



TERRATECH GROUP LIMITED

(Company Registration No.: CT-276295)

(Incorporated in the Cayman Islands on 15 March 2013)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 15 March 2016 ("Circular") to shareholders of the Company.

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Terratech Group Limited (the "**Company**") will be held at 31 Changi South Avenue 2 Singapore 486478 on 30 March 2016 at 10.30 a.m., for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions:—

AS ORDINARY RESOLUTION

ORDINARY RESOLUTION 1 – PROPOSED CHANGE OF AUDITORS

Resolved that:

(a) approval be and is hereby given for:—

- (i) the appointment of Ernst & Young LLP, Singapore as auditors of the Company in place of Ernst & Young Hong Kong with effect from the date of approval of Shareholders of this resolution; and
- (ii) Ernst & Young LLP, Singapore holding office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Directors; and

(b) the Directors and each of them be and are hereby authorised, empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

By Order of the Board

Lee Pih Peng

Company Secretary

Singapore

15 March 2016

Notes:—

1. A member entitled to attend and vote at the extraordinary general meeting of the Company (the "Meeting") and who holds two or more Shares is entitled to appoint not more than two 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 who wish to attend and vote at the Meeting should refer to paragraphs 2 and 3 below.
2. 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) 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.
3. (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 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 Extraordinary General 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General 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.