



TERRATECH GROUP LIMITED

(Company Registration No. CT-276295)

(Incorporated in the Cayman Islands on 15 March 2013)

**PROPOSED ACQUISITION BY TERRATECH GROUP LIMITED ("COMPANY") OF ALL OF THE
ISSUED AND PAID-UP SHARES OF ALTIMATE VENTURES LIMITED, RISE EXPEDITION
GLOBAL LIMITED AND FIRST STAR VENTURES LIMITED – LODGEMENT AND DESPATCH OF
CIRCULAR**

All capitalised terms in this announcement (this "Announcement") shall, unless otherwise defined herein, have the same meanings ascribed to them in the Company's announcements dated 9 June 2016, 8 December 2016, 7 January 2017 and 15 March 2017 (collectively, the "Earlier Announcements").

1. INTRODUCTION

The board of directors ("**Board**") of the Company refers to the Earlier Announcements in relation to Proposed Acquisition, the Extension, the Proposed REGL Acquisition, the Proposed FSVL Acquisition and the Proposed RTO Transactions.

2. LODGEMENT AND DESPATCH OF CIRCULAR

2.1 Further to the Earlier Announcements, the Board wishes to announce that the Company has today lodged a circular dated 29 March 2017 ("**Circular**") containing information on, *inter alia*, the Proposed Acquisition, the Proposed REGL Acquisition, the Proposed FSVL Acquisition and the Proposed RTO Transactions with the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore, and enclosing the notice of EGM to Shareholders. The Company has also made arrangements to despatch the Circular to Shareholders. An electronic copy of the Circular and the notice of EGM will also be available on the SGX-ST's website at <http://www.sgx.com>.

2.2 Shareholders who have not received the Circular within one (1) week from the date of this announcement should contact the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623.

2.3 Shareholders are requested to note the following important dates and times in respect of the EGM:

Last date and time for lodgement of proxy form : 19 April 2017 at 9.00 a.m.

Date and time of EGM : 21 April 2017 at 9.00 a.m.

Place of EGM : 31 Changi South Avenue 2
Singapore 486478

3. CAUTIONARY STATEMENT

The Board would like to advise Shareholders and potential investors that completion of the Proposed Acquisition, the Proposed REGL Acquisition, the Proposed FSVL Acquisition and the Proposed RTO Transactions are subject to conditions precedents being fulfilled and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition, the Proposed REGL Acquisition, the Proposed FSVL Acquisition and the Proposed RTO Transactions will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition, the Proposed REGL Acquisition, the Proposed FSVL Acquisition, the Proposed RTO Transactions and other matters contemplated by this Announcement.

Accordingly, Shareholders and potential investors are advised to exercise caution in dealings with the Shares. Shareholders and potential investors are advised to read this announcement and any further update announcement(s) released by the Company in connection with the Proposed Acquisition, the Proposed REGL Acquisition, the Proposed FSVL Acquisition and the Proposed RTO Transactions carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Dr Loh Chang Kaan
Chief Executive Officer and Executive Director

29 March 2017

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.