APPENDIX DATED 13 APRIL 2015

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Appendix is circulated to Shareholders of Pteris Global Limited (the "**Company**") together with the Company's Annual Report. Its purpose is to explain to Shareholders the rationale for, and provide information relating to, the renewal of the IPT Mandate (as defined herein) at the Annual General Meeting to be held at 28 Quality Road, Singapore 618828 on 28 April 2015 (the "**Annual General Meeting**").

If you have sold or transferred all your ordinary shares in the capital of Company represented by physical share certificate(s), you should immediately forward this Appendix together with the Annual report and the accompanying Proxy Form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. (the "**Sponsor**"), 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 Appendix. This Appendix has not been examined or approved by the SGX-ST. The SGX-ST and the Sponsor assume no responsibility for the contents of this Appendix, including the correctness of any of the statements made, reports contained or opinions expressed in this Appendix. The contact person for the Sponsor is Ms. Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.

pteris Global

Member of the CIMC Group

Pteris Global Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197900230M)

APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE IPT MANDATE

This page has been intentionally left blank.

CONTENTS

DEFINITIONS 2

LETTER TO SHAREHOLDERS 5

1. INTRODUCTION 5

2. CHAPTER 9 OF THE CATALIST RULES 5

   2.1 Main terms used in Chapter 9 of the Catalist Rules

   2.2 Other terms used in this Appendix

   2.3 Materiality thresholds

3. THE PROPOSED RENEWAL OF THE IPT MANDATE 7

   3.1 Existing IPT Mandate

   3.2 Proposed Renewal of the IPT Mandate

4. THE PROPOSED IPT MANDATE 7

   4.1 Classes of Interested Person

   4.2 Scope and categories of Interested Person Transactions

   4.3 Rationale for the Proposed IPT Mandate

   4.4 Benefits of the Proposed IPT Mandate

5. REVIEW PROCEDURES FOR THE INTERESTED PERSON TRANSACTIONS 10

   5.1 All Interested Person Transactions

   5.2 General Transactions

   5.3 Treasury Transactions

6. VALIDITY PERIOD OF THE PROPOSED IPT MANDATE 14

7. DISCLOSURE TO SHAREHOLDERS 14

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS 15

   8.1 Interests of Directors

   8.2 Interests of Substantial Shareholders

9. ABSTENTION FROM VOTING 16

10. STATEMENT OF THE AUDIT AND RISK COMMITTEE 16

11. DIRECTORS' RECOMMENDATION 17

12. DIRECTORS' RESPONSIBILITY STATEMENT 17

13. DOCUMENTS AVAILABLE FOR INSPECTION 17

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

"2014 EGM"	:	Extraordinary general meeting of the Company held on 23 July 2014
"2015 AGM"	:	Annual General Meeting to be held on 28 April 2015 at 10.00 a.m.
"AGM"	:	Annual General Meeting of the Company
"Appendix"	:	This appendix dated 13 April 2015 to the Annual Report of the Company for FY2014
"Audit and Risk Committee"	:	The Audit and Risk Committee of the Company, which as at the date of this Appendix, comprises Mr. Fong Heng Boo, Ms. Gan Siok Loon, Dr. Soon Kong Ann and Mr. Robert Chew
"Board"	:	The Board of directors of the Company as at the date of this Appendix
"Catalist"	:	The Catalist Board of the SGX-ST
"Catalist Rules"	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, varied or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"CIMC"	:	China International Marine Containers (Group) Ltd, the 100% holding company of CIMC-HK
"CIMC Finance"	:	CIMC-Finance Company Ltd., a wholly-owned subsidiary of CIMC
"CIMC Group"	:	CIMC and its associated companies and subsidiaries, collectively
"CIMC-HK"	:	China International Marine Containers (Hong Kong) Ltd
"Companies Act"	:	The Companies Act (Chapter 50) as amended or modified from time to time
"Company"	:	Pteris Global Limited
"Directors"	:	The directors of the Company as at the date of this Appendix
"FY"	:	Financial year ending or ended 31 December as the case may be

"Group"	:	The Company and its subsidiaries, namely Inter-Roller Investments Pte. Ltd., Inter-Roller Engineering Services Pte. Ltd., Pteris Global (Singapore) Pte Ltd, AeroMobiles Pte. Ltd., Pteris Global Sdn. Bhd., IR (Middle East) LLC, Pteris Global (India) Pvt Ltd, Pteris Global (Thailand) Pte Ltd, Pteris Global (USA) Inc., Pteris Global (Canada) Inc., Techman (Hong Kong) Limited, CIMC-Tianda Airport Support (Hong Kong) Limited, Shenzhen CIMC-Tianda Airport Support Ltd. French Branch Office, Pteris Global (Beijing) Ltd, Pteris Global (Suzhou) Ltd, Shenzhen CIMC-Tianda Airport Support Ltd, Shenzhen CIMC-Tianda Logistics System Engineering Co., Ltd, Langfang CIMC-Tianda Airport Support Ltd, Xinfa Airport Equipment Ltd, Shenzhen CIMC-Tianda Airport Support Ltd Hefei Branch, CIMC-Tianda (Longyan) Investment Development Co., Ltd., and Kunshan CIMC Logistics Automation Equipment Co., Ltd.
"HK-SAR"	:	The Hong Kong Special Administrative Region
"Independent Directors"	:	The Directors who are deemed independent for the purposes of the IPT Mandate, namely Mr. Fong Heng Boo, Ms. Gan Siok Loon, Dr. Soon Kong Ann and Mr. Robert Chew
"Interested Person"	:	The persons as set out in Section 4.1 of this Appendix
"Interested Person Transactions"	:	Has the meaning ascribed to it in the Catalist Rules or as set out in Section 2.1 of this Appendix
"IPT Mandate"	:	The general mandate approved by Shareholders at the 2014 EGM, pursuant to Chapter 9, Rule 920 of the Catalist Rules, for the Group to enter into certain transactions with Interested Persons
"IPT Register"	:	Has the meaning as set out in Section 5.1 of this Appendix
"Latest Practicable Date"	:	30 March 2015, being the latest practicable date prior to printing of this Appendix
"Listing Manual"	:	The SGX-ST Listing Manual, as amended, varied or supplemented from time to time
"NTA"	:	Net tangible assets
"Ordinary Resolution"	:	A resolution proposed and passed as such by a majority consisting of more than 50% of the total number of votes cast for and against such resolution at a meeting of Shareholders
"PRC"	:	The People's Republic of China
"Proposed IPT Mandate"	:	Has the meaning as set out in Section 3.2 of the Appendix

"RTO Circular"	:	Means the reverse takeover circular of the Company dated 24 June 2014
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with those Shares
"Shares"	:	An ordinary share in the share capital of the Company and "Shares" shall be construed accordingly
"Substantial Shareholder"	:	Has the meaning ascribed to it in the Securities and Futures Act (Chapter 289) A person is a substantial shareholder if:– (a) he has an interest or interests in one or more voting shares in the company; and (b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the company
"S$"	:	Singapore dollars, representing the lawful currency of the Republic of Singapore
"%" or *"per cent."*	:	Percentage or per centum

The term "**Depositor**" shall have the meaning ascribed to it in Section 130A of the Companies Act.

The term "**subsidiary**" shall have the meaning ascribed to it by Section 5 of the Companies Act. Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Appendix shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

PTERIS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197900230M)

Board of Directors:
Dr Li Yinhui
Low Kok Hua
Yu Yuqun
Dr Soon Kong Ann
Gan Siok Loon
Fong Heng Boo
Robert Chew
Zheng Zuhua

Registered Office:
28 Quality Road
Singapore 618828

Date: 13 April 2015

To: **The Shareholders of Pteris Global Limited**

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE IPT MANDATE

1 INTRODUCTION

The Company has issued a Notice of AGM dated 13 April 2015 in relation to the 2015 AGM. The Ordinary Resolution 8 set out in the Notice of AGM relates to the proposed renewal of the IPT Mandate.

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek their approval for, the Ordinary Resolution 8 at the 2015 AGM.

2 CHAPTER 9 OF THE CATALIST RULES

Chapter 9 of the Catalist Rules governs transactions between a listed company or any of its subsidiaries or associated companies (which is an entity at risk) and interested persons. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

2.1 Main terms used in Chapter 9 of the Catalist Rules

Under the Catalist Rules,

(a) an "**associate**" in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means (i) his immediate family, (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and in relation to a substantial shareholder or controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;

(b) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules;

(c) the term "**control**" means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;

(d) a "**controlling shareholder**" is a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in a company (unless otherwise determined not to be by SGX-ST) or in fact exercises control over a company;

(e) an "**entity at risk**" means:

(i) the listed company;

(ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

(iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries ("listed group"), or the listed group and its interested person(s), has control over the associated company;

(f) an "**interested person**" means a director, chief executive officer or controlling shareholder of the listed company, or an associate of any such director, chief executive officer or controlling shareholder;

(g) an "**interested person transaction**" means a transaction between an entity at risk and an interested person; and

(h) a "**transaction**" includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly.

2.2 Other terms used in this Appendix

For the purposes of this Appendix, "**Group Associated Company**" shall mean an associated company (which means any company in which at least 20% but not more than 50% of its shares are held by the Company or the Group) of the Group that is not listed on the SGX-ST or an approved exchange, provided that the Group, or the Group and its interested person(s), has or have control over the associated company.

2.3 Materiality thresholds

Save for transactions that are below S$100,000, an immediate announcement and/or shareholders' approval would be required in respect of transactions with interested persons if the designated financial thresholds are triggered. Specifically, an immediate announcement is required of transactions where:

(a) the value of the proposed transaction is equal to or more than 3% of the latest audited NTA of the listed group; or

(b) the aggregate value of all transactions (including the subject transaction) entered into with the same interested person during the same financial year is equal to or more than 3% of the latest audited NTA of the listed group.

In addition to an immediate announcement, shareholders' approval is required where:

(a) the value of the proposed transaction is equal to or more than 5% of the latest audited NTA of the listed group; or

(b) the aggregate value of all transactions (including the subject transaction) entered into with the same interested person during the same financial year, is equal to or more than 5% of the latest audited NTA of the listed group.

The above-mentioned requirement for shareholders' approval does not apply to interested person transactions that are below S$100,000 each.

Rule 920 of the Catalist Rules permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, which may be carried out with interested persons of the listed company. It should be noted that no such mandate can be sought for the purchase or sale of assets, undertakings or businesses.

3 THE PROPOSED RENEWAL OF THE IPT MANDATE

3.1 Existing IPT Mandate

The Company had, at the 2014 EGM, sought and obtained the approval of the Shareholders for the Company and its subsidiaries or any of them to enter into Interested Person Transactions as set out in Section 4 of this Appendix.

The IPT Mandate, approved at the 2014 EGM, is subject to annual renewal, and will take effect until the conclusion of the next AGM or the expiration of the period within which the next general meeting is required by law to be held, whichever is the earlier.

3.2 Proposed Renewal of the IPT Mandate

It is therefore proposed that the IPT Mandate be tabled to Shareholders for renewal and approval at the 2015 AGM without any modifications (the "**Proposed IPT Mandate**").

Further details of the Proposed IPT Mandate are set out in Section 4 of this Appendix.

4 THE PROPOSED IPT MANDATE

4.1 Classes of Interested Person

The Proposed IPT Mandate will apply to the Interested Person Transactions (as described in Section 4.2 below) to be carried out between the Group and the following classes of Interested Persons:

(a) CIMC and its Associates; and

(b) CIMC-HK and its Associates.

4.2 Scope and categories of Interested Person Transactions

The Proposed IPT Mandate will not cover any Interested Person Transaction which has a value below S$100,000 as the threshold and aggregate requirements of Chapter 9 of the Catalist Rules do not apply to such transactions.

Transactions with Interested Persons which do not come within the ambit of the Proposed IPT Mandate will be subject to applicable provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

The types of transactions with the Interested Persons to which the Proposed IPT Mandate will apply are set out below:

(a) General Transactions

This category is in respect of the following general transactions (the "**General Transactions**") that may be entered into with Interested Persons in the normal course of business of the Group:

(i) purchase or sale of materials, products and services from or to Interested Persons, arising in the ordinary course of business operations of the Group; and

(ii) receipt of management and support services in the areas of finance, treasury, investment risk review, governmental relations, business development, management information systems, human resources and staff secondment, management and development, accounting, legal, corporate secretarial, public relations, tax, internal audit, central purchasing, and other administrative services including computer-based services. The staff secondment will involve secondment of personnel from Interested Persons to the Group (and not *vice versa)* from time to time.

(b) Treasury Transactions

This category is in respect of the following treasury transactions (the "**Treasury Transactions**") that may be entered into with Interested Persons in the normal course of business of the Group:

(i) the placement of deposits with an Interested Person, namely CIMC Finance; and

(ii) the borrowing of funds from an Interested Person, namely CIMC Finance.

CIMC Finance was established in 2010 as a wholly-owned subsidiary of CIMC. It is a finance company licensed by the China Banking Regulatory Commission (Shenzhen Office) in the PRC and it serves as a centralised cash management and treasury function for companies within the CIMC Group. The Group expects to continue to carry out Treasury Transactions with CIMC Finance.

4.3 Rationale for the Proposed IPT Mandate

CIMC-HK is, through its wholly-owned subsidiary Sharp Vision Holdings Limited, the Controlling Shareholder of the Group. As CIMC-HK is a wholly-owned subsidiary of CIMC, CIMC will indirectly be the Controlling Shareholder of the Group.

Owing to the size of the CIMC Group and being in complementary businesses with the Group, the Group may in the ordinary course of business enter into transactions with the classes of Interested Persons as set out herein and with some degree of frequency.

In view of the time-sensitive and frequent nature of such Interested Person Transactions, the obtaining of the Proposed IPT Mandate, will enable the Group to enter into Interested Person Transactions with the classes of Interested Persons set out in Section 4.1 above, provided that such transactions are made at (i) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders.

As such, in view of the benefits of the Proposed IPT Mandate (as further described below at Section 4.4), the Directors are seeking Shareholders' approval for the Group to enter into Interested Person Transactions with the Interested Persons.

4.4 Benefits of the Proposed IPT Mandate

The Directors believe that the Proposed IPT Mandate is in the interests of the Group for the following reasons:

(a) as certain of the Group's businesses are complementary to the business of the CIMC Group and *vice versa,* there are opportunities for the Group and the CIMC Group to leverage on each other's business, experience and resources to add value to the businesses of both;

(b) from the Group's perspective, the Proposed IPT Mandate will enable the Group to take full advantage of the opportunities available in, for instance, HK-SAR and the PRC, and tap on the wide network of contacts and resources established by the Interested Persons in both the public and private sectors;

(c) the procurement of products and services from Interested Persons and *vice versa* pursuant to the Proposed IPT Mandate would enable the Group to benefit from having access to competitive quotes from Interested Persons in addition to obtaining quotes from, or transacting with non-interested persons;

(d) by having access to management and support services from the Interested Persons, the Group will derive operational and financial leverage through savings in terms of reduced overheads and greater economies of scale (such as bulk discounts enjoyed by the Group on a group basis). In addition, the Group is able to obtain expertise in the areas of investment risk review, governmental relations and business development through the extensive global network of its Interested Persons. The ability to tap on such expertise and experience, especially in relation to matters which are highly confidential, commercially sensitive or involve historical data, is particularly important for the Group's ability to respond in a timely manner to take advantage of opportunities as and when they arise;

(e) the treasury arrangements with CIMC Finance is beneficial to the Group as CIMC Finance is able to provide competitive interest rates for deposits placed by the Group and loans obtained by the Group;

(f) as the Proposed IPT Mandate is subject to annual renewal, this would eradicate the need for the Group to announce, or to announce and convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential

Interested Person Transactions with the Interested Persons arises. The Group would be able to save substantial administrative time and costs in arranging for such separate general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group. Not only would this greatly improve administrative efficacy, it would also enable the Group to dedicate its time to other matters; and

(g) the Proposed IPT Mandate is intended to facilitate the Interested Person Transactions in the ordinary course of business of the Group which the Directors envisage are likely to be transacted with some frequency from time to time with the Interested Persons, provided that they are carried out at (i) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders.

5 REVIEW PROCEDURES FOR THE INTERESTED PERSON TRANSACTIONS

To ensure that the Interested Person Transactions are conducted at: (i) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders, the Group will adopt the following procedures for the review and approval of Interested Person Transactions under the Proposed IPT Mandate.

5.1 All Interested Person Transactions

The following review and approval procedures will be implemented in relation to all Interested Person Transactions (including those which do not come within the ambit of the Proposed IPT Mandate):

(a) In relation to all Interested Person Transactions, quotations will be obtained from the Interested Person and at least two (2) other similar service providers or suppliers who are unrelated third parties in respect of services and products obtained by the Group from the Interested Person (or in the case of sales to Interested Persons, quotation obtained from such Interested Person shall be compared against similar past transactions with unrelated third parties), and at least two (2) principal bankers of the Group (who are not Interested Persons) in respect of Treasury Transactions. In the comparison of price and terms, all pertinent factors will be taken into consideration, including but not limited to quantity, quality, product requirements and specifications, payment terms and delivery time. All Interested Person Transactions shall not be approved unless such transactions are: (i) at arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than those obtained from unrelated third parties or prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders.

(b) In the event that it is not possible to obtain quotations from unrelated third parties or to determine whether the terms of the Interested Person Transaction are more or less favourable than the terms quoted by unrelated third parties, any two members of a committee comprising the divisional heads, the head of sales and purchasing and the head of finance of the relevant division of the Group for the time being and/or such other person as the Directors may from time to time appoint (the "**Review Committee**") will

evaluate and weigh the benefits of, and rationale for, transacting with the Interested Person to determine whether the terms offered to or by the Interested Person are fair and reasonable. In the evaluation of price and terms, all pertinent factors will be taken into consideration, including but not limited to quantity, quality, product requirements and specifications, payment terms and delivery time. The Review Committee will submit a written recommendation to such persons responsible for reviewing the Interested Person Transaction pursuant to the review and approval procedures and/or review and monitoring procedures (as applicable) as set out below.

(c) The Audit and Risk Committee shall have the overall responsibility for determining the review procedures with the authority to delegate to individuals within the Group as it deems appropriate. If any member of the Review Committee or the Group Chief Executive Officer or Group Chief Financial Officer has an interest in an Interested Person Transaction to be reviewed, such member of the Review Committee or the Group Chief Executive Officer or Group Chief Financial Officer (as the case may be) will abstain from any decision-making in respect of that transaction, and the review and approval of that transaction will be undertaken by the remaining members of the Review Committee. If a member of the Audit and Risk Committee has an interest in an Interested Person Transaction to be reviewed by the Audit and Risk Committee, he will abstain from any decision-making in respect of that transaction and the review and approval of that transaction will be undertaken by the remaining members of the Audit and Risk Committee. All Interested Person Transactions must be consistent with the usual practices and policies of the Group.

(d) The Group will maintain a register (the "**IPT Register**") where it will record all Interested Person Transactions and will document details, including the bases on which the transactions are entered into, the quotations obtained to support such bases, the rationale for the transactions as well as the credit terms and actual payment periods applicable to the transactions. The Group Chief Financial Officer will, on a monthly basis, review the IPT Register and submit the same to the Audit and Risk Committee.

(e) Separate from the Audit and Risk Committee's requirement to approve transactions submitted to it by the Review Committee, the Audit and Risk Committee will in each financial year on a quarterly basis review the transactions in the IPT Register, to (i) ensure that the established review procedures for the Interested Person Transactions have been complied with and the relevant approvals have been obtained; and (ii) determine if such review procedures are adequate and/or commercially practicable in ensuring that the Interested Person Transactions are not prejudicial to the interests of the Company and its minority Shareholders. As part of its internal control review or its annual review of the internal audit plan (if applicable) of the Group, the Audit and Risk Committee may (as applicable) also request for the internal auditors of the Company to review such Interested Person Transactions to ascertain that the procedures established to monitor the Interested Person Transactions have been complied with. The Group shall grant the Audit and Risk Committee access and shall furnish such applicable statistics or market information/rates, as required for such review.

(f) If, during the periodic reviews by the Audit and Risk Committee, the Audit and Risk Committee is of the view that the established review procedures are inadequate or inappropriate to ensure that the Interested Person Transactions will not be prejudicial to the interests of the Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Listing Manual, it will in consultation with the board of directors of the Company take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to seek a fresh mandate from Shareholders based on new guidelines and procedures for transactions with Interested Persons.

5.2 General Transactions

In addition to the above procedures under Section 5.1, the following review and approval procedures will be implemented to supplement existing internal control procedures in relation to the General Transactions:

(a) In relation to the General Transactions under Section 4.2(a) above, a management fee based on a cost-reimbursement basis may be levied if relevant services or staff are provided or seconded (as applicable) from the Interested Persons to the Group. The Review Committee will submit a quarterly report (the "**Quarterly Management Services Report**") which shall set out the fees to be paid to the Interested Person having regard to the factors set out in Section 5.1(a) and (b), and satisfy itself that the fees for such transactions provided by any Interested Person shall be: (i) at arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders. The Quarterly Management Services Report shall be reviewed by the Group Chief Financial Officer and the Audit and Risk Committee for services rendered for the preceding quarter. Payment for such services shall be made after the approval of the Audit and Risk Committee has been obtained.

(b) The following approval procedures shall be adopted by the Group in respect of all General Transactions entered into by the Group:

Cumulative value of General Transactions for every FY	**Required approval**
Less than S$5 million or the equivalent in any other foreign currency	The prior approval of the Group Chief Executive Officer or the Group Chief Financial Officer.
Greater than or equal to S$5 million or the equivalent in any other foreign currency but less than S$10 million or the equivalent in any other foreign currency	The prior approval of (i) the Group Chief Executive Officer or the Group Chief Financial Officer; and (ii) any one (1) of the Independent Directors of the Group (who shall not be an Interested Person).
Greater than or equal to S$10 million or the equivalent in any other foreign currency	The prior approval of the Audit and Risk Committee.

5.3 Treasury Transactions

In addition to the above procedures under Section 5.1, the following review and monitoring procedures will be implemented to supplement existing internal control procedures in relation to the Treasury Transactions:

(a) Cash Deposits

In relation to any placement of deposits with CIMC Finance by the Group, the Review Committee will submit a report prior to every quarter (the "**Quarterly Deposit Report**") which shall set out: (i) the aggregate amount deposited by the Group with CIMC Finance for the preceding quarter; (ii) the aggregate amount deposited by the Group with CIMC Finance since the start of the FY; (iii) the latest available interest rate payable from CIMC Finance to the Group for deposits received; and (iv) the latest

available interest rate payable from any two (2) principal bankers of the Group (who are not Interested Persons) to their customers for deposits, to the Group Chief Financial Officer. The Quarterly Deposit Report shall be reviewed by the Group Chief Financial Officer and the Audit and Risk Committee prior to each quarter and shall be approved by the Audit and Risk Committee prior to further placement of deposits with CIMC Finance for the current quarter.

In determining whether to approve further placement of deposits with CIMC Finance for each quarter, the Audit and Risk Committee shall assess the counterparty risk in relation to CIMC Finance, taking into consideration the financial strength of the CIMC Group (based on its latest publicly available accounts) and the credit rating of the CIMC Group (if any) by independent credit rating bureaus. For the purposes of the aforementioned assessment by the Audit and Risk Committee, the Chief Financial Officer of the Tianda Group and the Group Chief Financial Officer shall keep the Audit and Risk Committee apprised of any downgrade of credit rating of the CIMC Group on a timely basis.

The Group is not obliged to deposit funds with CIMC Finance.

The Group will ensure that the cash deposits maintained with CIMC Finance by the Group shall not exceed the quantum of outstanding loans extended by CIMC Finance to the Group at any point in time. In the event the amount of cash deposits placed with CIMC Finance by the Group exceeds the outstanding amount owing to CIMC Finance by the Group at any time (the "**Excess Cash Deposit Scenario**"), the Group shall not make any further placement of deposits with CIMC Finance so long as the Excess Cash Deposit Scenario subsists. The Group Chief Financial Officer shall also inform the Audit and Risk Committee of the occurrence or potential occurrence of an Excess Cash Deposit Scenario, and the Audit and Risk Committee shall then assess if there is a necessity to withdraw any of the Group's subsisting cash deposits maintained with CIMC Finance.

(b) Loans

In relation to any borrowing of funds from CIMC Finance by the Group, the Review Committee will carry out the following procedures:

(i) In relation to loans with a duration of one (1) year or less (including, but not limited to, working capital loans), the following approval procedures shall be adopted by the Group:

Interest payable on a cumulative basis from the Group to CIMC Finance for every FY	**Required approval**
Less than 3% of the Group's latest audited consolidated NTA[(1)].	The prior approval of the Group Chief Executive Officer and the Group Chief Financial Officer.
Greater than or equal to 3% of the Group's latest audited consolidated NTA[(1)].	The prior approval of (i) the Group Chief Executive Officer or the Group Chief Financial Officer; and (ii) the Audit and Risk Committee.

Note:

(1) For the avoidance of doubt, the above reference to the latest audited consolidated NTA refers to the latest audited consolidated NTA of the Group which is S$147,007,000 as at 31 December 2014.

(ii) In relation to long-term loans with a duration of more than one (1) year, such loans shall require the prior approval of (i) the Group Chief Executive Officer or the Group Chief Financial Officer; and (ii) the Audit and Risk Committee.

The Group is not obliged to borrow funds from CIMC Finance.

6 VALIDITY PERIOD OF THE PROPOSED IPT MANDATE

If approved by the Shareholders at the 2015 AGM, the Proposed IPT Mandate will take effect from the date of receipt of Shareholders' approval at the 2015 AGM until the next AGM of the Company, and shall apply in respect of Interested Person Transactions entered or to be entered into from the date of the 2015 AGM until the next AGM of the Company, unless revoked or varied by the Company in general meeting. Thereafter, approval from Shareholders for the renewal of the IPT Mandate will continue to be sought at each subsequent AGM of the Company, subject to the satisfactory review by the Audit and Risk Committee.

7 DISCLOSURE TO SHAREHOLDERS

Pursuant to Chapter 9 of the Catalist Rules, the Group will disclose in its annual report the aggregate value of the Interested Person Transactions conducted under the Proposed IPT Mandate during the FY, and in the annual reports for the subsequent FYs during which the Proposed IPT Mandate is in force.

In addition, the Group will announce the aggregate value of the Interested Person Transactions conducted pursuant to the Proposed IPT Mandate for the financial periods which it is required to report on within the time required for the announcement of such report. These disclosures will be in the following format:

Name of Interested Person	Aggregate value of all Interested Person Transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under the shareholders' mandate pursuant to Rule 920)	Aggregate value of all Interested Person Transactions conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)

8 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

8.1 Interests of Directors

The interests (both direct and deemed interests) of Directors in the issued share capital of the Company, as recorded in the Register of Directors' shareholdings of the Company as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest		Total Interest	
Directors	**Number of Shares**	**%(3)**	**Number of Shares**	**%(3)**	**Number of Shares**	**%(3)**
Li Yinhui	–	–	–	–	–	–
Yu Yuqun	–	–	–	–	–	–
Low Kok Hua(1)	6,887,632	2.13	47,040	0.01	6,934,672	2.14
Dr Soon Kong Ann(2)	1,360,000	0.42	4,740,000	1.47	6,100,000	1.89
Gan Siok Loon	–	–	–	–	–	–
Robert Chew	–	–	–	–	–	–
Fong Heng Boo	–	–	–	–	–	–
Zheng Zuhua	–	–	–	–	–	–

Notes:

(1) Low Kok Hua is deemed to have an interest in the 47,040 shares held by his spouse, Lee Peck Huey, whose shares are held through nominee accounts.

(2) Dr. Soon Kong Ann is deemed to have an interest in the 4,740,000 shares held by his spouse, Cheong Loo Kheng, whose shares are held through nominee accounts.

(3) Based on the existing issued and paid-up share capital of 322,947,152 ordinary shares of the Company as at the Latest Practicable Date.

8.2 Interests of Substantial Shareholders

The interests (both direct and deemed interests) of the Substantial Shareholders in the issued share capital of the Company, as recorded in the Register of Substantial Shareholders' shareholdings of the Company as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest		Total Interest	
Substantial Shareholders	**Number of Shares**	**%(3)**	**Number of Shares**	**%(3)**	**Number of Shares**	**%(3)**
Sharp Vision Holdings Limited(1)	165,722,139	51.32	–	–	165,722,139	51.32
China International Marine Containers (Group) Co. Ltd(1)	–	–	165,722,139	51.32	165,722,139	51.32
China International Marine Containers (Hong Kong) Limited(1)	–	–	165,722,139	51.32	165,722,139	51.32
Shenzhen TGM Ltd.(2)	63,185,137	19.57	–	–	63,185,137	19.57
Tianda Employees Trade Union(2)	–	–	63,185,137	19.57	63,185,137	19.57

Notes:

(1) Sharp Vision Holdings Limited is a wholly-owned subsidiary of China International Marine Containers (Hong Kong) Limited, which is in turn a wholly-owned subsidiary of China International Marine Containers (Group) Co. Ltd.. Accordingly, China International Marine Containers (Hong Kong) and China International Marine Containers (Group) Co. Ltd are deemed to have an interest in the 165,622,139 Shares held by Sharp Vision Holdings Limited by virtue of Section 4 of the Securities and Futures Act (Cap 289).

(2) The Tianda Employee Trade Union holds a 36.9% shareholding interest in Shenzhen TGM Ltd. and is deemed to have an interest in the 63,185,137 Shares held by Shenzhen TGM Ltd by virtue of Section 4 of the Securities and Futures Act (Cap 289).

(3) Based on the existing issued and paid-up share capital of 322,947,152 ordinary shares of the Company as at the Latest Practicable Date.

9 ABSTENTION FROM VOTING

In accordance with the requirements of Chapter 9 of the Catalist Rules, CIMC and CIMC-HK, who are Substantial Shareholders and Interested Persons in relation to the Proposed IPT Mandate, will abstain and each of them has also undertaken that their respective associates will abstain, from voting on the Ordinary Resolution 8 in relation to the Proposed IPT Mandate at the 2015 AGM in respect of any Shares respectively held by them.

In addition, each of CIMC and CIMC-HK and their respective associates shall not accept nomination as proxies or otherwise for voting in respect of the Ordinary Resolution 8 in relation to the Proposed IPT Mandate at the 2015 AGM unless they are given specific instructions as to voting. Save as disclosed in this Appendix, none of the Directors or Substantial shareholders of the Company has any interest, direct or indirect, in the Interested Person Transactions.

10 STATEMENT OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee has reviewed the terms of the Proposed IPT Mandate and confirms that (i) the guidelines and review procedures for the Interested Person Transactions as set out in Section 5 above have not changed since the IPT Mandate was approved by Shareholders at the 2014 EGM; and (ii) the guidelines and review procedures for the Interested Person Transactions are adequate to ensure that these Interested Person Transactions will be transacted on arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If during the periodic reviews by the Audit and Risk Committee, it is of the view that the established guidelines and review procedures for the Interested Person Transactions are no longer appropriate or adequate to ensure that these Interested Person Transactions will be transacted on arm's length basis and on normal commercial terms and would not be prejudicial to the interests of the Company and its minority Shareholders, or, in any event of any amendments of Chapter 9 of the Catalist Rules, the Audit and Risk Committee will direct the Company to seek a fresh mandate from Shareholders based on new guidelines and procedures for transactions with the Interested Person to ensure that transactions with the Interested Persons will be on an arm's length basis and on normal commercial terms. During the period prior to obtaining a fresh mandate from the Shareholders, all transactions with Interested Persons will be subject to prior review and approval by the Audit and Risk Committee.

11 DIRECTORS' RECOMMENDATION

The Independent Directors, having considered, *inter alia*, the terms, the rationale for and the benefits of the Proposed IPT Mandate and the statement of the Audit and Risk Committee above, are of the view that the Proposed IPT Mandate, as proposed to be renewed, is in the best interests of the Company and accordingly recommend that the Shareholders vote in favour of the Ordinary Resolution 8 relating to the Proposed IPT Mandate at the 2015 AGM.

The Independent Directors, in rendering their recommendation, and the Audit and Risk Committee, in rendering their confirmation, have not had regard to the specific investment objectives, financial situation, tax position or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Independent Directors recommend that any individual Shareholder who may require specific advice in relation to his Shares should consult his legal, financial, tax or other professional advisers.

12 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate and the Group and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

13 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 28 Quality Road Singapore 618828 during normal business hours from the date of this Appendix up to the date of the AGM:

(a) Memorandum and Articles of Association of the Company; and

(b) the Annual Report of the Company for the financial year ended 31 December 2014.

Yours faithfully,

For and on behalf of the Board of Directors of Pteris Global Limited
Dr. Li Yinhui
Chairman