

DIALOGUE WITH SHAREHOLDERS REVERSE TAKEOVER (RTO)

July 14 2014

harmonyinmotion

- **Chairman's Introduction**
- **Rationale for the Proposed Acquisition**
- **Process to Date**
- **The Deal Structure**

INDEPENDENT AUDITORS' REPORT

Members of the Company

Pteris Global Limited

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 2 to the financial statements which indicates that the financial statements have been prepared on a going concern basis notwithstanding the continued net losses of \$29,685,000 for the current year. The net losses exceed the Group's net current assets at 31 December 2013 of \$6,629,000. The Company's remaining equity may not be sufficient to support its day-to-day operations.

Included in the Group's and Company's net current assets at 31 December 2013 is a revolving credit facility of \$52,000,000 ("Facility") that is required to support the Company's day-to-day operations. In connection with the Proposed Transaction (see Note 34 for details), China International Marine Containers (Group) Co., Ltd. ("CIMC") and China International Marine Containers (Hong Kong) Ltd ("CIMC-HK") had undertaken, as the Company's largest shareholders, to ensure that the Facility is fully repaid by the repayment date of November 2014. The written undertaking by CIMC-HK expires automatically when the Facility expires.

Source: Appendix A – IFA letter, pg. A-55

Conditions specified by “club deal” bankers ...

The Lenders have unanimously agreed to issue a waiver of Pteris' ongoing breach of the minimum TNW financial covenant, deemed effective as at 1 January 2014 to the earlier of the Reverse Takeover Effective Date or 31 Aug 2014 (being the date by which Pteris must ensure the Reverse Takeover Effective Date occurs as per Clause 20.17 of the Facility Agreement), but subject to the following:

- 1) as a condition precedent for this waiver to become effective – receipt by the banks of a scanned copy of the executed financial support undertaking provided by CIMC to Pteris; and
- 2) as an ongoing requirement for this waiver to remain effective – Pteris' board of directors to remain substantially unchanged until completion of the Reverse Takeover.

The Facility Agreement shall remain in full force and effect and the Lenders hereby reserve all their rights, powers or remedies they may have now or subsequently in connection with or arising from any other breaches under the Facility Agreement and any other Finance Document (other than the breach set out above).

Source: Appendix A – IFA letter, pg. A-53

In our shareholder dialog and AGM in April, we identified the following priorities ...



Rationale for the Proposed Acquisition



Rationale for the Proposed Acquisition

Receive Continued Financial Support

Recent Net Losses

FY12 - \$29.6m; FY13 - \$29.7m

Charlotte bond – US\$12.7m

Oklahoma bond – US\$7.9m

Revolving Credit Facility - \$52m

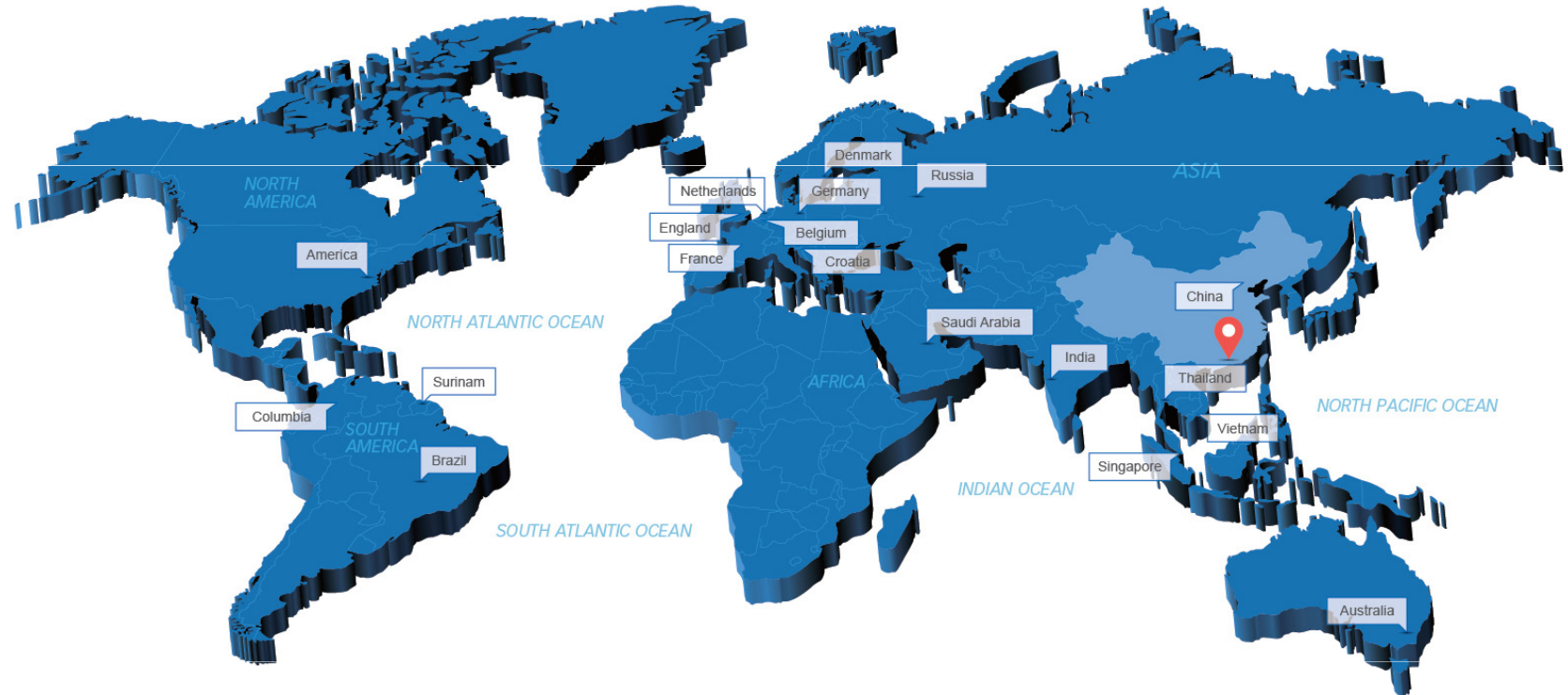
Trade Facility - \$38m

Significant doubt on company's
ability as Going Concern (2 Apr 2014)



Rationale for the Proposed Acquisition

Access CIMC's China and Global Network



200+ Subsidiaries
in over 20 countries
and territories

64000+ Employees including
6000 overseas

CIMC
Group

Rationale for the Proposed Acquisition

Increase Range of Products and Services

Passenger Boarding Bridge

Ground Support Equipment

Automated Parking System

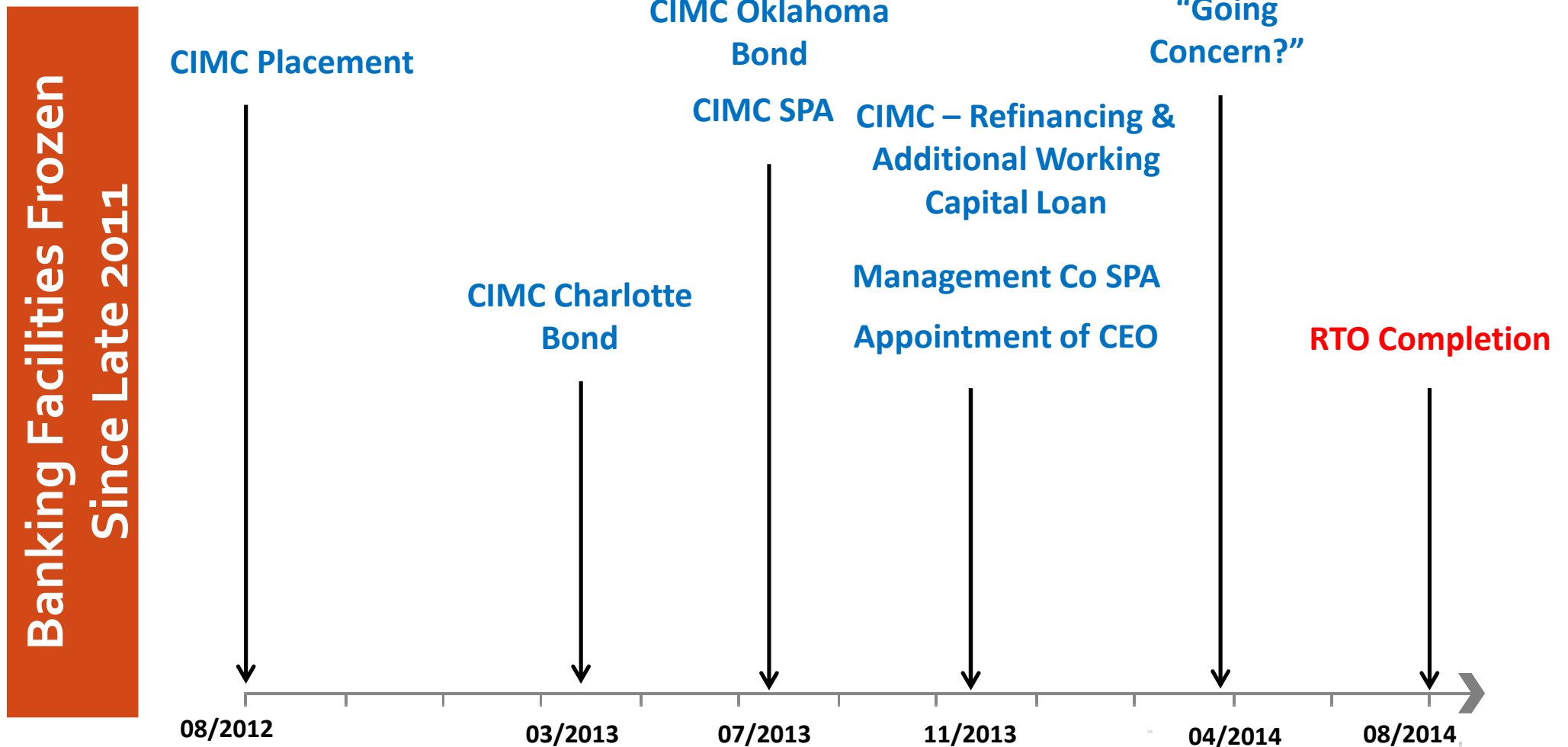
Material Handling System

Cargo Handling System



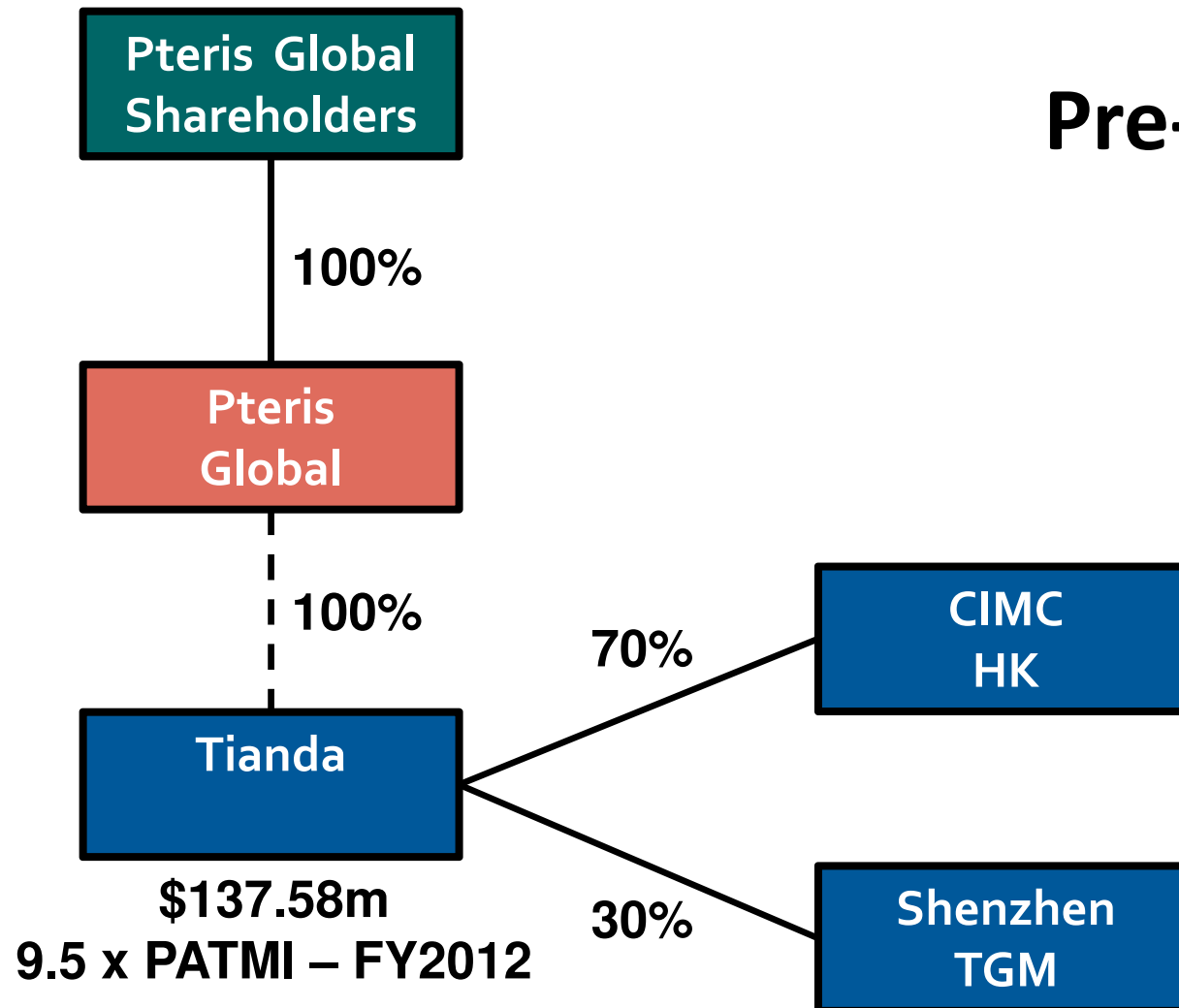
CIMC
TIANDA

Process to Date – Significant Events



- **Financial Adviser**
 - **Canaccord Genuity**
- **Auditor and Reporting Accountant**
 - **KPMG LLP**
- **Legal Adviser**
 - **Messrs. Lee & Lee**
 - **GFE Law Office (PRC Law)**
 - **Lu, Lai & Li (HK Law)**
 - **Taj – Societe d’avocats (French Law)**
- **Valuer**
 - **Jones Lang LaSalle Corporate Appraisal and Advisory**
- **Independent Financial Adviser**
 - **Asian Corporate Advisors (Whitewash)**
 - **Asiasons WFG Capital (IPT)**

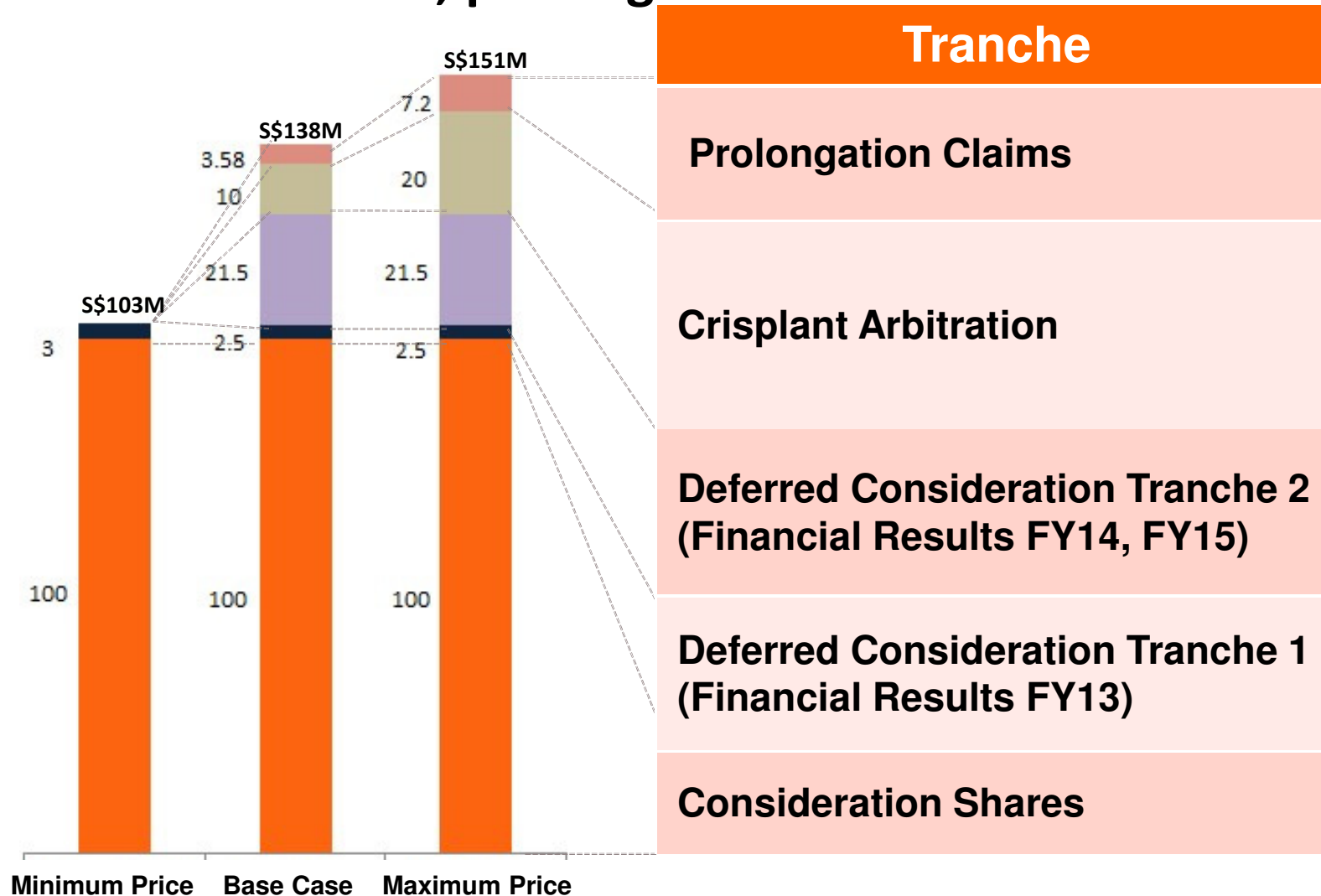
Pre-Deal



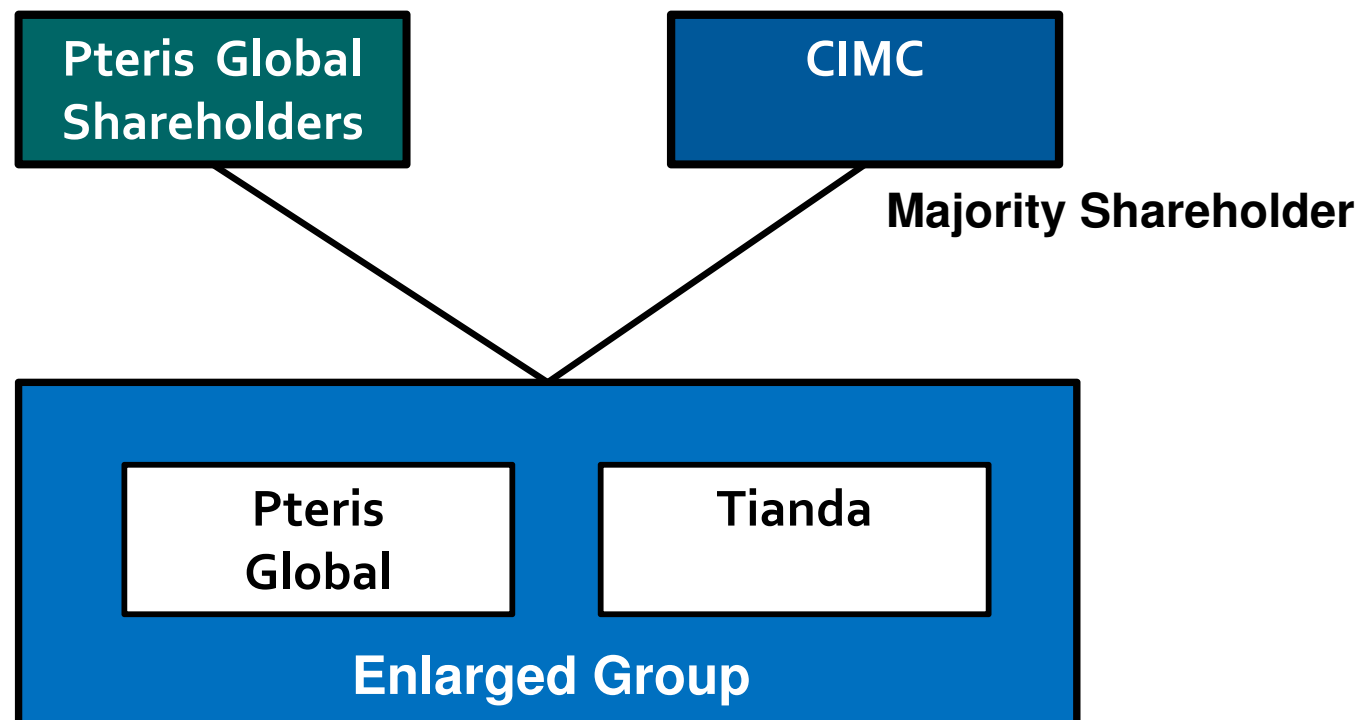
Our Shareholders' Interests have been taken into account:

- **Issuance Price \$0.13**
 - **Revalued NTA \$0.134**
 - **Revalued NTA based on forced sale value for building \$0.112**
 - **NTA may become negative in the event RTO is not approved**
- **Acquisition of Tianda at \$137.58m (9.5 x PATMI @ FY2012)**
 - **Valuation by Independent Valuer @ 31 Dec 2013 - \$197.59m**

Our Shareholders' Interests have been taken into account – deferred consideration, prolongation claims ...



Post-Deal



Thank You