



TERRATECH GROUP LIMITED

(Company Registration No. CT-276295)

(Incorporated in the Cayman Islands on 15 March 2013)

PROPOSED SHARE CONSOLIDATION OF EVERY FOUR (4) ORDINARY SHARES INTO ONE (1) CONSOLIDATED SHARE – NOTICE OF BOOKS CLOSURE DATE

*All capitalised terms in this announcement (this “**Announcement**”) shall, unless otherwise defined herein, have the same meanings ascribed to them in the Company’s announcements dated 9 June 2016, 8 December 2016, 7 January 2017, 15 March 2017, 29 March 2017, 31 March 2017 and 21 April 2017 (collectively, the “**Earlier Announcements**”).*

1. INTRODUCTION

The board of directors (“**Board**”) of the Company refers to the Earlier Announcements in relation to Proposed Acquisition, the Extension, the Proposed REGL Acquisition, the Proposed FSVL Acquisition, the Proposed RTO Transactions, the lodgement and despatch of the Circular and the receipt of the LQN.

The Proposed RTO Transactions were approved by the Shareholders at the extraordinary general meeting of the Company held on 21 April 2017.

2. NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED SHARE CONSOLIDATION EXERCISE

- 2.1 **NOTICE IS HEREBY GIVEN** that the Register of Members and share transfer books of the Company will be closed at 5.00 p.m. on 2 May 2017 (“**Books Closure Date**”) for the purposes of determining the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation, whereupon the Register of Members and the depository register will be updated to reflect the number of Consolidated Shares held by Shareholders (or depositors, as the case may be) based on their shareholdings as at the Books Closure Date.
- 2.2 Pursuant to the Proposed Share Consolidation, every four (4) Shares registered in the name or standing to the credit of the Securities Account (as the case may be) of each Shareholder or depositor as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.3 The Proposed Share Consolidation shall be effective from 9.00 a.m. on the Market Day immediately following the Books Closure Date, being 3 May 2017 (“**Effective Date**”).

- 2.4 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their shareholdings as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. Fractions of a Consolidated Share arising from the Proposed Share Consolidation may be dealt with in such manner as the Board may, in their absolute discretion, deem fit in the interests of the Company including aggregating and selling the same and retaining the net proceeds for the benefit of the Company and/or purchasing of any or all of the fractional Consolidated Shares and retaining the net proceeds of the share purchase for the benefit of the Company.
- 2.5 Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of share certificates with CDP

Shareholders who hold old physical share certificates for the existing Shares ("**Old Share Certificates**") in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than 12 Market Days before the Books Closure Date.

After the Books Closure Date, CDP will only accept for deposit share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their New Share Certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Company's Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issue of New Share Certificates in replacement thereof as described below.

3.2 Issue of New Share Certificates

Shareholders who have deposited their existing share certificates with CDP at least 12 Market Days prior to the Books Closure Date need not take any action. The Company will arrange with CDP to facilitate the exchange of New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their existing share certificates as aforesaid or who do not wish to deposit their existing share certificates with CDP are advised to forward all their existing share certificates to the Company's Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date and no later than five (5) Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within 10 Market Days from the Consolidation Books Closure Date or the date of receipt of the existing share certificates, whichever is the later.

Shareholders are to deliver their respective existing share certificates to the Company's Share Registrar and Share Transfer Agent or CDP only after this Announcement of the Books Closure Date by the Company.

No receipt will be issued by the Company's Share Registrar and Share Transfer Agent for the receipt of the existing share certificates tendered.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their existing share certificates have been tendered to the Company's Share Registrar and Share Transfer Agent for cancellation.

Please notify the Company's Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, if you have lost any of your existing share certificates or if there is any change in your address from that reflected in the Register of Members of the Company.

3.3 Share certificates not valid for settlement of trades on SGX-ST

Shareholders who hold physical share certificates are reminded that their existing share certificates will not be valid for settlement of trading in the new Consolidated Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Company's Share Registrar and Share Transfer Agent. Notwithstanding the above, the New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. TRADING ARRANGEMENTS FOR THE CONSOLIDATED SHARES AND ODD LOTS

4.1 Trading Arrangements for the Consolidated Shares

As set out in the Company's announcement released earlier today, the Company wishes to inform Shareholders that the suspension of trading of Shares is expected to occur with effect from 9.00 a.m. on 24 April 2017.

With effect from 9.00 a.m. on 27 April 2017 (the "**Effective Trading Date**"), trading in the Shares will be in board lots of 100 Consolidated Shares. Trading in the Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date. Notwithstanding the foregoing, the Board wishes to highlight that the trading of the Shares or the Consolidated Shares (as the case may be) would have been suspended from 9.00 a.m. on 24 April 2017 onwards. The Company will update Shareholders on the date of resumption of trading in the Consolidated Shares in due course.

4.2 Trading Arrangements for Odd Lots

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of depositors may be credited with odd lots of Consolidated Shares (i.e. lots other than board lots of 100 Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. Depositors who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the unit share market which, following the Proposed Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share.

5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation:

Time and Date	Event
5.00 p.m. on 2 May 2017 (Tuesday)	Books Closure Date
9.00 a.m. on 3 May 2017 (Wednesday)	Effective Date (Proposed Share Consolidation becomes effective)

6. CONTACT INFORMATION

The address of the Company's Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., is as follows:

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

The address of CDP is as follows:

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Dr Loh Chang Kaan
Chief Executive Officer and Executive Director

21 April 2017

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 Catalist. 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 Joseph Au, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.