



**ABTERRA LTD.**

(Company Registration Number 199903007C)

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**PROPOSED SUBSCRIPTION OF SHARES IN LEROI HOLDINGS LIMITED AND PROPOSED  
ISSUE OF SHARES TO LEROI HOLDINGS LIMITED - TERMINATION OF AGREEMENT**

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The Board of Directors of Abterra Ltd. ("**Company**") refers to the announcements released by the Company on 11 June 2009 and 28 August 2009 in relation to the Proposed Share Swap ("**Announcements**"). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed to them in the Announcements.

Under the terms of the Agreement dated 10 June 2009, the Parties' obligation to complete the Proposed Share Swap is subject to the fulfilment of certain conditions by a long stop date, which was deferred by mutual consent of the Parties to 30 November 2009 ("**Long Stop Date**").

As of the date of this announcement, certain conditions set out in the Agreement have not been fulfilled, and the Parties have mutually decided not to proceed with the Proposed Share Swap.

In relation to the above, the Board of Directors wishes to announce that the Agreement has lapsed on 30 November 2009 in accordance with its terms and is deemed void.

The termination of the Proposed Share Swap does not have any material impact on the business operations or the current financial position of the Company and its subsidiaries.

BY ORDER OF THE BOARD

Lau Yu  
Director and Chief Executive Officer  
1 December 2009