SINOCLOUD GROUP LIMITED
(FORMERLY KNOWN AS ARMARDA GROUP LIMITED)
(THE "COMPANY")
(Company Registration No.: 34050)
(Incorporated in Bermuda on 13 August 2003)

PROPOSED ACQUISITION OF UP TO 45.95% OF THE EQUITY INTEREST IN CHINA SATELLITE MOBILE COMMUNICATIONS GROUP LIMITED

- **EXPIRY OF LONG STOP DATE AND TERMINATION OF THE SALE AND PURCHASE AGREEMENTS**

The board of directors of the Company (the "**Board**") refers to the Company's announcement dated 30 September 2014 (the "**Announcement**") relating to the Company's proposed acquisition (the "**Proposed Acquisition**") of up to 45.95% of the existing issued and paid up ordinary shares ("**Sale Shares**") in the capital of China Satellite Mobile Communications Group Limited ("**CSMCG**"), pursuant to the terms of individual sale and purchase agreements (each a "**S&P Agreement**" and collectively the "**S&P Agreements**") entered into with each of Andrew Chan, Florence Liu, Venus Lui, Tse Chi Nang, Tong Chor Ho, Geng Qiu Sheng, Chong Choi Fu, Jin Da Gang, Liu Yong Ning and Shing Man Lei (each a "**Vendor**" and collectively the "**Vendors**").

Unless otherwise defined, all capitalised terms used herein shall have the same meaning ascribed to them in the Announcement.

The Board wishes to announce that the Long Stop Date for the satisfaction or waiver of the conditions precedent for the S&P Agreements, being 30 September 2015, has since lapsed. As such, the S&P Agreements have been terminated (the "**Termination**") and accordingly, the Company will not be proceeding with the Proposed Acquisition. As at the date of this announcement, the Company holds 45% of the existing issued and paid up ordinary shares in the capital of CSMCG.

The Board also refers to the following:-

(a) the Company's announcement dated 29 May 2014 in relation to the extension of an interest-free loan of approximately HK$24.7 million (the "**Loan**") by the Company to certain Vendors in February 2014; and

(b) the Company's announcement dated 14 August 2014 in relation to the extension of a goodwill deposit of HK$19.1 million (the "**Goodwill Deposit**") by the Company to certain Vendors in July 2014.

The Loan and the Goodwill Deposit are repayable on demand in the event the parties decided not to proceed with the Proposed Acquisition. The Loan was pledged with an aggregate of 5,037 ordinary shares in the capital of CSMCG (the "**Pledged Shares**"), representing 25.19% of the total issued and paid up capital of CSMCG as at the date of this announcement owned by the relevant Vendors to whom the Loan was extended.

Following the Termination, the Company is currently in the midst of discussions with the Vendors on repayment of the Loan and the Goodwill Deposit to the Company, which may include, *inter alia*, the taking over of the Pledged Shares in satisfaction of the amounts due in respect of the Loans and Goodwill Deposit.

The Company will update shareholders and make the appropriate announcements in the event that there are any further material developments regarding the above subject matter. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

CHAN ANDREW WAI MEN
Chairman and Chief Executive Officer
2 October 2015

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*This announcement 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 ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST 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 Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.