

ARMARDA GROUP LIMITED
(Company Registration No.: 34050)
(Incorporated in Bermuda on 13 August 2003)

PROPOSED ACQUISITION OF SINOCLOUD 01 LIMITED
- SUPPLEMENTAL AGREEMENT

1. INTRODUCTION

- 1.1. The board of directors (the "**Board**" or "**Directors**") of Armarda Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the announcement made by the Company on 15 March 2015 (the "**Announcement**") in relation to the sale and purchase agreement (the "**Agreement**") entered into by the Company's wholly-owned subsidiary, Armarda Holdings Limited (the "**Purchaser**") with Zhang Dai, Xu Yong, Bi Wei Na and Xu Yu Chi (each a "**Vendor**" and collectively, the "**Vendors**") on 13 March 2015 for the proposed acquisition of up to 90.0% of the equity interest in SinoCloud 01 Limited (the "**Target**").
- 1.2. Unless otherwise defined, all capitalised terms used in this announcement shall have the meaning ascribed to them in the Announcement.
- 1.3. The Board wishes to announce that the Purchaser and the Vendors (collectively, the "**Parties**") had, on 14 July 2015, entered into a supplemental agreement to the Agreement (the "**Supplemental Agreement**") pursuant to which the Parties thereto agreed to supplement or amend certain terms of the Agreement.
- 1.4. Save as set out in this announcement and other consequential amendments made in the Supplemental Agreement as set out herein, there are no other material amendments to the terms of the Agreement as set out in the Announcement. The relative figures of the Proposed Acquisition (set out in paragraph 8 of the Announcement) and the financial effects of the Proposed Acquisition (set out in paragraph 9 of the Announcement) remain unchanged.

2. MATERIAL AMENDMENTS TO THE TERMS OF THE AGREEMENT PURSUANT TO THE SUPPLEMENTAL AGREEMENT

2.1 Conditions precedent

Pursuant to the Supplemental Agreement, the Parties have agreed that as a condition precedent to Completion, Shenzhen Lechu shall procure that the entire equity interest of Guiyang Zhongdian shall be transferred to and held by Shenzhen Zhongdian Lechu Data Technology Co., Ltd. ("**Shenzhen Co**"). Shenzhen Co is a company established in the PRC with limited liability and is wholly owned by the Vendors. As such, upon completion of this transfer and immediately prior to Completion, Shenzhen Co will own 100% equity interest in Guiyang Zhongdian. Consequential amendments will also be made to the VIE Arrangement, such that all of the operating and economic rights, interests, benefits, risks and liabilities as well as the effective control and management over Shenzhen Co, and hence Shenzhen Co's rights, interests and control in Guiyang Zhongdian, will be transferred to, owned or managed or controlled by, or ceded to or vested in, the WFOE, on a sole and exclusive

basis, to the maximum extent legally possible. As a result, the WFOE's rights, interests and control in Guiyang Zhongdian, through the VIE Arrangement, will increase to 100% from the original 70% as set out in the Agreement. Concurrently, in order to reflect the commercial arrangement between the Parties arising from the amendments as set out in the Supplemental Agreement, the Parties have also entered into a new Deposit Arrangement Agreement, pursuant to which the Vendors have granted the Purchaser a right to purchase 100% of the Vendors' entire interest in Shenzhen Co, subject to the occurrence of any of the events specified therein. The remaining terms of the Deposit Arrangement Agreement as set out in paragraph 4.3 of the Announcement remain unchanged.

2.2 Sale Shares

Due to the changes set out in section 2.1 of this announcement, the Parties have mutually agreed that the Purchaser will acquire the Sale Shares representing 63% of the issued and paid-up capital of the Target, revised from 90% of the issued and paid-up capital of the Target as set out in the Agreement.

Accordingly, the number of Sale Shares shall be revised from 90,000 Target Shares to 63,000 Target Shares owned by the Vendors, as follows:

Name of Vendor	Number of shares held in the Target	Number of Sale Shares held
Zhang Dai	32,500	20,475
Xu Yong	32,500	20,475
Bi Wei Na	17,500	11,025
Xu Yu Chi	17,500	11,025
Total	100,000	63,000

3. DOCUMENTS FOR INSPECTION

The Company's registered office is in Bermuda, whereas the Company's principal office is in Hong Kong. Taking into account that Hong Kong is a more accessible location than Bermuda, a copy of the Supplemental Agreement and the Agreement will be made available for inspection during normal business hours at the principal office of the Company at Suite 605, 6/F, Ocean Centre, Harbour City, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for a period of three (3) months from the date of this announcement.

4. 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 Acquisition, the Company and its subsidiaries, 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.

5. CAUTION IN TRADING

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, solicitors or other professional advisers if they have any doubts about the actions they should take.

6. FURTHER ANNOUNCEMENTS

Further announcements in relation to the Proposed Acquisition will be made in due course as and when appropriate.

BY ORDER OF THE BOARD

Chan Andrew Wai Men
Executive Director and Chairman
14 July 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.