



ASX Announcement

17 February 2015

Restructure of Interests of Major Shareholder

Terramin Australia Limited (ASX:TZN) has been advised by Wanshe Holdings Pty Ltd (**Wanshe**) that it has completed a transfer of its 480,321,177 Terramin shares (31.70% of Terramin's issued capital) to its existing shareholders Ms Wang and Mr Sheng. Mr Sheng is a non-executive director of Terramin.

As a result of the share transfer and consistent with the substantial shareholder notices to be issued with ASX along with this announcement:

1. Wanshe is no longer a shareholder in Terramin.
2. Ms Wang becomes a substantial shareholder with a 15.85% interest in Terramin's issued ordinary shares.
3. Mr. Sheng's relevant interest which is now wholly held through Asipac Group Pty Ltd represents 23.56% of Terramin's issued ordinary shares. Please see attached the Appendix 3Y (Change of Director's Interest Notice) advising of Mr Sheng's holding.

The Company has been advised that Ms Wang is not an associate of Asipac Group Pty Ltd or Mr Sheng.

Ms Wang and Asipac Group Pty Ltd have also advised that they intend to continue holding their respective shareholdings in Terramin.

For further information, please contact:

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Terramin Australia Limited
ABN: 67 062 576 238

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Feng Sheng
Date of last notice	19 September 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Wanshe Holdings Pty Ltd (director and shareholder) Asipac Group Pty Ltd (director and sole shareholder)
Date of change	16 February 2015
No. of securities held prior to change	480,321,177 fully paid ordinary shares by Wanshe Holding Pty Ltd 116,795,018 fully paid ordinary shares by Asipac Group Pty Ltd
Class	Fully paid ordinary shares
Number acquired	Nil

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	Wanshe Holding Pty Ltd completed an off-market transfer of all shares in Terramin it held to its shareholders, of which 240,160,588 shares were transferred to Asipac Group Pty Ltd an entity controlled by Mr Sheng
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Transfer of 240,160,588 shares for non-cash consideration from Wanshe Holdings Pty Ltd to Asipac Group Pty Ltd at \$6,244,175.28.
No. of securities held after change	356,955,606 fully paid ordinary shares held by Asipac Group Pty Ltd, an entity controlled by Mr Sheng
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off market transfer of 240,160,588 shares to Asipac Group Pty Ltd by Wanshe Holdings Pty Ltd, both entities controlled by Mr Sheng.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.