Ref: REG/LC/QR2020020002

6 February 2020

Abterra Ltd
7 Temasek Boulevard
#11-05 Suntec Tower 1
Singapore 038987

Attn: The Board of Directors

Dear Sirs

ABTERRA LTD (THE "COMPANY")

NOTICE OF COMPLIANCE: REQUIREMENT TO PERFORM QUARTERLY REPORTING OF UNAUDITED FINANCIAL STATEMENTS

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1. Singapore Exchange Regulation ("**SGX RegCo**" or the "**Exchange**") refers to:

   (a) SGX RegCo's announcement dated 9 January 2020 titled "*SGX RegCo adopts risk-based approach to quarterly reporting, mandates more robust disclosures on matters of high impact*";

   (b) SGXNet announcement dated 17 April 2018 (Announcement Reference No: SG180417OTHRRD34) on SGX's public reprimand titled, "*Auditors' notice to resign and application for waiver to comply with Rule 707(1) of the Listing Manual and extension of time to hold annual general meeting*"; and

   (c) SGXNet announcement dated 19 December 2018 (Announcement Reference No: SG181219OTHREQNK) on SGX's public reprimand titled, "*Update - Auditors' notice to resign and application for waiver to comply with Rule 707(1) of the Listing Manual and extension of time to hold annual general meeting*"

Background

2. On 9 January 2020, SGX RegCo announced the removal of the market capitalisation threshold as a basis for quarterly reporting ("**QR**") of financial results. The amended rule 705(2) (the "**Amended Rule 705(2)**") will take effect from 7 February 2020. Instead, SGX RegCo will take a risk-based approach and will require companies to do QR if (a) auditors have issued a qualified opinion, disclaimer of opinion or adverse opinion (collectively, "**modified opinions**") or (b) companies that have a material uncertainty relating to going concern as highlighted by their auditors, both based on the latest audited financial statements. In addition, SGX RegCo can also exercise our administrative powers to require QR for companies where we have regulatory concerns.

3. In this regard, the Company disclosed in its SGXNet Announcement of 17 April 2018 that former auditors have raised audit matters which include, amongst others, potential related party transactions and potential interested person transactions under Chapter 9 of the SGX-ST Listing Manual.

4. The Company had engaged legal advisers to review and advise on the transactions relating to potential interested person transactions. In addition, the Company in its announcement of 19 December 2018 stated that its former auditors had in its professional clearance letter to the new auditors stated that additional information was made available to the Ministry of Finance in a report of offences dated 2 April 2018. This raises concerns on the Company's state of affairs.

Exchange's Directive: Requirement to Perform Quarterly Reporting

5. Your company, Abterra Ltd, will be required to perform QR on an ongoing basis from 7 February 2020. This arises from the modified opinion issued by your statutory auditor in your latest annual report.

6. In addition, for the purposes of ensuring that the market is fair, orderly and transparent, and in view of the regulatory concerns set out above, pursuant to Mainboard Rule 1405(1)(b), SGX RegCo requires the Company to continue to do QR in accordance with the requirements set out in the Amended Rule 705(2) on an ongoing basis. The grace period extended under amended Rule 705(2A) is not applicable to your company. For the avoidance of doubt, the Company will report the next set of quarterly financial statements for Q1 period from Jan to Mar 2020 ("**QR Commencement Date**") by 15 May 2020.

7. The Company will need to perform QR until further notice from SGX RegCo.

8. In the announcement of your quarterly results, please include a statement on the cover page that the QR announcement is mandatory, made pursuant to the Exchange's requirements, as required under Listing Rule 705(2C).

9. Companies with modified opinions that are subject to QR will need to provide: (a) updates on efforts taken to resolve each outstanding audit issue; and (b) confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed. This will not be required for any audit issue that relates to going concern.

10. Please announce the Exchange's directive to the Company and the QR Commencement Date through SGXNet immediately (before 7.30am on 7 February 2020).

11. Pursuant to Mainboard Rule 1405(4), failure to comply with the requirements in this notification shall be deemed as a contravention of the Listing Rules.

12. Please note that SGX RegCo reserves the right to take disciplinary action against the Company and / or Relevant Persons for breaches of the Listing Rules, including any failure to comply with the requirements imposed by the Exchange.

Yours faithfully

June Sim
Senior Vice President
Head, Listing Compliance
Singapore Exchange Regulation