

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

- LISTING AND QUOTATION NOTICE

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 and 23 July 2014 and the circular dated 24 June 2014 (the “**Circular**”) in relation to, *inter alia*, the Proposed Transactions which was approved by the Shareholders at the extraordinary general meeting of the Company held on 23 July 2014 (including, but not limited to, the acquisition of 100% of the equity interests in Tianda from CIMC-HK and the Management Co (the “**Acquisition**”)) (the “**RTO Transactions**”).

2. LISTING AND QUOTATION NOTICE

The Board is pleased to announce that the Company has, on 31 July 2014, received the listing and quotation notice from the SGX-ST (the “**L&Q Notice**”) in respect of the listing and quotation of up to 398,110,153 new ordinary Shares (the “**New Shares**”) in the capital of the Company on the Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) arising from the following:-

- (a) 109,697,651 Post-Consolidation Shares pursuant to the Proposed Share Consolidation;
- (b) up to 162,779,074 CIMC Aggregate Consideration Shares at the Issue Price to CIMC (or its nominees) in satisfaction of the CIMC Consideration for the Proposed CIMC Acquisition;
- (c) 37,047,372 CIMC Additional Shares for nil consideration to CIMC (or its nominees) pursuant to the Proposed CIMC Acquisition;
- (d) up to 69,762,458 Management Co Aggregate Consideration Shares at the Issue Price to the Management Co in satisfaction of the Management Co Consideration for the Proposed Management Co Acquisition;
- (e) 15,877,445 Management Co Additional Shares for nil consideration to the Management Co pursuant to the Proposed Management Co Acquisition;
- (f) 1,846,153 AM Conversion Shares at the Issue Price to CIMC (or its nominee) pursuant to a conversion of the amount advanced from CIMC to the Company for payment of professional fees in connection with the Acquisition; and
- (g) up to 1,100,000 Canaccord Shares at the Canaccord Shares Issue Price each to Canaccord Genuity in satisfaction of part of the advisory fees to be paid by the Company pursuant to a mandate entered into between the Company and Canaccord Genuity.

(collectively, the “**Proposed Share Issuance Transactions**”)

The listing and quotation of the New Shares is subject to the following conditions:

- (a) compliance with the Catalist Rules;
- (b) completion of the Acquisition; and
- (c) written undertaking from each of the Company’s directors in the form provided in the L&Q Notice and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Board after the Company’s listing.

Kindly note that the L&Q Notice is not to be taken as an indication of the merits of the Company, its subsidiaries, the Proposed Share Issuance Transactions and the New Shares.

The L&Q Notice is valid for three (3) calendar months from the date of the L&Q Notice and is subject to any changes to the SGX-ST’s policies and/or listing requirement. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the L&Q Notice at any time, in its sole and absolute discretion without giving any reasons for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

3 CAUTIONARY STATEMENT

Shareholders are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the RTO Transactions 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.

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

31 July 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.