

## 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 on 16 November 2012 at 3.00 p.m. at 50 Raffles Place, #06-00, Singapore Land Tower, Singapore 048623, and any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolutions.

All capitalised 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 31 October 2012 (the "Circular").

#### AS ORDINARY RESOLUTION 1:

##### THE EXTENSION

THAT:

- (a) approval be and is hereby given, on a poll, for an extension of time for the issue and allotment of the Consideration Shares to the Vendors pursuant to the terms of the Whitewash Resolution to 30 November 2012 (the "Extension"); and
- (b) the Directors of the Company and each of them be authorised to take any and all steps, to complete and do all such acts and things including but not limited to approving, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary) in connection with the Extension and/or any other transactions contemplated thereby and/or as they or he may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate.

#### AS ORDINARY RESOLUTION 2:

##### THE PROPOSED ISSUANCE

THAT, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given, on a poll, for the issue and allotment of the Consideration Shares to the Vendors at the Issue Price of S\$0.075 per Share, credited as fully paid up, in payment and satisfaction of part of the Purchase Consideration payable for the Acquisition and in accordance with the terms and conditions of the S&P Agreement (the "Proposed Issuance"). For the avoidance of doubt, shareholders' preemptive right under Bye-law 10 of the Bye-Laws of the Company shall not apply to the proposed issue of the Consideration Shares to the Vendors; and
- (b) the Directors of the Company and each of them be authorised to take any and all steps, to complete and do all such acts and things including but not limited to approving, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary) in connection with the Proposed Issuance and/or any other transactions contemplated thereby and/or as they or he may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate.

By order of the Board

Luk Chung Po, Terence  
Executive Director

31 October 2012

#### 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 should complete, sign and return the proxy form (the "Shareholder Proxy Form") as attached to the Circular in accordance with the instructions printed thereon. With the exception of The Central Depository (Pte) Limited ("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 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 the Circular in accordance with the instructions printed thereon.
5. A corporation which is 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 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906 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 the 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 who is an individual, 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.

*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 or 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 Liu H.K.*

*Telephone number: 6221 0271*

#### IMPORTANT NOTICE

The Company is incorporated in Bermuda and is subject to the Bermuda Companies Act and Bermuda laws. Under the Bermuda Companies Act, only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be recognised as shareholders, with rights to attend and vote at general meetings. Accordingly, Depositors would not be recognised as Shareholders and would not have a right to attend and to vote at general meetings of the Company. In the event that Depositors wish to attend and vote at general meetings of the Company, they would have to do so through the CDP appointing them as proxy, pursuant to the Bye-Laws of the Company and the Bermuda Companies Act. In this regard, to enable the Depositors to attend and vote at the SGM, arrangements will be made for the CDP to appoint as the CDP's proxy/proxies each of the Depositors whose names are shown in the records of the CDP as at a time not earlier than 48 hours prior to the time of the SGM supplied by the CDP to the Company. Depositors who are individuals and who wish to attend and vote at the SGM need not take any action and can attend and vote at the SGM without the lodgement of any proxy form.

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 forty-eight (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 should complete, sign and deposit the Depositor Proxy Form as attached to the Circular in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited at 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906, not less than 48 hours before the time for holding the SGM or at any adjournment thereof. The completion and return of a Depositor Proxy Form by a Depositor who is an individual does not preclude him from attending and voting in person at the SGM in place of his nominee if he finds he is able to do so.

A Depositor who is not an individual can only be represented at the SGM if its nominee/nominees is/are appointed as the 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 the Circular in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the office of the Company's Singapore Share Transfer Agent, M&C Services Private Limited at 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906, not less than 48 hours before the time for holding the SGM or at any adjournment thereof.