



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

EMPHASIS OF MATTER BY INDEPENDENT AUDITOR ON THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

1. In compliance with Rule 704(4) of the Listing Manual of Singapore Exchange Securities Limited, the Board of Directors of the Company wishes to announce that its Independent Auditor, KPMG LLP, has issued its Independent Auditor's Report for the financial statements of the Company and its subsidiaries (the "**Group**") for the financial year ended 31 December 2013 and this Independent Auditors' Report contains an emphasis of matter.
2. A copy of the Independent Auditors' Report and the extracts of the relevant notes to the Group's financial statements for the financial year ended 31 December 2013 is attached to this Announcement for the Shareholders' reference.
3. The Independent Auditors' Report and a complete set of the Group's financial statements for the financial year ended 31 December 2013 may also be found in the Company's Annual Report 2013 which will be issued to Shareholders and released on SGXNET in due course.

By Order of the Board

Zheng Zuhua
Chief Executive Officer
2 April 2014

Independent auditors' report

Members of the Company
Pteris Global Limited

Report on the financial statements

We have audited the accompanying financial statements of Pteris Global Limited ("the Company") and its subsidiaries ("the Group"), which comprise the statements of financial position of the Group and of the Company as at 31 December 2013, the statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages [●] to [●].

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 ("the Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2013 and the results, changes in equity and cash flows of the Group for the year ended on that date.

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.

CIMC-HK's continued support of the Group, and the continued availability of funds to support the Company's day-to-day operations, after expiry of the undertaking, will be decided subsequent to the voting of an extraordinary general meeting of the Company that will determine the outcome of the Proposed Transaction and which is to be held at a later date.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern, and therefore, its ability to realise its assets and discharge its liabilities in the normal course of business.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

KPMG LLP

Public Accountants and
Chartered Accountants

Singapore
2 April 2014

Notes 2 and 34 to the financial statements are reproduced below.

Note 2 to the financial statements

Going concern

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.

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Note 34 to the financial statements

Proposed Reverse Takeover transaction

To tap into CIMC Group's global supply chain network to access new business opportunities across international markets and to capitalise on the financial strengths and facilities of the CIMC Group, the Company had entered into a conditional sale and purchase agreement (the "CIMC SPA") with China International Marine Containers (Hong Kong) Ltd ("CIMC-HK") (a wholly-owned subsidiary of China International Marine Containers (Group) Ltd) on 29 July 2013 and a conditional sale and purchase agreement (the "Management Co SPA") and a share issuance agreement (the "Share Issuance Agreement") with Shenzhen TGM Ltd. (the "Management Co") on 28 November 2013, in connection with the proposed acquisition by the Company of the entire issued share capital of Shenzhen CIMC-Tianda Airport Support Co., Ltd (the "Target") by way of the allotment and issue of new shares of the Company (the "Proposed Transaction") to CIMC-HK and the Management Co. Following the completion of the restructuring exercise (to be carried out by CIMC-HK) and the Proposed Transaction, the issued share capital of the Target acquired by the Company from CIMC-HK shall be held via a wholly-owned subsidiary, Techman (Hong Kong) Limited.

Pursuant to the above agreements, post-acquisition, it is expected that upon completion of the Proposed Transaction, the collective deemed interest of the CIMC Group (being China International Marine Containers (Group) Ltd and CIMC-HK) in the Company will be approximately 51.37%. The Management Co's direct interest in the Company will be approximately 19.59%. The interests held are subject to adjustments pursuant to the Proposed Share Consolidation and in the manner stated in the CIMC SPA or the Share Issuance Agreement (as applicable).

The Proposed Transaction constitutes a “Reverse Takeover” transaction as defined in Chapter 10 of the SGX-ST Listing Manual and will be subject to the approval of the shareholders of the Company (the “Shareholders”) at an extraordinary general meeting to be convened (the “EGM”) at a later date. In accordance with FRS 103: Business Combinations, the Proposed Transaction will be accounted for as a reverse acquisition and CIMC-HK will be deemed the acquirer of the Company.