



Armarda Group Limited

(Incorporated in Bermuda)
Company Registration No. 34050

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Armarda Group Limited (the "**Company**") will be held at Room 301, Level 3, 32 Maxwell Road #03-01, Singapore 069115 on Monday, 27 July 2015 at 3:30 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same place) and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution and special resolution.

*All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Company's circular to shareholders dated 2 July 2015 (the "**Circular**").*

RESOLUTION 1 – ORDINARY RESOLUTION – THE PROPOSED SHARE CONSOLIDATION

THAT:

- (a) pursuant to Bye-law 7 of the Bye-Laws of the Company, in order to facilitate the Proposed Share Consolidation, the Company be authorised to purchase up to 100 Existing Shares of par value HK\$0.001 each in the capital of the Company from its shareholders for cancellation ("**Repurchase of Shares**");
- (b) with effect from the Effective Trading Date, and upon the Repurchase of Shares having taken effect, every 100 Existing Shares of par value HK\$0.001 each in the capital of the Company as at the Books Closure Date be consolidated into one (1) Consolidated Share of par value HK\$0.10 each in the capital of the Company, and the number of Consolidated Shares which each Shareholder is entitled to shall be rounded down to nearest whole Consolidated Share, and fractional entitlements to the Consolidated Shares resulting from the Proposed Share Consolidation to be disregarded and will not be issued or given to holders of the same;
- (c) all of the Consolidated Shares shall rank *pari passu* in all respects with each other in the same class and have the rights and privileges and be subject to the restrictions contained in the Bye-Laws of the Company;
- (d) the Directors be and are hereby authorised to determine and fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit;
- (e) following the Proposed Share Consolidation, the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Proposed Share Consolidation including but not limited to, issuing new share certificates in respect of the Consolidated Shares in issue and making arrangements for the settlement and disposal of fractions of Consolidated Shares, if any, arising from or in connection therewith and in particular (but without prejudice to the generality of the foregoing), by aggregating any fractions of Consolidated Shares arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (f) any one Director be and is hereby authorised to complete and do all acts and things (including executing (where required, as a deed) and delivering such documents as may be required) as he may consider in his/its absolute discretion necessary, desirable or expedient for the purposes of or to give effect to this resolution and implement any of the foregoing as they think fit and in the interests of the Company.

RESOLUTION 2 – SPECIAL RESOLUTION – THE PROPOSED CHANGE OF NAME OF THE COMPANY

THAT:

- (a) subject to and conditional upon the entry of "SinoCloud Group Limited" as the new name of the Company in place of the Company's existing name on the register maintained by the Registrar of Companies in Bermuda, the name of the Company be changed from "Armarda Group Limited" to "SinoCloud Group Limited" with effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda; and
- (b) any one Director and/or the secretary and/or the registered office of the Company be and are hereby authorised to file the necessary documentations with the Registrar of Companies in Bermuda and to complete and do all acts and things (including executing and delivering all documents as may be required) as he/it may consider necessary or expedient or in the interest of the Company to give effect to this resolution.

BY ORDER OF THE BOARD

ARMARDA GROUP LIMITED

Chu Yin Ling, Karen
Company Secretary
Singapore, 2 July 2015

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) Limited (the "**CDP**") who may appoint more than two (2) proxies, a Shareholder entitled to attend and vote at the SGM who holds two (2) or more shares is entitled to appoint no more than two (2) 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 (1) 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/nominees 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 the Company's Singapore Share Transfer Agent, 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. Shareholders of the Company (and their respective proxies) are requested NOT to wear singlets, running shorts and slippers at Maxwell Chambers, the venue of the Special General Meeting of the Company. Your co-operation in complying with Maxwell Chambers' dress code is greatly appreciated or otherwise, you may be denied entry into the building.
9. Personal data privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 SGM (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**"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this notice.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST 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 Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.