



TERRATECH GROUP LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting of the Company will be held at 31 Changi South Avenue 2, Singapore 486478 on Friday, 31 July 2015 at 10.30 a.m. to transact the following business:

AS ORDINARY BUSINESS

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| 1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 March 2015 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To approve the payment of Directors' fees of S\$117,264 for the financial year ended 31 March 2015 in arrears. | Resolution 2 |
| 3. To re-elect Mr. Aw Eng Hai retiring pursuant to Article 85(6) of the Articles of Association of the Company.
(See Explanatory Notes) | Resolution 3 |
| 4. To re-elect Professor Zhao Jian retiring pursuant to Article 85(6) of the Articles of Association of the Company.
(See Explanatory Notes) | Resolution 4 |
| 5. To re-elect Mdm. Zhan Ping retiring pursuant to Article 85(6) of the Articles of Association of the Company.
(See Explanatory Notes) | Resolution 5 |
| 6. To re-elect Mr. Tay Yew Khem retiring pursuant to Article 85(6) of the Articles of Association of the Company.
(See Explanatory Notes) | Resolution 6 |
| 7. To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

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| 8. General Authority to Allot and Issue Shares
That, pursuant to Article 12(1) the Articles of Association of the Company and Rule 806(2) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Rules of Catalyst"), authority be and is hereby given to the Directors to:
(a) (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or;
(ii) 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) warrants, debentures, convertible securities 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, and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided always that:
(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), provided that the aggregate number of Shares to be issued other than on a <i>pro rata</i> basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;
(2) (subject to such manner of calculation as may be prescribed by the Rules of Catalyst), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of total issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
(b) (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
(3) in exercising the authority conferred by this Resolution, the Directors shall comply with the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Memorandum and Articles of Association for the time being of the Company; and
(4) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. (See Explanatory Notes) | Resolution 8 |
| 9. To transact any other business that may be transacted at an Annual General Meeting. | |

By Order of the Board

Lee Pih Peng
Company Secretary
Singapore, 16 July 2015

Notes:

- A member of the Company entitled to attend and vote at the forthcoming Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or under the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 2 Kaki Bukit Place, #07-00 Tritech Building, Singapore 416180 not less than forty-eight (48) hours before the time for holding the forthcoming Annual General Meeting of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

Explanatory Notes on Ordinary Business to be transacted:

Resolution 2

The Directors' fees of S\$117,264 does not include the remuneration proposed to be paid to Dr Wang Xiaoning for his services rendered for the period up to 31 March 2015, which is covered under the Service Agreement dated 10 July 2015 entered into between the Company and Dr Wang Xiaoning and which is subject to Shareholders' approval to be obtained at the extraordinary general meeting of the Company to be held after the annual general meeting.

Resolution 3

Mr. Aw Eng Hai will, upon re-appointment as a Director of the Company, remain as Lead Independent Director, Chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee. Mr. Aw Eng Hai is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Rules of Catalyst.

Resolution 4

Professor Zhao Jian will, upon re-appointment as a Director of the Company, remain as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee. Professor Zhao Jian is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Rules of Catalyst.

Resolution 5

Mdm. Zhan Ping will, upon re-appointment as a Director of the Company, remain as an Executive Director and Chief Executive Officer (China).

Resolution 6

Mr. Tay Yew Khem will, upon re-appointment as a Director of the Company, remain as an Independent Director, and a member of the Audit Committee, Remuneration Committee and Nominating Committee. Mr. Tay Yew Khem is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Rules of Catalyst.

Explanatory Note on Special Business to be transacted:

Resolution 8

The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting of the Company until the next Annual General Meeting of the Company, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by Ordinary Resolution 6, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under Ordinary Resolution 6 would not exceed one hundred per cent. (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares) at the time of the passing of Ordinary Resolution 6. For issue of Shares and convertible securities other than on a *pro rata* basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty per cent. (50%) of the total number of issued Shares in the capital of the Company (excluding treasury shares) at the time of the passing of Ordinary Resolution 6. The one hundred per cent. (100%) limit and the fifty per cent. (50%) limit will be calculated based on the Company's issued share capital at the time of the passing of Ordinary Resolution 6, after adjusting for:

- new Shares arising from the conversion or exercise of convertible securities; and
- any subsequent bonus issue, consolidation or subdivision of Shares.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Terratech Group Limited (the "Company") will be held at 31 Changi South Avenue 2, Singapore 486478 on 31 July 2015 at 11.30 a.m. (or as soon thereafter following the conclusion of the forthcoming AGM to be held at 10.30 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution:

AS AN ORDINARY RESOLUTION

THE PROPOSED APPROVAL OF THE SERVICE AGREEMENT BETWEEN DR WANG XIAONING AND THE COMPANY

That the Service Agreement dated 10 July 2015 and entered into between Dr Wang Xiaoning and the Company, and the appointment of Dr Wang Xiaoning to provide the services as contemplated under the Service Agreement on the terms and conditions of the Service Agreement (including the Commencement Date term of such agreement and the fees and remuneration payable to Dr Wang Xiaoning as provided thereunder), be and is hereby ratified, confirmed and approved.

BY ORDER OF THE BOARD

Lee Pih Peng
Company Secretary
Singapore
16 July 2015

Notes:

- A Member (other than CDP) entitled to attend and vote at the special 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.
- A Depositor holding Shares through the CDP and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to attend and vote at the Meeting may do so as CDP's proxy. Such Depositor (who is not an individual) should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form 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 no later than forty-eight (48) hours before the time of the Meeting.

Personal Data Privacy:

By submitting an instrument appointment 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.