

ARMARDA GROUP LIMITED

(Registration No.: 34050)
(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Armarda Group Limited (the "**Company**") will be held at No.1 Kallang Way 2A, #05-00, Singapore 347495 on 7 November 2014 at 10.00 a.m. (Singapore time) and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following special resolution and ordinary resolution.

All capitalize terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to shareholders of the Company dated 15 October 2014 (the "**Circular**")

RESOLUTION 1 - SPECIAL RESOLUTION – THE PROPOSED CAPITAL REORGANISATION

That, with effect from 10 November 2014 or such date as may be determined by the directors of the Company ("**Directors**") (the "**Effective Date**"), the approval is hereby given:

- (a) the issued and paid up share capital of the Company be reduced from HK\$263,476,174 divided into 5,269,523,474 ordinary shares of par value HK\$0.05 each in the issued share capital of the Company ("**Shares**") to HK\$5,269,523 divided into 5,269,523,474 shares of par value HK\$0.001 each by cancelling the paid-up capital of the Company to the extent of HK\$0.049 on each issued Share of par value HK\$0.05 such that the par value of each of the issued Shares be reduced from HK\$0.05 to HK\$0.001 (the "**Proposed Capital Reduction**");
- (b) the par value of all shares in the authorised share capital of the Company be reduced from HK\$0.05 each to HK\$0.001 each, resulting in the reduction of the authorised share capital of the Company from HK\$500,000,000 divided into 10,000,000,000 shares of par value HK\$0.05 each to HK\$10,000,000 divided into 10,000,000,000 shares of par value HK\$0.001 each;
- (c) that subject to and forthwith upon the Proposed Capital Reduction taking effect, the credit amount of HK\$258,206,650 arising from this Proposed Capital Reduction be credited to the contributed surplus account of the Company, resulting the total credit amount of HK\$301,554,650 in the contributed surplus account of the Company (which comprises of the balance of HK\$43,348,000 prior to the Proposed Capital Reduction taking effect, and the credit amount of HK\$258,206,650 arising from this Proposed Capital Reduction being credited to the contributed surplus account of the Company), of which HK\$285,098,000 be applied to set off the accumulated losses of the Company in its entirety (the matters as set out in paragraphs (a), (b) and (c) of this resolution, collectively, the "**Proposed Capital Reorganisation**"); and
- (d) the directors of the Company (or any one of them) be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

RESOLUTION 2 – ORDINARY RESOLUTION – PROPOSED INCREASE OF THE AUTHORISED SHARE CAPITAL

That, contingent upon the passing of Resolution 1 in respect of the Proposed Capital Reorganisation, with effect from the Effective Date, the approval is hereby given:

- (a) the Company's authorised share capital be increased from HK\$10,000,000 divided into 10,000,000,000 Shares of par value HK\$0.001 each to HK\$100,000,000 divided into 100,000,000,000 Shares of par value HK\$0.001 each by the creation of 90,000,000,000 Shares of par value HK\$0.001, each rank *pari passu* in all respects with the existing Shares; and
- (b) the directors of the Company (or any one of them) be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this ordinary resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Increase of the Authorised Share Capital and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Increase of the Authorised Share Capital.

**BY ORDER OF THE BOARD
ARMARDA GROUP LIMITED**

Chu Yin Ling, Karen
Company Secretary
Singapore, 15 October 2014

Notes:

1. If a Shareholder who is not a Depositor (as defined in Section 130A of the Companies Act), is unable to attend the SGM and wishes to appoint a proxy/proxies to attend and vote on his behalf, he could complete, sign and return the proxy form ("**Shareholder Proxy Form**") as attached to the Circular in accordance with the instructions printed thereon. With the exception of the Central Depository (Pte) Ltd. (the "**CDP**") who may appoint more than two proxies, a Shareholder entitled to attend and vote at the SGM who holds two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the CDP), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. If a Depositor who is an individual and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act) as at a time not earlier than 48 hours before the time appointed for the SGM and is unable to attend the SGM personally and wishes to appoint a proxy/proxies to attend and vote on his behalf, he should complete, sign and deposit the proxy form (the "**Depositor Proxy Form**") as attached to the Circular in accordance with the instructions printed thereon.
4. A Depositor who is not an individual can only be represented at the SGM if its nominee is/are appointed as CDP's proxy/proxies. To appoint its nominee/nominees as proxy/proxies of the CDP and to enable its nominee/nominees to attend and vote at the SGM, such Depositor should complete, execute and deposit the Depositor Proxy Form as attached to this Circular in accordance with the instructions printed thereon.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the SGM.
6. To be valid, the Shareholder Proxy Form or the Depositor Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof. Detailed instructions can be found on the Shareholder Proxy Form and Depositor Proxy Form.
7. The completion and return of a Shareholder Proxy Form by a Shareholder who is not a Depositor, or a Depositor Proxy Form by a Depositor, shall not preclude him from attending and voting in person at the SGM if he wishes to do so, in place of his proxy/proxies.
8. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Sponsor has not independently verified the contents of this Notice including the correctness of any of the figures used, statements and opinions made.

This Notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Liao H.K.

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