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

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

- **COMPLETION OF THE PROPOSED ACQUISITION;**

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

  (A) THE CIMC CONSIDERATION SHARES;
  (B) THE AM CONVERSION SHARES;
  (C) THE CIMC DEFERRED CONSIDERATION TRANCHE 1 SHARES;
  (D) THE CIMC ADDITIONAL SHARES;

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

  (A) THE MANAGEMENT CO CONSIDERATION SHARES;
  (B) THE MANAGEMENT CO DEFERRED CONSIDERATION TRANCHE 1 SHARES;
  (C) THE MANAGEMENT CO ADDITIONAL SHARES; AND

- **ALLOTMENT AND ISSUE OF THE CANACCORD SHARES TO CANACCORD GENUITY; AND**

- **EFFECTIVE DATE OF LISTING TRANSFER FROM THE MAINBOARD OF THE SGX-ST TO CATALIST.**

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 and 18 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. COMPLETION OF THE PROPOSED ACQUISITION

The Board of the Company is pleased to announce that all the conditions precedent to the CIMC SPA and the Management Co Share Issuance Agreement have been met, and accordingly, completion of the Proposed Acquisition ("**Completion**") has taken place on 19 August 2014 (the "**Completion Date**").

In relation to the Proposed CIMC Acquisition, the Company has obtained beneficial interest of the entire issued share capital of Techman (which owns 70% of Tianda) (the "**Techman Shares**") as at the Completion Date. Full legal interest in the Techman Shares shall be obtained upon completion of the stamp duty adjudication process in Hong Kong and the

payment of the appropriate stamp duty in relation thereto and the issuance of the new share certificate in respect of the Techman Shares in favour of the Company and the entry of the name of the Company in the register of members of Techman as the holder of the Techman Shares. The Company has been advised by its Hong Kong legal counsel that the payment of stamp duty is a procedural process. The Company will provide an update to its shareholders when the Company has obtained full legal interest in the Techman Shares.

In relation to the Proposed Management Co Acquisition, as at Completion, the Company has obtained legal and beneficial interest in the 30% equity interests in Tianda.

3. ALLOTMENT AND ISSUE OF SHARES IN CONNECTION WITH COMPLETION

The Board of the Company is pleased to announce that the CIMC Consideration Shares, the AM Conversion Shares, the CIMC Deferred Consideration Tranche 1 Shares, the CIMC Additional Shares, the Management Co Consideration Shares, the Management Co Deferred Consideration Tranche 1 Shares, the Management Co Additional Shares and the Canaccord Shares (collectively the "**Completion Tranche Shares**") have been allotted and issued on 19 August 2014.

Details on the total number of shares issued to each of SVHL, the Management Co and Canaccord Genuity and the issue price per share are set out below.

Name of Recipient	**Tranche of Shares**	**Number of Post Consolidated Shares Issued and Allotted**	**Issue Price Per Share (Post-Consolidated Basis) (S$)**
SVHL	CIMC Consideration Shares	107,692,307	0.65
	AM Conversion Shares	1,846,153	0.65
	CIMC Deferred Consideration Tranche 1 Shares	2,692,307	0.65
	CIMC Additional Shares	37,047,372	Nil
Management Co	Management Co Consideration Shares	46,153,846	0.65
	Management Co Deferred Consideration Tranche 1 Shares	1,153,846	0.65
	Management Co Additional Shares	15,877,445	Nil
Canaccord Genuity	Canaccord Shares	786,225	0.6995

Following the allotment and issue of the Completion Tranche Shares on 19 August 2014, the total number of issued shares of the Company has increased from 109,697,651 ordinary shares to 322,947,152 ordinary shares. As of the date of this announcement, the Completion Tranche Shares represent approximately 66.0 % of the enlarged issued and paid-up share capital of the Company.

The Completion Tranche Shares will rank *pari passu* in all respects with the existing shares of the Company.

4. EFFECTIVE DATE OF THE LISTING TRANSFER FROM THE MAINBOARD OF THE SGX-ST TO CATALIST

The Company is pleased to announce that the effective date of the Proposed Listing Transfer is 21 August 2014 ("**Effective Date**"). Trading of the Company's shares on Catalist is expected to commence at 9.00 a.m. on the Effective Date and the Company will comply with the Catalist Rules on an on-going basis.

The Board is also pleased to announce that Canaccord Genuity Singapore Pte. Ltd. has been appointed as the Company's sponsor.

5. 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 Proposed 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

19 August 2014

Forward-Looking Statements

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.