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If you have sold or otherwise transferred all of your Shares, please send this document together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

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The Directors, whose names are set out on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Agua Terra Limited

(a business company incorporated in the British Virgin Islands with registered no. 1490983)

Proposed cancellation of admission of the Shares to the AIM market of the London Stock Exchange and Notice of General Meeting

Notice of a General Meeting, to be held on 15 September 2011 at 12 noon (at the offices of Fairfax I.S. PLC, 46 Berkeley Square, London W1J 5AT, is set at the end of this document. Shareholders are asked to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by Totalserve Management, Totalserve House, 17, Gr. Xenopoulou Street PO Box 54425, Limassol 3724, Cyprus not less than 48 hours before the meeting.

The whole text of this document should be read.

DEFINITIONS

The words and expressions set out below have the following meanings throughout this document unless the context requires otherwise:-

“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Agua Terra” or “Company”	Agua Terra Limited, a business company incorporated in the British Virgin Islands with registration number 1490983 and its subsidiary undertakings
“Directors” or “Board”	the persons whose names are set out on page 4 of this document or, where the context so requires, the directors of Agua Terra from time to time
“Cancellation”	the proposed cancellation of admission of the Shares to the AIM market of the London Stock Exchange
“Capita Registrars” or “Registrars”	a trading name of Capita Registrars (Guernsey) Limited, registrars of Agua Terra
“Form of Proxy”	the form of proxy sent to Shareholders with this document for use in connection with the General Meeting;
“Financial Services Authority”	the Financial Services Authority of the UK in its capacity as the competent authority for the purposes of FSMA
“General Meeting”	the general meeting of Agua Terra convened by the notice set out at the end of this document, including any adjournment thereof
“Group”	Agua Terra and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“Share(s)”	Common shares of no par value each in the share capital of the Company
“Shareholders”	the holders of Shares

PART 1
LETTER FROM THE CHAIRMAN OF AGUA TERRA LIMITED

Incorporated in the British Virgin Islands with registration No. 1490983

Directors:

Petros Economides, *Non-Executive Chairman*
Markos Kashiouris, *Chief Executive*

Registered and head office
c/o Totalserve Trust Company Limited
197 Main Street
Road Town
Tortola
British Virgin Islands

27 July 2011

Dear Shareholder

Cancellation of trading of Ordinary Shares on AIM

1. Introduction

The Directors announced on 30 June 2011 that they considered it to be the appropriate time to seek to put to Shareholders at a general meeting the option to cancel the admission of the Company's Shares to trading on AIM.

This letter describes the background to the proposed Cancellation and sets out reasons why the Board believe that the Cancellation is in the best interests of the Company and Shareholders. The Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

The notice of the General Meeting is set out at the end of this document. .

The announcement on 30 June 2011 referred to the expected last day of dealings in Shares on AIM to be 28 July 2011, however there has been a delay while the Directors sought to discuss the proposed Cancellation with a major shareholder. The revised expected timetable is set out on page 2.

2. Background to and reasons for the Cancellation

While still owning a property portfolio of villa development projects on the Greek island of Mykonos, the dire economic situation which has been unfolding in the country following on from the global crisis in 2008/9 has meant that property development and transactions have been brought to a halt with obvious consequences for the Company.

In the absence of any income from sales of properties, the Company received financial support from two of its directors, Markos Kashiouris and Petros Economides. In the circumstances, in order to save costs, it has been decided to convene a general meeting at which Shareholders will consider a resolution to approve the Cancellation.

Another cost saving arose from the recent resignation of five non executive directors. The board thanks those recent directors for their contribution to the Company during their term of office.

The Shares have been admitted to trading on AIM since 3 October 2008 and in light of the operating difficulties facing Agua Terra's property development business, the Board has reviewed of the benefits of the Shares continuing to be traded on AIM, and have recognised the following key factors:

- the costs and administrative burden associated with maintaining admission to AIM;
- the lack of cash flow from operations and the benefit to the Company of reducing the degree of financial support required to enable the Company to pay its creditors;
- the management time and the legal and regulatory burden associated with maintaining the Company's admission to AIM is now disproportionate to the benefit to the Company; and
- the Company, like many other quoted AIM companies of its size, suffers from a lack of liquidity for its Shares and, in practical terms, a small free float and market capitalisation, which reduces trading demand.

3. Cancellation

At a meeting of the Board held on 30 June 2011, the Board (which included the directors who recently resigned) resolved to notify the London Stock Exchange pursuant to Rule 41 of the AIM Rules of its intention to cancel the admission of Shares from trading on AIM, subject to Shareholders passing a special resolution at a General Meeting. If Shareholders approve the Cancellation at the General Meeting which has been convened for 15 September 2011, it is anticipated that the last day of dealings in the Shares will be 22 September 2011 and the effective date of cancellation will be 23 September 2011.

4. Strategy following the Cancellation

Following the Cancellation, the Board intends to continue to hold its present portfolio of villa development sites until they can be realised. Disposals may need to be contemplated in the current difficult market conditions if required in order to pay creditors.

5. Principal effects of the Cancellation

The Company will no longer be subject to the AIM Rules after the Cancellation and, accordingly, it will not be required to retain a nominated adviser or to comply with the requirements of AIM in relation to annual accounts, half-yearly reports, the disclosure of price-sensitive information and retaining a restricted investing policy.

6. Transactions in the Shares following Cancellation

The Board is aware that the Cancellation will restrict the ability of Shareholders to realise their shareholdings, as there will be no market facility for dealing in the Shares and no price will be publicly quoted for the Shares.

6. Action to be taken by Shareholders

A Form of Proxy is enclosed with this document for use at the General Meeting. If you are a Shareholder, whether or not you intend to attend the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it to Totalserve Management, Totalserve House, 17, Gr. Xenopoulou Street, PO Box 54425, Limassol 3724, Cyprus so as to arrive as soon as possible and in any event no later than 12 noon on 13 September 2011.

7. General Meeting

A General Meeting of the Company is being convened for 12 noon on 15 September 2011 to be held at the offices of Fairfax I.S. PLC, 46 Berkeley Square, London W1J 5AT at which a special resolution to approve the cancellation of admission of the Shares to AIM, will be proposed.

The Notice of General Meeting is set out at the end of this document.

8. Recommendation

The Agua Terra Directors consider the Cancellation to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Agua Terra Directors unanimously recommend that Shareholders vote in favour of the resolution to be proposed at the General Meeting.

Yours faithfully

Petros Economides

Non-Executive Chairman

NOTICE OF GENERAL MEETING

AGUA TERRA LIMITED

Notice is hereby given that a general meeting of Agua Terra Limited (the “**Company**”) will be held on 15 September 2011 at 12 noon at the offices of the offices of Fairfax I.S. PLC, 46 Berkeley Square, London W1J 5AT (the “**General Meeting**”) for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

SPECIAL RESOLUTION

THAT the application by the Company to London Stock Exchange PLC to cancel admission of its Shares to the AIM market be and hereby is approved and such cancellation be and is hereby approved.

27 July 2011

c/o Totalserve Trust Company Limited
197 Main Street
Road Town
Tortola
British Virgin Islands

By Order of the Agua Terra Board

M Kashiouris
Director

Registered in British Virgin Islands No.
1490983

Notes:

The following notes explain your general rights as a shareholder of the Company and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Only those members registered in the Register of Members of the Company as at 6.00 p.m. on 13 September 2011 shall be entitled to attend and vote at the meeting convened above in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the general meeting is adjourned from its scheduled time by 48 hours or less. If the general meeting is adjourned for longer, members who wish to attend and vote must be on the Company’s register of members by 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. On a poll demanded, all of a member’s voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars. A proxy need not be a member of the Company. Appointing a proxy will not prevent a member from attending in person and voting at the

meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman of the meeting) and give your instructions directly to them. A proxy must vote in accordance with any instructions given by the appointing member.

3. A form of appointment of proxy is enclosed. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Totalserve Management, Totalserve House, 17, Gr. Xenopoulou Street, PO Box 54425, Limassol 3724, Cyprus. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. If you return more than one proxy appointment, that received last by the registrar before the latest time for the receipt of proxies will take precedence.
4. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the Company's registrar at the address shown on the proxy form not later than 12 noon on 13 September 2011 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting for the taking of the poll at which it is to be used.
5. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
6. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**nominated person**") may, under an agreement between him/her and the member by whom he/she was nominated have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of rights of Shareholders in relation to the appointment of proxies described in this notice of General Meeting does not apply to nominated persons. Such rights can only be exercised by Shareholders.