

**INTERNAL RESTRUCTURING EXERCISE**

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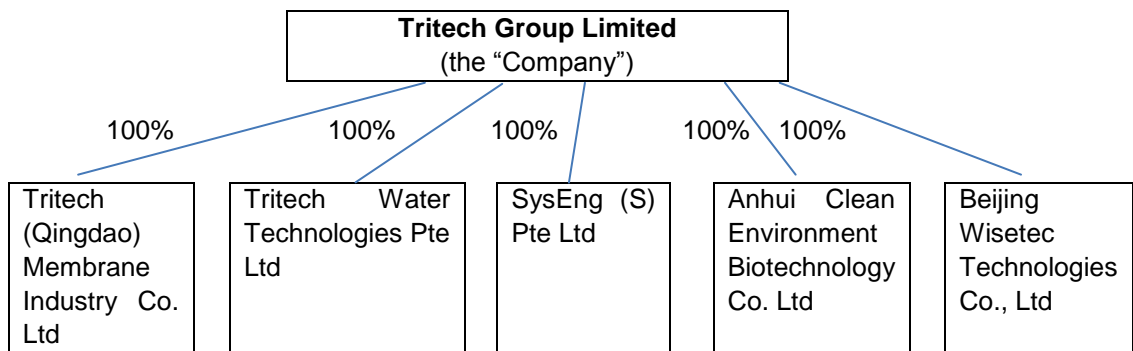
**1. INTRODUCTION**

The board of directors (“**Board**” or “**Directors**”) of Trittech Group Limited (the “**Company**”, the Company and its subsidiaries collectively referred to as the “**Group**”) wishes to announce that the Company is proposing to undertake an internal group restructuring exercise, *inter alia*, to group all the subsidiaries of the Group engaged or involved in the water and environment business of the Group under a single intermediate holding company (the “**Proposed Internal Restructuring**”).

**2. THE PROPOSED INTERNAL RESTRUCTURING**

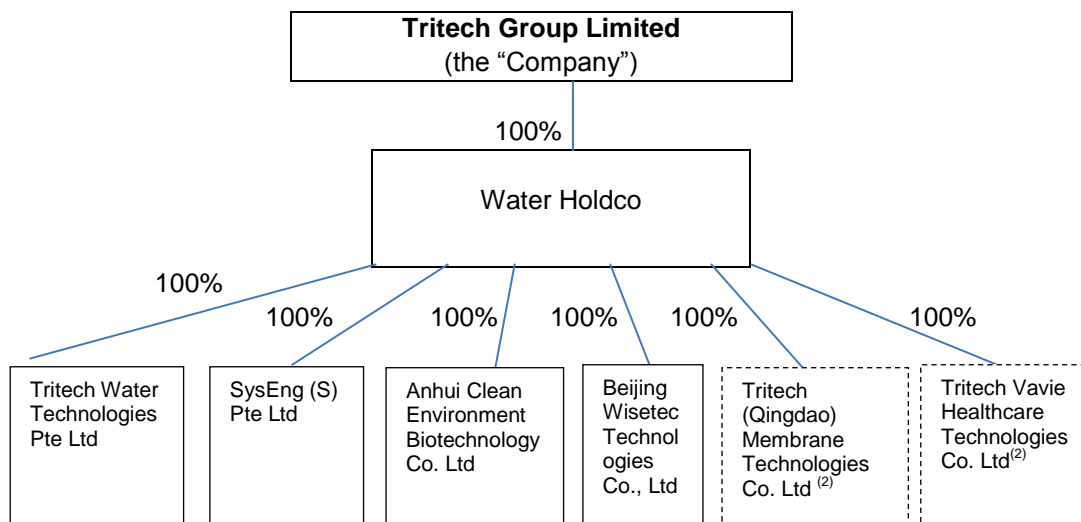
An illustration of the aforementioned Proposed Internal Restructuring is set out below.

**Before the Proposed Internal Restructuring<sup>(1)</sup>:**



*Note 1: This chart merely illustrates part of the Group structure for the Company and its subsidiaries engaged in or involved in the water and environmental business of the Group, and does not show other subsidiaries of the Group that are engaged in or involved in the marble business and engineering services business.*

**After the Proposed Internal Restructuring:**



*Note 2: These are new subsidiaries to be incorporated as part of the Proposed Internal Restructuring.*

Under the Proposed Internal Restructuring, the following steps are currently contemplated to be taken:-

- (i) the Company intends to transfer its entire shareholding or equity interest in each of Tritech Water Technologies Pte Ltd, SysEng (S) Pte Ltd, Anhui Clean Environment Biotechnology Co. Ltd and Beijing Wisetec Technologies Co., Ltd to Tritech Qingdao Membrane Industry Co., Ltd ("**Water Holdco**"), currently a 100%-owned subsidiary of the Company, with a corresponding increase in the registered and paid-up capital of Water Holdco, which will remain as a wholly-owned subsidiary of the Company;
- (ii) the Company intends to transfer the current business activities of Water Holdco to two new PRC companies to be incorporated as subsidiaries of Water Holdco in addition to the above mentioned transferred subsidiaries and proposed to be named as Tritech (Qingdao) Membrane Technologies Co. Ltd ("**Tritech Qingdao**") and Tritech Vavie Healthcare Technologies Co. Ltd ("**Tritech Vavie**") respectively; and
- (iii) Water Holdco will be renamed as Tritech Environmental Group Co. Ltd and will act as the intermediate holding company and platform for the entire water and environmental business of the Company.

Shareholders should note that the Proposed Internal Restructuring, including but not limited to the proposed change of name of Water Holdco and the establishment of, and the proposed names of the proposed new subsidiaries to be incorporated, is subject to, inter alia, the approval of relevant local authorities and there is no certainty that the same will materialize. The Company will keep Shareholders updated, where applicable, as and when there are material developments relating to the Proposed Internal Restructuring.

3. **RATIONALE OF THE PROPOSED INTERNAL RESTRUCTURING**

The Group currently has three business segments, professional engineering services, marble business (which is held under Terratech Group Limited, a company listed on Catalist, and its subsidiaries) and water and environmental business.

Water Holdco currently has two business sectors, namely, the membrane business for industry market and dispenser business for mass market, and distinguishing them into two different subsidiaries (the membrane business into Trittech Qingdao and the dispenser business into Trittech Vavie) (by way of transfer of the assets of the respective businesses to the respective subsidiaries) will allow for better management and market perception, and enable Water Holdco to become solely an investment holding company.

The Directors of the Company are of the opinion that there is opportunity in China and Asia Pacific Region for water and environmental business due to the scarcity of water resources and environmental deterioration and protection issues. The current corporate structure for the water and environmental business of the Group does not fully optimize or facilitate the use of the Group's resources to cater to the demands of increasing market share for the Group's water and environmental business. The purpose of the Proposed Internal Restructuring is to group all of the subsidiaries of the Group that are engaged in or involved in the water and environmental business of the Group under a single intermediate holding company, Water Holdco which will be renamed as Trittech Environmental Group Co. Ltd. in the People's Republic of China to better align the Group's corporate structure with the business of the Group and to facilitate possible future development and growth of the Group's water and environmental business.

4. **FINANCIAL EFFECTS**

The Proposed Internal Restructuring is not expected to have any significant material impact on the consolidated net tangible assets per share and/or the earnings per share of the Group for the current financial year ending 31 March 2015.

5. **INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS OR CONTROLLING SHAREHOLDERS**

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholding in the Company), in the Proposed Internal Restructuring.

The Board would like to clarify that the Proposed Internal Restructuring including the name of the proposed new subsidiaries is subject to the approval of local authorities and will keep the shareholder updated as and when appropriate.

**BY ORDER OF THE BOARD**

Dr Wang Xiaoning  
Managing Director  
9 January 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange*

*Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

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