

Armarda Group Limited
(Incorporated in Bermuda on 13 August 2003)
(Registration No.: 34050)

RESULTS OF 2014 ANNUAL GENERAL MEETING

The following resolutions put to the 2014 Annual General Meeting of Armarda Group Limited (the “**Company**”) held on 29 July 2014 were duly passed:-

Ordinary Resolution 1

That the directors’ report and audited financial statements for the financial year ended 31 March 2014 together with the auditors’ report thereon be and are hereby received and adopted.

Ordinary Resolution 2(a)

That Mr Luk Chung Po, Terence, a director retiring by rotation pursuant to Bye-law 104 of the Bye-Laws of the Company, be and is hereby re-elected as a director of the Company.

Ordinary Resolution 2(b)

That Mr Phuah Lian Heng, a director retiring by rotation pursuant to Bye-law 104 of the Bye-Laws of the Company, be and is hereby re-elected as a director of the Company.

(Mr Phuah Lian Heng will continue in office as a member of the audit committee and a member and the chairman of the remuneration and nominating committees. Mr Phuah is considered an independent director.)

Ordinary Resolution 3

That directors’ fees of S\$134,000/- payable by the Company for the financial year ending 31 March 2015 be approved.

Ordinary Resolution 4

That Crowe Horwath First Trust LLP be and are hereby re-appointed auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the directors of the Company.

Special Resolution 5

That authority be and is hereby given to the directors of the Company to:-

- (a) (i) issue ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution 5 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors of the Company while the authority conferred by this Resolution 5 was in force,

provided always that:-

- (i) the aggregate number of Shares to be issued pursuant to this Resolution 5 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 5) does not exceed 100% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), whether on a pro rata or non pro rata basis;
- (ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) at the time this Resolution 5 is passed, after adjusting for:-
- (A) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 5 is passed; and
- (B) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) in exercising the authority conferred by this Resolution 5, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of Section B: Rules of Catalist of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1981 of Bermuda (as amended) and otherwise, and the Bye-Laws for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 5 shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Ordinary Resolution 7

That the directors of the Company or a committee of the directors to be authorised and empowered to grant awards in accordance with the provisions of the Armada Group Limited Performance Share Plan (the “**Plan**”) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary Shares to be issued pursuant to the Plan and other share scheme which the Company may implement from time to time, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. For the avoidance of doubt, shareholders’ pre-emptive right under Bye-law 10 of the Bye-Laws of the Company does not apply.

Note: As Special Resolution 5 was approved by shareholders at the Annual General Meeting, Ordinary Resolution 6 as set out in the Notice of Annual General Meeting was not put to the shareholders at the Annual General Meeting.

This announcement 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 ("Exchange"). The Sponsor has not independently verified the contents of this announcement, including the correctness of any of the figures used, statements or opinions made.

This announcement has not been examined or approved by the Exchange and the Exchange 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.

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