



## **ABTERRA LTD.**

(Company Registration No. 199903007C)

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### **CHANGE OF SHAREHOLDING IN SHARE CHARGE**

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The Board of Directors (the “**Board**”) of Abterra Ltd. (the “**Company**”) refers to the announcements by the Company on 31 December 2013, 2 March 2014, 9 May 2014, 22 May 2014 and 1 October 2014 in relation to the deed of termination dated 31 December 2013 (“**Deed of Termination**”) and the announcement by the Company on 27 July 2015 in relation to the Proposed Acquisition (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed to them in the Announcements.

#### **1. SHARE CHARGE**

The Company has on 8 April 2016 received written notice of Full Winner Industrial Co., Limited’s (“**Full Winner**”) shareholding in General Nice (S.A.) Resources Company Limited (“**GNSA**”) had decreased from 65% to 19.5%.

In relation to the Deed of Termination and the Proposed Acquisition, Full Winner had granted the Company a share charge over Full Winner’s 65% shareholding in GNSA (“**Share Charge**”), a company incorporated in British Virgin Islands. GNSA and its subsidiaries owns (i) prospecting rights for manganese ore in South Africa; (ii) lands on which such prospecting rights are located; and (iii) lands and buildings located in Johannesburg, Gauteng Province, South Africa.

Under the terms of the Deed of Termination, the Share Charge was granted as security for the fulfilment of Full Winner’s obligations.

In relation to the Proposed Acquisition, the Share Charge was further granted as security for the obligations of Full Winner’s parent company, Shenzhen Manfu Industrial Co., Limited, under the sale and purchase agreement.

#### **2. FURTHER DEVELOPMENTS**

The Board is currently considering the options available to the Company, and the Company will make the appropriate announcements on any further decisions made by the Board in respect of the Share Charge.

BY ORDER OF THE BOARD

Lau Yu  
Chief Executive Officer  
8 April 2016