

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

PROPOSED PLACEMENT OF 2,121,290,000 NEW ORDINARY SHARES IN THE CAPITAL OF ARMARDA GROUP LIMITED (THE “COMPANY”, TOGETHER WITH ITS SUBSIDIARIES AND ASSOCIATES THE “GROUP”) AT AN ISSUE PRICE OF S\$0.005 FOR EACH NEW ORDINARY SHARE OF HK\$0.001 EACH IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of the Company wishes to announce the proposed placement of 2,121,290,000 new ordinary shares of HK\$0.001 each in the capital of the Company (the “**Placement Shares**” and each a “**Placement Share**”) at an issue price of S\$0.005 (the “**Issue Price**”) for each Placement Share, amounting to an aggregate amount of approximately S\$10.6 million (equivalent to HK\$61.2 million) (the “**Proposed Placement**”).

2. PROPOSED PLACEMENT

The Company has on 27 January 2015 entered into a placement agreement (the “**Placement Agreement**”) with one (1) corporate placee and seventeen (17) individual placees listed in the table below (collectively, the “**Placees**” and each a “**Placee**”), where the Placees have agreed to subscribe for the Placement Shares, in the proportion as set out against their respective names below, at the Issue Price for each Placement Share, on the terms and subject to the conditions set out in the Placement Agreement.

Placees	Number of Placees Shares	Number of Placement Shares as a percentage of existing issued share capital ^{(1) (3)}	Number of Placement Shares as a percentage of enlarged issued share capital ⁽²⁾
HK INHONTECH Holdings Company Limited	900,000,000	17.08%	12.18%
Zhou Xiaoxi	65,220,000	1.24%	0.88%
Luo Lirong	65,220,000	1.24%	0.88%
Qin Rupeng	173,910,000	3.30%	2.35%
Zong Lianghu	17,200,000	0.33%	0.23%
Fu Qinhui	21,740,000	0.41%	0.29%
Wang Zhiqiang	110,000,000	2.09%	1.49%
Liu Dan	52,000,000	0.99%	0.70%
Lin Xiuping	8,700,000	0.17%	0.12%
Li Sheng	30,430,000	0.58%	0.41%
Li Shuxiang	43,480,000	0.83%	0.59%
Song Chazhen	9,570,000	0.18%	0.13%
Luo Shenglin	13,000,000	0.25%	0.18%
Yang Yanyan	217,390,000	4.13%	2.94%
Chen Qin	32,610,000	0.62%	0.44%
Zhang Weiyuan	13,000,000	0.25%	0.18%
Li Dong	217,390,000	4.13%	2.94%
Lu Lirong	130,430,000	2.48%	1.76%
TOTAL ⁽³⁾	2,121,290,000	40.26%	28.70%

Notes:

(1) Based on the Company’s existing issued share capital comprising 5,269,523,474 ordinary shares (“**Existing Issued Share Capital**”) of HK\$0.001 each (“**Shares**”).

(2) Based on the Company's enlarged issued share capital comprising 7,390,813,474 Shares after taking into account the Existing Issued Share Capital of 5,269,523,474 Shares and the proposed issuance of the Placement Shares ("**Enlarged Issued Share Capital**").

(3) All discrepancies in the figures included herein between the listed and total amounts thereof are due to rounding. Accordingly, figures shown as totals in this announcement may not be an arithmetic aggregation of the figures that precede them.

The Placement Shares represents 40.26% of the Existing Issued Share Capital as at the date of this announcement and 28.70% of the Enlarged Issued Share Capital following the completion of the Proposed Placement.

The Issue Price of S\$0.005 for each Placement Share represents a premium of approximately a 66.67% premium to the volume weighted average price for trades done in respect of the Shares on the Catalist on 26 January 2015, being the full market day preceding 27 January 2015 (being the date of signing of the Placement Agreement). The Issue Price was arrived at on a willing-buyer, willing-seller basis. In agreeing to the Issue Price, the Directors has also taken into consideration the general market conditions and the value of the existing issued Shares.

The Placement Shares, when issued and fully paid, shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank *pari passu* in all respects with the existing issued Shares, except that they will not rank for any dividends, distributions or entitlements, the record date for which falls on or before their respective date(s) of issue.

Under the terms of the Proposed Placement, the Company has agreed that the Consideration payable by any Placee may, at the option of the Placee, be settled in Singapore dollars or other currency in lieu of settlement in Singapore dollars at the prevailing rate at the time of payment.

Background on Placees

No placement agent has been appointed by the Company. The Placees were individuals or body corporate introduced to the Company by Mr. Andrew Chan Wai Men ("**Mr. Chan**"), who is the Non-executive Chairman and a director of the Company. The individuals are Mr. Chan's contacts, and a director of the corporate Placee is Mr Chan's contacts. There is no introduction fee or commission paid or to be paid to Mr. Chan. None of the Placees has participated in any previous share placement by the Company.

None of the Placees are existing shareholders of the Company.

Background of the corporate Placee is set out below:

HK INHONTECH Holdings Company Limited ("HK INHONTECH") is a company incorporated in Hong Kong Special Administrative Region (registration number 62740860-000-02-14-1). HK INHONTECH's sole shareholder is Cayman Inhontech Holdings Co., Ltd.. Mr. Hongfan Wei is the only beneficial owner and sole director of HK INHONTECH.

HK INHONTECH is part of Inhon group, which was founded in 2007 by Mr. Hongfan Wei, the second son of the founder of Ting Hsin International Group (MasterKong). Mr. Wei is currently chairman of Inhon group. Inhon group is headquartered in Taipei, Taiwan and whose core business are in the areas including but not limited to laptop computers, smart phones, bicycles and material technology across Taiwan, China, and South-East Asia.

HK INHONTECH has not participated in any previous share placement by the Company. Upon the Placement Completion, it will hold 900,000,000 Shares, representing approximately 12.18% of the Enlarged Issued Share Capital.

Background of the individual Placees is set out below:

Placees	Nationality	Background
Ms Zhou Xiaoxi	China	Ms Zhou Xiaoxi is formerly a head of human resources department in a property development company in Shenzhen, being retired in 2006. She is a very experienced investor in properties and stock market in PRC. Ms. Zhou Xiaoxi has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 65,220,000 Shares, representing approximately 0.88% of the Enlarged Issued Share Capital.
Ms Luo Lirong	China	Ms Luo Lirong is currently holding senior management position in the area of business administration and accounting. She is an active investor in PRC stock market. Ms Luo Lirong has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 65,220,000 Shares, representing approximately 0.88% of the Enlarged Issued Share Capital.
Mr Qin Rupeng	China	Mr Qin Rupeng is currently running his own trading business. He has more than 10 years' investment experience in PRC and selected overseas markets. Mr Qin Rupeng has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 173,910,000 Shares, representing approximately 2.35% of the Enlarged Issued Share Capital.
Mr Zong Lianghu	China	Mr Zong Lianghu is the owner of a factory and carrying on trading business as well in Shenzhen. He is an experienced investor in properties and stock market in both PRC and Hong Kong. Mr Zong Lianghu has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 17,200,000 Shares, representing approximately 0.23% of the Enlarged Issued Share Capital.
Ms Fu Qinhui	China	Ms Fu Qinhui is currently holding senior management position in the area of financial management. She has more than 10 years' experience in stock market investment mainly in PRC. Ms Fu Qinhui has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 21,740,000 Shares, representing approximately 0.29% of the Enlarged Issued Share Capital.
Ms Wang Zhiqiang	China	Ms Wang Zhiqiang is currently holding senior management position in the area of financial management. She possessed more than 10 years' investment experience in properties and stock market in PRC and overseas. Ms Wang Zhiqiang has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 110,000,000 Shares, representing approximately 1.49% of the Enlarged Issued Share Capital.

Mr Liu Dan	China	Mr Liu Dan is currently a senior management of a foreign-owned electronic development enterprise. He is very interested in participating in investing in the stock market in PRC and other emerging markets. Mr Liu Dan has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 52,000,000 Shares, representing approximately 0.70% of the Enlarged Issued Share Capital.
Ms Lin Xiuping	China	Ms Lin Xiuping is currently a senior management of an electronic product development company. She has more than 10 years' experience in stock market investment mainly in PRC and Hong Kong. Ms Lin Xiuping has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 8,700,000 Shares, representing approximately 0.12% of the Enlarged Issued Share Capital.
Mr Li Sheng	China	Mr Li Sheng is currently holding a senior management position in operation of an information technology company. He has more than 10 years' experience in property investment and securities investment. Mr Li Sheng has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 30,430,000 Shares, representing approximately 0.41% of the Enlarged Issued Share Capital.
Ms Li Shuxiang	China	Ms Li Shuxiang is currently a senior management of a trading company in Shenzhen. She is an active investor in Hong Kong and selected overseas' stock market. Ms Li Shuxiang has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 43,480,000 Shares, representing approximately 0.59% of the Enlarged Issued Share Capital.
Ms Song Chazhen	China	Ms Song Chazhen is currently holding a senior position in the area of financial management. She has over 10 years' investment experience. Ms Song Chazhen has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 9,570,000 Shares, representing approximately 0.13% of the Enlarged Issued Share Capital.
Mr Luo Sheng Lin	China	Mr Luo Shenglin is running his own property development company in Guangdong province. He has more than 10 years' experience in property and stock market investment. Mr. Luo Sheng Lin has not participated in any previous share placement by the Company. Upon the Placement Completion, He will hold 13,000,000 Shares, representing approximately 0.18% of the Enlarged Issued Share Capital.
Ms Yang Yanyan	China	Ms Yang Yanyan is currently holding a senior position in manufacturing industry. She possessed at least 10 years' investment experience in PRC and overseas stock market. Ms Yang Yanyan has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 217,390,000 Shares, representing approximately 2.94% of the Enlarged Issued Share Capital.

Ms Chen Qin	China	Ms Chen Qin is currently a managing director of an IT device factory. She has over 10 years' experience in stock market. Ms Chen Qin has not participated in any previous share placement by the Company. Upon the Placement Completion, she will hold 32,610,000 Shares, representing approximately 0.44% of the Enlarged Issued Share Capital.
Mr Zhang Weiyuan	China	Mr Zhang Weiyuan is an owner of an electronic device development company. He possessed at least 10 years' investment experience in stock market in PRC and selected overseas market. Mr. Zhang Weiyuan has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 13,000,000 Shares, representing approximately 0.18% of the Enlarged Issued Share Capital.
Mr Li Dong	China	Mr Li Dong is currently a senior management of a telecommunication and internet company. He possessed at least 10 years' investment experience in property and stock market in PRC and selected overseas market. Mr Li Dong has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 217,390,000 Shares, representing approximately 2.94% of the Enlarged Issued Share Capital.
Mr Lu Lirong	China	Mr Lu Lirong is an owner of a telecommunication development company. He has over 10 years' investment experience and interested in overseas stock market investment. Mr Lu Lirong has not participated in any previous share placement by the Company. Upon the Placement Completion, he will hold 130,430,000 Shares, representing approximately 1.76% of the Enlarged Issued Share Capital.

The Proposed Placement is transacted on a willing-buyer-willing-seller basis. Each of the Placees have represented to the Company that they are subscribing for the Placement Shares purely for the purposes of investment.

Pursuant to the Placement Agreement, each Placee has represented, warranted and undertaken to and for the benefit of the Company, *inter alia*, that:-

- (a) (only in the case of a Placee who is a natural person) save as disclosed he is not related to any of the Directors or substantial shareholders of the Company, China Satellite Mobile Communications Group Limited ("**CSMCG**"), Guiyang Zhongdian Gaoxin Digital Technologies Limited ("**Guiyang Tech**"), shareholders of CSMCG or shareholders of Guiyang Tech and specifically that he is not an immediate family of any of the Directors or substantial shareholders of the Company;
- (b) (only in the case of a Placee which is a corporation) save as disclosed its directors and shareholders are not related to any of the Directors, substantial shareholders of the Company, CSMCG, Guiyang Tech, shareholders of CSMCG or shareholders of Guiyang Tech;
- (c) he/it is not any of the persons specified in Rule 812(1) of the Catalist Rules;
- (d) he/it is not acting in concert with any other Placees, or any of the Directors or substantial shareholders of the Company, shareholders of CSMCG or shareholders of Guiyang Tech;
- (e) he/it is not acting in accordance with the instructions of or under any direction or obligation from any other Placee, or any of the Directors or substantial shareholders of the Company, CSMCG, Guiyang Tech, shareholders of CSMCG or shareholders of Guiyang Tech; and

(f) no commission nor discount in connection with the placement of the Placement Shares other than as disclosed in the Placement Agreement will be received, directly or indirectly by him/it.

None of the Placees has participated in any previous share placement exercise by the Company.

Each Placee has also represented to the Company that he/it is subscribing for the Placement Shares purely for the purposes of investment.

Authority for the Proposed Placement

The 2,121,290,000 Placement Shares subscribed for by the Placees will be allotted and issued pursuant to a general share issue mandate (the "**General Mandate**") obtained from the shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company held on 29 July 2014 ("**2014 AGM**").

The General Mandate authorises the Directors of the Company to allot and issue new ordinary shares in the capital of the Company ("**Shares**") not exceeding 100% of the total number of issued Shares (excluding treasury shares) whether on a pro-rata or non pro-rata basis as at the date of the 2014 AGM.

As at the date of the 2014 AGM, the number of issued Shares was 5,269,523,474 and no Shares were previously issued under the General Mandate prior to the Proposed Placement. As such, the total number of Shares that may be issued pursuant to the General Mandate is 5,269,523,474 Shares, of which the maximum number of Shares to be issued other than on a pro-rata basis is 5,269,523,474 Shares. The proposed allotment and issuance of an aggregate of 2,121,290,000 Placement Shares will fall within the limits of the General Mandate.

In addition, the Directors were authorised under the Share Issue Mandate to issue Shares on a non pro-rata basis, and in exercising the authority conferred by the Share Issue Mandate the Company will comply, *inter alia*, with the requirements imposed by the SGX-ST from time to time and the Catalist rules which includes the issuance of Shares at a discount not exceeding 10% of the weighted average price of the Shares for trades done on SGX-ST for the full market day on which the Placement Agreement in relation to such Shares is executed (or if not available, the weighted average price based on the trades done on the preceding market day up to the time the Placement Agreement is signed).

The completion of the Proposed Placement is conditional, *inter alia*, upon the listing and quotation notice (the "**LQN**") being obtained from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and not having been revoked or amended and, where such LQN is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on the Catalist are required to be fulfilled on or before relevant completion date, they are so fulfilled. The Proposed Placement is not made in contemplation of any transfer of controlling interest.

3. USE OF NET PROCEEDS

The proceeds from the Proposed Placement, after deducting estimated expenses, (the "**Net Proceeds**") will amount to approximately HK\$60.7 million.

The Company intends to utilise:-

- (a) up to approximately HK\$45.0 million or 74.1% of the Net Proceeds to finance or fund any possible acquisitions, purchases or investments in relation to data centre projects which the Group is exploring or may make or embark upon (including but not limited to the possible acquisition of the entire issued and paid up capital of Guiyang Tech by the Company as announced on 15 October 2014 and 23 January 2015 ("**Proposed Acquisition of Guiyang Tech**") which has as mentioned in recent announcement progressed).

This portion of the Net Proceeds may be used to fund, *inter alia*, (i) fees and expenses incurred or to be incurred in connection with investigating, evaluating (including commissioning of business valuations on) and/or undertaking potential corporate actions, business opportunities or developments

for the Group; (ii) project development and marketing expenses; (iii) the purchase price or consideration payable for any acquisitions, purchases or investments made or to be made by the Group; and (iv) the payment of any professional fees or expenses or any other transaction costs or expenses to be incurred in connection with any of the foregoing; and

(b) the balance of the Net Proceeds for the Group's general corporate and working capital purposes.

As at the date of this announcement, whilst the Company is exploring various opportunities as announced, there has been no definitive agreement on any acquisition or proposed acquisition. The Placement as proposed is not made in contemplation of any specific acquisition or proposed acquisition.

Pending the deployment of the Net Proceeds for the purposes mentioned above, the Net Proceeds may be placed as deposits with financial institutions or invested in short-term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may deem fit in the interest of the Company.

As and when any material amount of the Net Proceeds is disbursed or deployed, the Company will make the necessary announcements on the SGXNET corporate announcement system (the "SGXNET") and subsequently provide a status report on the use of such Net Proceeds in its annual report.

Where the Net Proceeds have been used for working capital purposes, the Company does not have any specific details for its use, and will disclose a breakdown with specific details on how the Net Proceeds have been applied in subsequent announcements and status reports.

4. OTHER SALIENT TERMS OF THE PROPOSED PLACEMENT

Conditions Precedent

The completion of the Proposed Placement is conditional upon the fulfilment of, *inter alia*, the following conditions:

- (a) the LQN being obtained from the SGX-ST and not having been revoked or amended and, where such LQN is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on the Catalist are required to be fulfilled on or before Placement Completion Date (defined below under sub-section "**Completion**"), they are so fulfilled;
- (b) the allotment, issue and placement of the Placement Shares to the Placees not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of this Agreement by any legislative, executive or regulatory body or authority of Singapore, Bermuda or elsewhere which is applicable to the Company or the Placees, save that if the allotment, issue or placement of the Placement Shares is prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of this Agreement by any legislative, executive or regulatory body or authority of Singapore, Bermuda or elsewhere against one or more of the Placees, the Company may at its discretion choose to proceed with this Agreement with the other Placees;
- (c) the exemption under Section 272B(1) of the SFA being applicable to the Proposed Placement under the Placement Agreement;
- (d) in the event that the Placement Shares cannot be issued pursuant to the General Mandate, the approval of a specific mandate by the Shareholders being obtained; and
- (e) the representations and warranties of the Company herein being true, accurate and correct in all material respects as if made on the Placement Completion Date (defined below), with reference to the then existing circumstances and the Company having performed in all

material respects all of its obligations under this Agreement which are required hereunder to be performed on or before the Placement Completion Date.

If the conditions as stated above are not fulfilled within eight (8) weeks from the date of the Placement Agreement, the Placement Agreement will terminate pursuant to the Placement Agreement.

The Company shall notify the Placees of the Placement Completion Date if the conditions as stated (a) and (d) (if applicable) are satisfied. In the event and unless otherwise disputed by any party, prior to Placement Completion Date, the condition as stated above shall be deemed to be satisfied. The Company shall ensure that there are no less than three (3) clear market days between the date of notification and the Placement Completion Date.

Additional Listing Application

An application for the listing and quotation for the Placement Shares will be made to the SGX-ST through the sponsor of the Company. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST for the listing of and quotation for the Placement Shares on the Catalist.

Completion

The Placement Agreement provides that each of the Placees shall pay to the Company the aggregate Issue Price for the relevant number of Placement Shares to be issued to such Placee (the “**Consideration**”) by way of a bank transfer or a bank draft to such bank account of the Company or its nominee within two (2) market days upon receipt the LQN.

Under the terms of the Placement Agreement, it is provided that the completion of the Proposed Placement shall take place on the date (“**Placement Completion Date**”) notified by the Company upon fulfillment of the conditions precedent.

No prospectus or Offer Information Statement to be issued

The Proposed Placement will be undertaken by way of private placement in accordance with Section 272B of the Securities and Futures Act, Chapter 289 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

Shareholdings

The number of Shares held by the Directors, the substantial shareholders, the Placees and other shareholders of the Company before and after the completion of the Proposed Placement, as well as their percentage shareholdings are as follows:-

	Number of Shares held before the Proposed Placement	% of existing issued Share capital	Number of Shares held after the Proposed Placement	% of enlarged issued Share capital
Directors				
Chan Andrew Wai Men	379,895,000	7.21%	379,895,000	5.14%
Luk Chung Po ⁽¹⁾	93,257,532	1.77%	93,257,532	1.26%
Mak Tin Sang ⁽¹⁾	39,502	0.00%	39,502	0.00%
Phuah Lian Heng ⁽¹⁾	-	0.00%	-	0.00%
Lee Joo Hai ⁽¹⁾	-	0.00%	-	0.00%
Substantial Shareholder				
Lu Qing Wei	320,000,000	6.07%	320,000,000	4.33%
Lam Cho Ying Terence Joe	840,737,000	15.95%	840,737,000	11.38%

Placees				
HK INHONTECH Holdings Company Limited	-	0.00%	900,000,000	12.18%
Zhou Xiaoxi	-	0.00%	65,220,000	0.88%
Luo Lirong	-	0.00%	65,220,000	0.88%
Qin Rupeng	-	0.00%	173,910,000	2.35%
Zong Lianghu	-	0.00%	17,200,000	0.23%
Fu Qinhui	-	0.00%	21,740,000	0.29%
Wang Zhiqiang	-	0.00%	110,000,000	1.49%
Liu Dan	-	0.00%	52,000,000	0.70%
Lin Xiuping	-	0.00%	8,700,000	0.12%
Li Sheng	-	0.00%	30,430,000	0.41%
Li Shuxiang	-	0.00%	43,480,000	0.59%
Song Chazhen	-	0.00%	9,570,000	0.13%
Luo Shenglin	-	0.00%	13,000,000	0.18%
Yang Yanyan	-	0.00%	217,390,000	2.94%
Chen Qin	-	0.00%	32,610,000	0.44%
Zhang Weiyuan	-	0.00%	13,000,000	0.18%
Li Dong	-	0.00%	217,390,000	2.94%
Lu Lirong	-	0.00%	130,430,000	1.76%
Other existing Shareholders	3,635,594,440	68.99%	3,635,594,440	49.19%
TOTAL	5,269,523,474	100.00%	7,390,813,474	100.00%

Notes:

- (1) As announced on 27 December 2013, the Company awarded, among others Luk Chung Po, Mak Tin Sang, Lee Joo Hai, Phuah Lian Heng performance shares of 36,000,000, 24,000,000, 6,000,000, and 5,000,000 respectively pursuant to the Armada Group Limited Performance Share Plan. As at the date of this announcement, the performance shares have not been issued and allotted.
- (2) Based on the Company's Existing Issued Share Capital of 5,269,523,474 Shares.
- (3) Based on the Company's Enlarged Issued Share Capital of 7,390,813,474 Shares after taking into account the Existing Issued Share Capital of 5,269,523,474 Shares and the Proposed Placement.
- (4) All discrepancies in the figures included herein between the listed and total amounts thereof are due to rounding. Accordingly, figures shown as totals in this announcement may not be an arithmetic aggregation of the figures that precede them.
- (5) Mr. Luk Chung Po holds 44,381,277 Shares through nominee company(ies). Mr. Luk Chung Po is deemed interested in the Shares held by Compelling Vision Technology Limited by virtue of Mr. Luk Chung Po's 100% shareholding in Compelling Vision Technology Limited.
- (6) The shareholdings of Directors and substantial shareholder are based on the Register of Directors and substantial Shareholders as at 27 January 2015.

Upon the completion of the Proposed Placement, HK INHONTECH Holdings Company Limited will be interested in more than 5% of the Company's Enlarged Issued Share Capital.

5. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

Effects of the Proposed Placement on the Group's issued and paid-up Share Capital

As at the date of this announcement, the issued and paid-up Share capital is approximately HK\$5,269,523 comprising 5,269,523,474 Shares. Upon completion of the Proposed Placement and assuming that all the 2,121,290,000 Placement Shares are issued, the Share capital will be increased by approximately 40.26% to approximately HK\$7,390,813 comprising 7,390,813,474 Shares.

Effects of the Proposed Placement on consolidated loss per Share ("LPS")

For illustrative purposes only, the following is an analysis of the effects of the Proposed Placement on the LPS before and after adjustment to reflect the Placement Shares based on the Group's audited consolidated statement of comprehensive income for the financial year ended 31 March 2014 ("FY2014")

are as follows (for the purpose of calculating the LPS per share after the Proposed Placement, it is assumed that the Proposed Placement was completed on 1 April 2013):

	Before the Proposed Placement	After the Proposed Placement⁽¹⁾
FY2014 Loss after tax (HK\$'000)	(88,225)	(88,225)
Weighted Average number of Shares	3,290,847,000	5,412,137,000
LPS (in HK\$ cents)	(2.68)	(1.63)

Notes:

(1) Assuming the Proposed Placement was completed at the beginning of FY2014.

Effects of the Proposed Placement on the NTA per Share

For illustrative purposes only, the following is an analysis of the effects of the Proposed Placement on the NTA per share before and after adjustment to reflect the Placement Shares based on the Group's audited consolidated balance sheet as at 31 March 2014 are as follows (for the purpose of calculating the NTA per share after the Proposed Placement, it is assumed that the Proposed Placement was completed on 31 March 2014):

	Before the Proposed Placement	After the Proposed Placement
NTA of the Group (HK\$'000)	282,414	343,155 ⁽¹⁾
Number of Shares	5,269,523,474	7,390,813,474
NTA per Share (in HK\$ cents)	5.36	4.64

Note:

(1) Figure derived from the Group NTA of approximately HK\$282.4 million as at 31 March 2014, after addition of estimated Net Proceed of approximately HK\$60.7 million.

6. CONFIRMATION BY THE DIRECTORS

Having regard to the existing banking facilities available to the Company and the Group, and taking into account the cash resources available to the Group, cash used in operating activities for the Group and barring unforeseen circumstances, the Directors are of the opinion, that the working capital available to the Group as at the date of this announcement is sufficient for its present requirements.

As disclosed in section 3 of this announcement, the balance of the Net Proceeds will be used for the Group's general corporate and working capital purposes, including to further supplement and augment the working capital available to the Group in view of the current uncertain and volatile economic conditions faced by the Group.

Having regard to the existing banking facilities available to the Company and the Group, and taking into account the Net Proceeds, the cash resources available to the Group, cash used in operating activities for the Group and barring unforeseen circumstances, the Directors are of the opinion, that the working capital available to the Group as at the date of this announcement is sufficient for its present requirements.

7. INTEREST OF THE DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

None of the Placement Shares will be placed by the Company to any person who is a Director or a substantial shareholder of the Company, or any other person falling within the categories set out in Rule 812(1) of Rules of Catalist of the SGX-ST Listing Manual.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Placement (other than through their shareholdings in the Company).

8. 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 Placement, 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 contained in this announcement has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this announcement in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Whilst the registered office of the Company is in Bermuda, the principal office of the Company is in Hong Kong and the office of the Company's share transfer agent is in Singapore. Taking into account that Hong Kong and Singapore are more accessible locations than Bermuda, a copy of the Placement Agreement will be made available for inspection during normal business hours at the principal office of the Company at Room 3501, West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong, and the office of the Company's Singapore Share Transfer Agent, M&C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, for a period of three (3) months from the date of this announcement.

10. TRADING CAUTION

Shareholders and potential investors should exercise caution when trading in the Shares, and where in doubt as to the action they should take, they should consult their financial, tax or other professional adviser immediately.

By Order of the Board of Armarda Group Limited

Luk Chung Po, Terence
Executive Director
27 January 2015

*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 Company's 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.

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