VOLUNTARY UNCONDITIONAL CASH OFFER

By

DBS BANK LTD.
(Company Registration No.:196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

SHARP VISION HOLDINGS LIMITED
(Company Registration No.:1208299)
(Incorporated in Hong Kong SAR)

to acquire all the issued and paid-up ordinary shares in the capital of

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

OFFER ANNOUNCEMENT

1. INTRODUCTION

DBS Bank Ltd. ("**DBS Bank**") wishes to announce, for and on behalf of Sharp Vision Holdings Limited (the "**Offeror**"), that the Offeror intends to make a voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Pteris Global Limited (the "**Company**"), other than those Shares held, directly or indirectly, by the Offeror and Shenzhen TGM Ltd. ("**SZ TGM**") (the "**Offer Shares**").

2. THE OFFER

2.1 Offer Terms

In accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the "**Code**") and subject to the terms and conditions set out in the formal offer document to be issued by DBS Bank, for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S$0.735 in cash (the "Offer Price").

The Offer Shares are to be acquired (i) fully paid-up, (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever ("**Encumbrances**"), and (iii) together with all rights, benefits and entitlements attached thereto as at the date of this announcement (the "**Offer Announcement Date**") and hereafter attaching thereto (including the right to receive and

retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date, other than the final one-tier tax-exempt dividend of 1.00 Singapore cent per Share in cash ("**FY2015 Dividend**") in respect of the Company's financial year ended 31 December 2015 announced by the Company on 8 April 2016).

In respect of the FY2015 Dividend, the books closure date has been announced by the Company to be 3 May 2016 ("**Books Closure Date**").

For the avoidance of doubt, the shareholders of the Company ("**Shareholders**") as at the Books Closure Date who accept the Offer will be entitled to retain the FY2015 Dividend (if approved by the Shareholders at the annual general meeting and paid by the Company).

In the event any dividends, rights, distributions or return of capital other than the FY2015 Dividend is declared, made or paid on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such dividends, rights, distributions or return of capital paid by the Company to such accepting Shareholder.

2.2 **Unconditional Offer**

The Offer will be unconditional in all respects.

3. INFORMATION ON THE OFFEROR AND ITS CONCERT PARTIES

3.1. **The Offeror**

The Offeror is an investment holding company incorporated under the laws of Hong Kong SAR on 30 January 2008. As at the Offer Announcement Date:

(a) the Offeror has an issued and paid-up share capital of HK$1.00, consisting of one (1) ordinary share, which is held by China International Marine Containers (Hong Kong) Ltd. ("**CIMC HK**"). CIMC HK is in turn a wholly-owned subsidiary of China International Marine Containers (Group) Co., Ltd ("**CIMC**"); and

(b) the directors of the Offeror are:

(i) Mr. Jin Jianlong;

(ii) Mr. Yu Yuqun; and

(iii) Mr. Wang Yu.

3.2. **CIMC**

CIMC is a multinational conglomerate listed on the Hong Kong Stock Exchange and Shenzhen Stock Exchange, with a market capitalisation of approximately S$7.4 billion[1] as at the Offer Announcement Date. CIMC is a leading player in the manufacture and supply of containers, special purpose vehicles and heavy trucks, equipment for the energy, chemicals and liquid food industries and offshore engineering. CIMC's other businesses also include real estate development and financial leasing.

[1] Based on the foreign exchange rate of SGD 1: CNY 4.8292 as at 7:30pm (Singapore time) on 20 April 2016 as extracted from Bloomberg L.P.

4. INFORMATION ON THE COMPANY

4.1. Based on publicly available information, the Company was incorporated under the laws of Singapore on 25 January 1979 and was listed on the SESDAQ of the Singapore Stock Exchange (now known as the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) in 1991. The Company was subsequently upgraded to the Mainboard of the SGX-ST on 28 April 2005, before it was transferred to the Catalist Board on 21 August 2014. The Company is currently an indirect subsidiary of CIMC.

4.2. According to publicly available information, the Company and its subsidiaries (the "**Group**") are suppliers of passenger boarding bridges and integrated solutions providers of airport facility equipment including logistics systems (Baggage Handling and Materials Handling), and ground support equipment. In addition, the Group also manufactures and supplies Materials Handling Systems and Automated Parking Systems for other commercial sectors. The Group's market reach extends across more than 120 countries spanning six (6) continents. The Group is headquartered in Singapore, and has operations in Singapore, Malaysia, the United Arab Emirates, People's Republic of China, India, Thailand, the United States of America, Canada, Hong Kong and France.

4.3. As at the Offer Announcement Date, based on publicly available information, the:

(a) issued and paid-up share capital of the Company comprises 385,365,703 Shares, and the Company does not hold any treasury shares; and

(b) directors of the Company are:

(i) Mr. Zheng Zuhua (Non-Executive Chairman);

(ii) Mr. Yu Yuqun (Non-Executive Director);

(iii) Dr. Soon Kong Ann (Independent Director);

(iv) Ms. Zeng Beihua (Non-Executive Director); and

(v) Mr. Lee Dah Khang (Independent Director).

5. RATIONALE FOR THE OFFER

5.1. Increase Shareholding

The Offeror is making the Offer to increase its shareholding in the Company.

5.2. Offer presents Shareholders with a clean cash exit opportunity

The trading volume of the Shares has been low, with an average daily trading volume of approximately 54,718 Shares, 122,144 Shares, 77,281 Shares and 56,199 Shares during the one (1)-month period, three (3)-month period, six (6)-month period and 12-month period up to and including 20 April 2016, being the last full Market Day[2] immediately prior to the Offer Announcement Date (the "**Last Trading Day**"). Each of these represents less than 0.032% of the total number of Shares for any of the aforementioned relevant periods.

[2] A day on which the SGX-ST is open for the trading of securities

The Offer therefore presents Shareholders who find it difficult to exit the Company as a result of the low trading volume in the Shares with a clean cash exit opportunity to liquidate and realise their entire investment in the Shares at attractive premiums over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.

6. THE UNDERTAKING

6.1 Irrevocable Undertaking from SZ TGM

As at the Offer Announcement Date, SZ TGM holds 81,910,701 Shares, representing approximately 21.26% of the total Shares. SZ TGM has executed an irrevocable undertaking (the "**SZ TGM Undertaking**") in favour of the Offeror, pursuant to which SZ TGM has undertaken and agreed, amongst other things, to not accept the Offer in respect of (a) all Shares held by it; and (b) any other Shares which it may acquire, or which may be allotted and issued to it, on or after the date of the SZ TGM Undertaking.

6.2 Duration of the SZ TGM Undertaking

The SZ TGM Undertaking will terminate or lapse in the event that the Offer is withdrawn for any reason other than as a result of a breach by SZ TGM of any of its obligations under the SZ TGM Undertaking.

6.3 Save for the SZ TGM Undertaking, as at the Offer Announcement Date, neither the Offeror nor any person acting in concert with the Offeror has received any irrevocable undertakings from any other person to accept or reject the Offer.

7. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premium over the historical traded prices of the Shares:

Description	**Share Price (S$)[(1)]**	**Premium over Share Price[(2)] (%)[(3)]**
Last transacted price per Share on the Last Trading Day	0.635	15.75
Volume weighted average price ("**VWAP**") per Share for the one (1)-month period up to and including the Last Trading Day	0.616	19.32
VWAP per Share for the three (3)-month period up to and including the Last Trading Day	0.590	24.58
VWAP per Share for the six (6)-month period up to and including the Last Trading Day	0.568	29.40
VWAP per Share for the 12-month period up to and including the Last Trading Day	0.585	25.64

Notes:

(1) Source: Bloomberg L.P.

(2) Computed based on the share prices which were rounded to the nearest three (3) decimal places.

(3) Percentages rounded to the nearest two (2) decimal places.

In addition, the Offer Price represents an approximate 65.91 per cent. premium over the Net Tangible Asset Value ("**NTA**") per Share[3] as at 31 December 2015.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing Status and Offeror's Intention

Pursuant to Rule 1104 of the Listing Manual Section B: Rules of Catalist of the SGX-ST ("**Catalist Rules**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total Shares (excluding any Shares held by the Company as treasury shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total Shares (excluding any Shares held by the Company as treasury shares) are held by at least 200 Shareholders who are members of the public (the "**Free Float Requirement**"). Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total Shares (excluding any Shares held by the Company as treasury shares), thus causing the percentage of the total Shares (excluding any Shares held by the Company as treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

The Offeror does not intend to maintain the present listing status of the Company. **In the event the Company does not meet the Free Float Requirement, the Offeror does not intend to take any actions for any trading suspension in the securities of the Company to be lifted or support any actions by the Company to maintain its listing status.** In addition, the Offeror reserves the right to seek a voluntary delisting of the Company from the Catalist Board of the SGX-ST pursuant to Rules 1307 and 1308 of the Catalist Rules.

8.2 No Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act (Chapter 50 of Singapore) ("**Companies Act**"), in the event that the Offeror acquires not less than 90% of the total Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held by the Company as treasury shares) (the "**Section 215(1) Threshold**"), the Offeror will be entitled to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees comprise 90% or more of the total Shares (the "**Section 215(3) Threshold**"), Dissenting Shareholders will have a right to require the Offeror to acquire their Shares at the Offer Price.

[3] In this Announcement, the NTA is S$170,846,000 based on the audited consolidated financial statements of the Company for the financial year ended 31 December 2015 and the total number of Shares as at the Offer Announcement Date is 385,365,703. As such, the NTA per share is S$0.443.

In view of the SZ TGM Undertaking, the Offeror does not expect to receive sufficient valid acceptances of the Offer in order to meet the Section 215(1) Threshold and/or the Section 215(3) Threshold. Accordingly, the Offeror will not be entitled to exercise any rights under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Dissenting Shareholders. Dissenting Shareholders will also not be entitled to exercise their rights under Section 215(3) of the Companies Act to require the Offeror to acquire their Shares.

9. CONFIRMATION OF FINANCIAL RESOURCES

DBS Bank, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price which, for the avoidance of doubt, excludes the consideration that would (but for the SZ TGM Undertaking) have been payable for Shares held by SZ TGM.

10. OFFER DOCUMENT

The Offer Document setting out the full terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing in their Shares, pending receipt of the Offer Document.

11. DISCLOSURE OF HOLDINGS IN COMPANY SECURITIES

11.1 As at the Offer Announcement Date, save as set out in this Announcement, none of (a) the Offeror and its directors, (b) CIMC HK and its directors, (c) CIMC and its directors, and (d) DBS Bank (collectively, the "**Relevant Persons**") owns, controls or has agreed to acquire any (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options and derivatives in respect of such Shares or securities (collectively, the "**Company Securities**").

11.2 Save as disclosed in this Announcement, as at the Offer Announcement Date, none of the Relevant Persons:

(a) has received any irrevocable undertaking from any person to accept or reject the Offer;

(b) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer; and

(c) has, in respect of any Company Securities:

(i) granted any security interest to another person, whether through a charge, pledge or otherwise;

(ii) borrowed from another person (excluding borrowed securities which have been on-lent or sold); or

(iii) lent to another person.

11.3 In the interest of confidentiality, the Offeror has not made enquiries in respect of certain other persons who are or may be deemed to be acting in concert with it in connection with the Offer. Further enquiries will be made of such persons by the Offeror and the relevant disclosures, if any, will be made in the Offer Document.

12. OVERSEAS SHAREHOLDERS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer shall be open to all Shareholders holding Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The ability of the Shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

The Offeror and DBS Bank each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
DBS BANK LTD.

For and on behalf of
SHARP VISION HOLDINGS LIMITED
21 April 2016

Any inquiries relating to this Announcement or the Offer should be directed during office hours to:

DBS Bank Ltd.
Strategic Advisory

Tel: +65 6878 6347

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 "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's 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 neither the Offeror nor DBS Bank undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX 1

HOLDINGS OF COMPANY SECURITIES BY RELEVANT PERSONS

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%(1)	No. of Shares	%(1)	No. of Shares	%(1)
Offeror	209,415,126	54.34	-	-	209,415,126	54.34
CIMC HK	-	-	209,415,126	54.34	209,415,126	54.34
CIMC	-	-	209,415,126	54.34	209,415,126	54.34

Notes:

(1) The percentage shareholding interest is based on the issued share capital of 385,365,703 Shares as at the Offer Announcement Date.

(2) The Offeror is a wholly-owned subsidiary of CIMC HK, which is in turn a wholly-owned subsidiary of CIMC. Accordingly, each of CIMC HK and CIMC is deemed to have an interest in the 209,415,126 Shares held by the Offeror.