



TERRATECH GROUP LIMITED

(Company Registration No: CT-276295)

(Incorporated in the Cayman Islands on 15 March 2013)

**NOTIFICATION BY HOLDING COMPANY OF PROPOSED DISPOSAL OF 29.0% INTEREST IN
TERRATECH GROUP LIMITED**

1. INTRODUCTION

The board of directors (the **"Board"** or **"Directors"**) of Terratech Group Limited (the **"Company"**, together with its subsidiaries, the **"Group"**) wishes to announce that it received a notification from Trittech Group Limited (**"Trittech"**) of its intention to dispose a 29.0% shareholding interest in the Company (the **"Proposed Disposal"**). Details of the Proposed Disposal may be found in a separate announcement made by Trittech released earlier today.

As at the date of this announcement, Trittech holds approximately 62.92% shareholding interest in the Company and is the holding company of the Group.

Upon the completion of the Proposed Disposal (the **"Disposal Completion"**), each entity in the Group will cease to be a subsidiary of Trittech.

2. POTENTIAL CHANGES IN BOARD COMPOSITION AND FUTURE DIVESTMENT

Trittech has also informed the Company that, as a result of the Proposed Disposal, there might be potential changes proposed to the current Board and/or management composition. The nominating committee and the Board will review the candidates to be nominated for appointment in relation to the Proposed Disposal as aforesaid and the Company will make the relevant announcements in accordance to Rule 704 of the Catalist Rules on such appointments as and when applicable.

Trittech has assured the Company that pending the Disposal Completion, Trittech would work together with the current board of directors and management of the Company to facilitate the continued normal operations of the Company, including the provision of any necessary on-going financial support to the Company up to the Disposal Completion and, upon the completion of the Proposed Disposal will continue to work together with the board of directors and management of the Company then in place, if so requested by the Company, to facilitate a smooth transition of the management of the Company.

In addition, Trittech has further informed the Company that it intends to separately divest of its remaining 33.92% shareholding interest in Terratech, of which 31.46% cannot be sold, transferred, assigned, disposed of, realised, pledged, granted as an option to purchase or enter into any agreement that will directly or indirectly constitute as a disposal until 29 January 2016, if and when a suitable opportunity arises, and subject to the entry of a definitive agreement for the

same (the **“Proposed Further Divestment”**). The Company will make announcement(s) on such Proposed Further Divestment as and when appropriate.

3. CONTINUED OPERATIONS OF THE GROUP

The Board wishes to assure shareholders that in the midst of the aforementioned Proposed Disposal and Proposed Further Divestment, the Board will continue normal operations of the Group, including procuring of financial support from Tritech or any other parties for its operations and corporate growth strategy.

4. CHANGE IN INTERESTS OF THE CONTROLLING SHAREHOLDERS

As a result of the Proposed Disposal, the change in the interests of the controlling shareholders will be as follows:

Controlling shareholders of the Company	As at the date of this announcement and before the Proposed Disposal				After the completion of the Proposed Disposal			
	Direct interest	(%)	Deemed interest	(%)	Direct interest	(%)	Deemed interest	(%)
Dr Wang Xiaoning ⁽¹⁾	-	-	388,508,000	63.17	-	-	210,145,819	34.17
Tritech Group Limited	386,948,000	62.92	-	-	208,585,819	33.92	-	-
Tritech International Holdings Pte Ltd ⁽²⁾	1,560,000	0.25	386,948,000	62.92	1,560,000	0.25	208,585,819	33.92
Mr Chew Hoe Soon	-	-	-	-	178,362,181	29.0	-	-

Note:-

(1) Dr Wang Xiaoning is deemed to be interested in:

(i) the 1,560,000 shares held by Tritech International Holdings Pte Ltd pursuant to Section 7(4A) of the Companies Act as Dr Wang Xiaoning holds an aggregate of 30.2% of the shareholdings of Tritech International Holdings Pte Ltd; and

(ii) the 386,948,000 and 208,585,819 shares held by Tritech Group Limited before and after the Proposed Disposal respectively pursuant to Section 7(4A) of the Companies Act as his associate, Tritech International Holdings Pte Ltd, holds an aggregate of 39.62% of the shareholdings of Tritech Group Limited.

(2) Tritech International Holdings Pte Ltd is deemed to be interested in the 386,948,000 and 208,585,819 shares held by Tritech Group Limited before and after the Proposed Disposal respectively pursuant to Section 7(4)(a) of the Companies Act as it holds an aggregate of 39.62% of the shareholdings of Tritech Group Limited.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Company's directors or substantial shareholders or their associates has any interest, direct or indirect, in the Proposed Disposal and Proposed Further Divestment, other than through their respective shareholdings (direct, indirect or deemed) in Tritech (where applicable).

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Disposal and the Proposed Further Divestment and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

7. FURTHER ANNOUNCEMENTS

The Company will make further announcements on the Proposed Disposal and the Proposed Further Divestment (if applicable) as appropriate or when there are further material developments on the same.

8. CAUTION IN TRADING

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders of the Company are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Dr Loh Chang Kaan
CEO

5 January 2016

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.

The contact person for the Sponsor is Mr Thomas Lam, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.