “Company”) on 29 July 2013 (the “CIMC SPA Announcement”), on 28 November 2013 (the “Proposed 100% Acquisition Announcement”), on 6 January 2014 (the “6 January 2014 Announcement”) and on 26 March 2014 (the “Additional Shares Announcement”).*

## **1 INTRODUCTION**

1.1 As previously announced, the Board of Directors (the “**Board**”) of the Company (together with its subsidiaries, the “**Group**”) had entered into the following agreements in relation to the proposed acquisition by the Company of 100% of the equity interests in Tianda:

- (a) In relation to the Proposed CIMC Acquisition,
  - (i) the CIMC SPA dated 29 July 2013;
  - (ii) the Side Letter with CIMC dated 6 January 2014; and
  - (iii) the CIMC Supplemental Deed dated 26 March 2014; and
- (b) In relation to the Proposed Management Co Acquisition,
  - (i) the Management Co SPA dated 28 November 2013;
  - (ii) the Share Issuance Agreement dated 28 November 2013;
  - (iii) the Share Issuance Agreement Supplemental Deed dated 26 March 2014; and
  - (iv) the Management Co SPA Clarification Letter dated 26 March 2014.

1.2 Further to, *inter alia*, the Additional Shares Announcement, the Board wishes to announce that, in connection with the amendment of the Management Co SPA, the Execution Formalities have been fulfilled and the Company had, on 11 April 2014, amended the principal terms of the Management Co SPA in the manner set out in paragraph 4 of the Additional Shares Announcement.

## **2 RESPONSIBILITY STATEMENT**

The Directors (including those who have been delegated supervision of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement (save for information relating to the Management Co) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Management Co SPA and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly

extracted from those sources and/or reproduced in this announcement in its proper form and context.

### **3 DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the Management Co SPA (as amended) will be made available for inspection by Shareholders during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement.

### **4 CAUTIONARY STATEMENT**

The Board would like to advise Shareholders that, although the Execution Formalities for the amendment of the Management Co SPA has been fulfilled, completion is subject to the conditions precedent being fulfilled and there is no certainty or assurance as at the date of this announcement that the Proposed Management Co Acquisition will be completed, or that no changes will be made to the terms thereof. Therefore, Shareholders are advised to exercise caution before making any decision in respect of their dealings in the Shares. Shareholders who are in any doubt as to the action they should take should consult their legal, financial, tax or other professional adviser. Further announcements will be made by the Company as and when appropriate.

By Order of the Board

Tan Swee Gek  
Company Secretary

29 April 2014

#### *Forward-Looking Statements*

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*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Directors, CIMC, the Management Co or Canaccord guarantees any future performance or event.*