



TERRATECH GROUP LIMITED

(Company Registration No. CT-276295)

(Incorporated in the Cayman Islands on 15 March 2013)

A. LODGEMENT OF OFFER INFORMATION STATEMENT IN RELATION TO THE PROPOSED PLACEMENT OF UP TO 64,750,000 PLACEMENT SHARES COMPRISING:

- (1) UP TO 26,000,000 NEW PLACEMENT SHARES TO BE ALLOTTED AND ISSUED BY THE COMPANY; AND
- (2) UP TO 38,750,000 VENDOR SHARES FOR WHICH THE VENDORS ARE INVITING APPLICATIONS TO PURCHASE,

IN CONNECTION WITH THE PROPOSED COMPLIANCE PLACEMENT FOR THE PURPOSE OF MEETING THE MINIMUM PUBLIC FLOAT UNDER THE CATALIST RULES; AND

B. ENTRY INTO THE PLACEMENT AGREEMENT FOR THE PLACEMENT OF THE PLACEMENT SHARES

*All capitalised terms in this announcement (this “**Announcement**”) shall, unless otherwise defined herein, have the same meanings ascribed to them in the offer information statement lodged by the Company on 25 April 2017 with the SGX-ST, acting as agent on behalf of the Authority (“**Offer Information Statement**”).*

1. INTRODUCTION

The board of directors (“**Board**”) of the Company refers to its announcements dated 9 June 2016, 8 December 2016, 7 January 2017, 15 March 2017, 29 March 2017, 31 March 2017 and 21 April 2017 (collectively, the “**Earlier Announcements**”) in relation to, among others, the Proposed RTO Transactions and the results of the EGM.

2. LODGEMENT OF THE OFFER INFORMATION STATEMENT

Further to the Earlier Announcements, the Board wishes to announce that the Company has today lodged the Offer Information Statement in relation to the Proposed Compliance Placement with the SGX-ST acting as agent on behalf of the Authority. An electronic copy of Offer Information Statement will also be available on the SGX-ST’s website at <http://www.sgx.com>.

The Company will make such announcement(s) as may be necessary and/or appropriate in relation to the Proposed Compliance Placement, including but not limited to the completion of the Proposed Compliance Placement, in due course.

3. ENTRY INTO THE PLACEMENT AGREEMENT

- 3.1 The Board also wishes to announce that the Company, together with Tritech Group Limited (“**Tritech**”) and Ample China International Limited (“**ACIL**”, and collectively with Tritech, the “**Vendors**”), has, on 25 April 2017, entered into a placement agreement (“**Placement Agreement**”) with PrimePartners Corporate Finance Pte. Ltd. (“**Placement Agent**”) pursuant to which the Placement Agent will procure subscribers for and/or purchasers of the Placement Shares (as the case may be) at the placement price of S\$0.20 for each Placement Share (“**Placement Price**”) on a best endeavours basis in accordance with the terms and conditions of the Placement Agreement.
- 3.2 The placement of up to 64,750,000 Placement Shares comprises up to 26,000,000 New Placement Shares to be allotted and issued by the Company and up to 38,750,000 Vendor Shares (comprising up to 5,000,000 ACIL Placement Shares and up to 33,750,000 Tritech Placement Shares) for which the Vendors are inviting applications to purchase, at the Placement Price.
- 3.3 The New Placement Shares, upon allotment and issuance, and the Vendor Shares, upon transfer, will, rank *pari passu* in all respects with the then existing issued Consolidated Shares, save that they will not rank for any dividends, rights, allotments or other distributions the record date for which is before the date of the allotment and issuance of the New Placement Shares or the transfer of the Vendor Shares, as the case may be.
- 3.4 The Company had, on 30 March 2017, received the listing and quotation notice from the SGX-ST in respect of the listing of and quotation for the Consolidated Shares, the Consideration Shares and the New Placement Shares on Catalist and as at the date of this Announcement, such listing and quotation notice has not been revoked or amended. The listing and quotation notice from the SGX-ST is not an indication of the merits of the Company, its subsidiaries, the Proposed Compliance Placement, the Consolidated Shares, the Consideration Shares, the New Placement Shares and/or the Shares.
- 3.5 The Company had, on 21 April 2017, obtained approval from its Shareholders at the EGM for, *inter alia*, the allotment and issuance of the New Placement Shares.
- 3.6 Please refer to the Offer Information Statement for further information in relation to the Proposed Compliance Placement and the salient terms of the Placement Agreement.

4. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Placement Agreement is available for inspection during normal business hours at the principal place of business of the Company at 2 Kaki Bukit Place, #07-00 Eunos Techpark, Singapore 416180 for a period of three (3) months from the date of this Announcement.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company 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, this Announcement and the Offer Information Statement constitute full and true disclosure of all material facts about the Proposed Compliance Placement, the Company and its subsidiaries, and the directors of the Company are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Dr Loh Chang Kaan
Chief Executive Officer and Executive Director

25 April 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 Catalist. 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.