



TERRATECH GROUP LIMITED

(Incorporated in the Cayman Islands on 15 March 2013)
(Company Registration Number: CT-276295)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning ascribed to them in the circular dated 29 March 2017 issued by the Company (the "Circular").

NOTICE IS HEREBY GIVEN ("Notice") that an extraordinary general meeting ("EGM") of **TERRATECH GROUP LIMITED** (the "Company") will be held at 31 Changi South Avenue 2, Singapore 486478 on 21 April 2017 at 9.00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following resolutions:

AS ORDINARY RESOLUTIONS

Ordinary Resolution 1: The Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition
THAT contingent upon the passing of the Ordinary Resolutions 2, 3, 4, 5, 6, 7 and 8 in this Notice:

- approval be and is hereby given to the Company for the acquisition by the Company of Altimate Ventures Limited (the "Proposed AVL Acquisition") at a consideration of S\$300,000,000 and on the terms and subject to the conditions set out in the sale and restatement deed dated 6 January 2017 amending and restating the sale and purchase agreement dated 9 June 2016 entered into between the Company, Mr. Siow Chien Fu, Mr. Tan June Teng Colin @ Chen Junting and Mr. Tan Ping Huang Edwin @ Chen Binghuang;
- approval be and is hereby given to the Company for the acquisition by the Company of Rise Expedition Global Limited (the "Proposed REGL Acquisition") at a consideration of US\$200 and on the terms and subject to the conditions set out in the sale and purchase agreement dated 6 January 2017 entered into between the Company, Mr. Siow Chien Fu and Mr. Tham Kok Peng;
- approval be and is hereby given to the Company for the acquisition by the Company of First Star Ventures Limited (the "Proposed FSVL Acquisition") at a consideration of US\$200 and on the terms and subject to the conditions set out in the sale and purchase agreement dated 6 January 2017 entered into between the Company, Mr. Siow Chien Fu and Mr. Tham Kok Peng; and
- the directors of the Company ("Directors") or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 1.

Ordinary Resolution 2: Proposed Share Issue

THAT contingent upon the passing of the Ordinary Resolutions 1, 3, 4, 5, 6, 7 and 8 in this Notice and pursuant to Article 12(1) of the Articles of Association and Rule 806 of the Catalist Rules:

- The Directors be hereby authorised to allot and issue, after the passing and completion of Ordinary Resolutions 5 and 6 in relation to the Proposed Increase in Authorised Share Capital and the Proposed Share Consolidation respectively:
 - an aggregate of 1,071,428,569 new Consolidated Shares in the share capital of the Company at an issue price of S\$0.28 each in satisfaction of the AVL Consideration for the Proposed AVL Acquisition; and
 - up to 26,000,000 new Consolidated Shares ("New Placement Shares") in the share capital of the Company for the purpose of meeting the shareholding distribution requirements of the Catalist Rules at the price to be determined subject to the prevailing market conditions at the time of the placement, but shall not be less than S\$0.20 each on such terms and subject to such conditions that the Directors may agree. The final price is to be determined and confirmed by the Directors at their absolute discretion after taking into consideration, *inter alia*, prevailing market conditions; and
- the Directors or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 2.

Ordinary Resolution 3: Siow Whitewash Resolution

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 4, 5, 6, 7 and 8 in this Notice and pursuant to the letter dated 13 March 2017 from the Securities Industry Council, the Shareholders of the Company other than Mr. Siow Chien Fu, parties acting in concert with him and parties not independent of him hereby resolve unconditionally and irrevocably to waive their rights under Rule 14 of the Singapore Code on Take-overs and Mergers to receive a mandatory general offer from Mr. Siow Chien Fu and his concert parties for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by Mr. Siow Chien Fu and his concert parties as a result of the Proposed AVL Acquisition.

Ordinary Resolution 4: Tan Concert Parties Whitewash Resolution

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 5, 6, 7 and 8 in this Notice and pursuant to the letter dated 13 March 2017 from the Securities Industry Council, the Shareholders of the Company other than Mr. Tan June Teng Colin @ Chen Junting and Mr. Tan Ping Huang Edwin @ Chen Binghuang ("Tan Concert Parties"), parties acting in concert with the Tan Concert Parties and parties not independent of the Tan Concert Parties hereby resolve unconditionally and irrevocably to waive their rights under Rule 14 of the Singapore Code on Take-overs and Mergers to receive a mandatory general offer from the Tan Concert Parties and their concert parties for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Tan Concert Parties and their concert parties as a result of the Proposed AVL Acquisition.

Ordinary Resolution 5: Proposed Increase in Authorised Share Capital

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 6, 7 and 8 in this Notice, approval be and is hereby given for the authorised share capital of the Company to be increased from S\$10,000,000 divided into 1,000,000,000 ordinary shares of a nominal or par value of S\$0.01 each to S\$100,000,000 divided into 10,000,000,000 ordinary shares of a nominal or par value of S\$0.01 each.

Ordinary Resolution 6: Proposed Share Consolidation

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 7 and 8 in this Notice:

- approval be and is hereby given for the consolidation of every four (4) issued and unissued existing ordinary shares of a nominal or par value of S\$0.01 each in the capital of the Company into one (1) Consolidated Share of a nominal or par value of S\$0.04 each in the capital of the Company; and
- following the consolidation as described in paragraph (a) above, the Directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in connection with the share consolidation, including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of the Consolidated Shares in issue and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and in particular (but without prejudice to the generality of the foregoing), but aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or purchasing any fractional entitlements in such manner and on such terms as the Directors may think fit for the benefit of the Company.

Ordinary Resolution 7: Proposed Diversification of Core Business

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6 and 8 in this Notice, approval be and is hereby given for the proposed diversification of the Company and its subsidiaries' existing core business to include the Business of the Capital City Group; and the Directors or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 7.

Ordinary Resolution 8: Proposed Appointment of Mr. Siow Chien Fu as Director

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6 and 7 in this Notice, Mr. Siow Chien Fu be appointed as director of the Company with effect from completion of the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition.

Ordinary Resolution 9: Proposed Appointment of Mr. Tham Kok Peng as Director

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in this Notice, Mr. Tham Kok Peng be appointed as director of the Company with effect from completion of the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition.

Ordinary Resolution 10: Proposed Appointment of Mr. Tan Eng Kiat Dominic as Director

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in this Notice, Mr. Tan Eng Kiat Dominic be appointed as director of the Company with effect from completion of the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition.

Ordinary Resolution 11: Proposed Appointment of Mr. Lye Thiam Fatt Joseph Victor as Director

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in this Notice, Mr. Lye Thiam Fatt Joseph Victor be appointed as director of the Company with effect from completion of the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition.

Ordinary Resolution 12: Proposed Share Issue Mandate

THAT contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in this Notice:

- approval be and is hereby given, pursuant to Article 12(3) of the Articles of Association and Rule 806 of the Catalist Rules, to the Directors to allot and issue shares in the capital of the Company (whether by way of rights issue, bonus issue or otherwise) and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other Instruments convertible into shares, at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new shares to be issued pursuant to such authority shall not exceed 100.0% of the then-existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a pro-rata basis to the then existing Shareholders shall not exceed 50.0% of the then-existing issued share capital of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier. For the purposes of this resolution, the "then-existing issued share capital" shall mean the enlarged share capital (excluding treasury shares) after the Proposed Increase in Authorised Share Capital, the Proposed Share Consolidation, the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition, the allotment and issuance of the Consideration Shares and the Proposed Compliance Placement; and
- the Directors or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution 12.

As Special Resolution

Special Resolution 1: Proposed Change of Name

That contingent upon the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in this Notice and with effect from a date on or after completion of the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition as the Directors may determine:

- the name of the Company be changed to "Capital World Limited" and that the name "Capital World Limited" shall be substituted for "Terratech Group Limited", wherever the latter name appears in the Company's Memorandum and Articles of Association; and
- the Directors or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Special Resolution 1.

Shareholders should note that:

- the Key Resolutions are inter-conditional. This means that if any one of the Ordinary Resolution 1 relating to the Proposed AVL Acquisition, the Proposed REGL Acquisition and the Proposed FSVL Acquisition, Ordinary Resolution 2 relating to the Proposed Share Issue, Ordinary Resolution 3 relating to the Siow Whitewash Resolution, Ordinary Resolution 4 relating to the Tan Concert Parties Whitewash Resolution, Ordinary Resolution 5 relating to the Proposed Increase in Authorised Share Capital, Ordinary Resolution 6 relating to the Proposed Share Consolidation, Ordinary Resolution 7 relating to the Proposed Diversification of Core Business and Ordinary Resolution 8 relating to the proposed appointment of Mr. Siow as Proposed Director are not approved, the other Key Resolutions will not be duly passed;
- Ordinary Resolution 9 relating to the proposed appointment of Mr. Tham as Proposed Director, Ordinary Resolution 10 relating to the proposed appointment of Mr. Dominic Tan as Proposed Director, Ordinary Resolution 11 relating to the proposed appointment of Mr. Victor Lye as Proposed Director and Ordinary Resolution 12 relating to the Proposed Share Issue Mandate are conditional upon the passing of the Key Resolutions; and
- Special Resolution 1 relating to the Proposed Change of Name is conditional upon the passing of the Key Resolutions.

By Order of the Board

Lee Pih Peng
Company Secretary
Singapore
29 March 2017

Notes:

- A member entitled to attend and vote at the extraordinary general meeting of the Company (the "Meeting") and who holds two (2) or more Shares is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Such member should complete, sign and return the Shareholder Proxy Form in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the Meeting. The appointment of a proxy by a member does not preclude him from attending and voting in person at the Meeting if he so wishes in place of the proxy. For the avoidance of doubt, the Shareholder Proxy Form should not be used by depositors ("Depositors"). Depositors who wish to attend and vote at the Meeting should refer to paragraphs 2 and 3 below.
- A Depositor (other than Depositors which are corporations) holding Shares through the CDP and whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act of Singapore) not earlier than 48 hours prior to the time fixed for the meeting who wishes to attend and vote at the Meeting may do so as CDP's proxy without having to complete or return any form of proxy.
- (i) A Depositor which is a corporation and who wishes to attend and vote at the Meeting or (ii) an individual Depositor who is unable to attend the Meeting personally and wishes to appoint person(s) to attend the meeting and vote on his behalf, should complete, sign and return the Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the Meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.