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

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

1. INTRODUCTION

The Board of Directors (the "**Board**") of Armarda Group Limited (the "**Company**") wishes to inform its shareholders that on 30 September 2014, the Company had entered into individual sale and purchase agreements (each a "**S&P Agreement**" and collectively the "**S&P Agreements**") 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**"), to acquire (the "**Proposed Acquisition**") each of the Vendors' equity interest in China Satellite Mobile Communications Group Limited (Registration number 1582109) (the "**Target**"), which in aggregate amounts to 45.95% of the existing issued and paid up ordinary shares ("**Sale Shares**") in the Target. Each S&P Agreement is substantially the same as the other, save for the Vendor and number of Sale Shares. The aggregate purchase consideration of the Proposed Acquisition will be partially satisfied in cash and partially through the issuance of new ordinary shares in the issued and paid up capital of the Company. The Company currently has an equity interest of 45% in the capital of the Target which was acquired on 21 March 2012 ("**45% Acquisition**"). Following the completion of the Proposed Acquisition, the Company will have an equity interest of 90.95% in the Target, with the remaining 9.05% held by Zhang Jian Hua.

2. INFORMATION ON THE TARGET

2.1 Target and Target Group

The Target is a company incorporated in the British Virgin Islands, which has an issued and paid up share capital of US$20,000, comprising 20,000 ordinary shares ("**Target Shares**"). It owns the entire issued and paid up capital of China Mobile Satellite Communication Group Ltd ("**CMSCG**"), a company incorporated in Hong Kong, as at the date of this announcement ("**Announcement**"). CMSCG is the holding company of Suraya Network Technology (Shanghai) Co., Ltd ("**Shanghai Suraya**"), a company incorporated in the Peoples Republic of China ("**PRC**") which has been registered as a wholly owned foreign enterprise.

2.2 Business of Target Group

The Target, CMSCG and Shanghai Suraya (collectively, the "**Target Group**" or "**Target Group Companies**") are in the business of operating and supplying mobile satellite telecommunications products and services in the PRC (the "**Business**") pursuant to certain business agreements entered into with Thuraya Telecommunications Company, a supplier or provider of satellite airtime, mobile satellite handsets and equipment and China Telecom Satellite Communications Co. Ltd. (the "**PRC Operator**").

Since the commercial launch of the Business in April 2013, the Target Group has seen encouraging demand for its products and services. In particular, there has been a substantial growth in satellite air time usage from approximately 80,000 minutes in December 2013 to approximately 370,000 minutes in August 2014.

2.3 Controlling Agreements and Modified Business Arrangement

At the time of the 45% Acquisition, it was contemplated that due to licensing and other applicable laws, regulations or requirements in the PRC, CMSCG and Shanghai Suraya could not directly undertake sales to and/or otherwise directly enter into transactions with the PRC Operator in connection with the

carrying on of the Business, and such sales and/or transactions with the PRC Operator has to be carried out through Shanghai Jianhua Satellite Telecommunications Co., Ltd and/or its subsidiary or subsidiaries (collectively, "**Jianhua**") as Jianhua then held a Value-Added Telecommunication Service Licence (No. A2-20060324) dated 13 May 2011 and issued by the Ministry of Industry and Information Technology of the PRC ("**MIIT**") (the "**Jianhua VSAT licence**") and a letter issued by the MIIT Radio Administration Bureau dated 16 December 2010 (the "**Jianhua Letter**") pursuant to which MIIT had granted Jianhua the right to conditionally use the L-Band satellite frequency bandwidth from the Thuraya-3 Satellite within the PRC to establish a dedicated satellite communications network.

In view of the foregoing:-

(i) under the agreement dated 18 November 2011 and entered into between the PRC Operator, Jianhua and CMSCG (the "**PRC Operator Agreement**"), it was contemplated, *inter alia*, that sales to the PRC Operator would be made by, and payment by the PRC Operator would be made to, Jianhua; and

(ii) the Target Group Companies entered into certain agreements with Jianhua and the Jianhua shareholders (collectively, the "**Controlling Agreements**") pursuant to which it was agreed, *inter alia*, that all of the operating and economic rights, interests, benefits, risks and liabilities and the effective control and management over Jianhua will be transferred to, or owned or manager or controlled by, or ceded to or vested in any or all or the Target Group Companies (as the case may be), on a sole and exclusive basis, to the maximum extend legally permissible.

Subsequent thereto, there was a modification in the carrying on of the Business from what was originally contemplated under the PRC Operator Agreement, as it became practicable or was otherwise deemed feasible for sales from CMSCG and/or Shanghai Suraya to be made to the PRC Operator, and payments by the PRC Operator to be made to CMSCG and/or Shanghai Suraya without going through or otherwise involving Jianhua ("**Modified Business Arrangement**").

As a result, the PRC Operator Agreement was subsequently supplemented with an agreement dated 5 July 2012 between the PRC Operator, Jianhua and CMSCG (the "**Supplemental PRC Operator Agreement**") wherein it was stated, *inter alia*, that Jianhua will no longer participate in the commercial arrangement, and hence will not be entitled to any revenue or profit sharing, under the PRC Operator Agreement.

3. THE PROPOSED ACQUISITION

3.1 Sale Shares

Subject to the terms and conditions of the S&P Agreements, the Vendors shall, as legal and beneficial owners of the Sale Shares and relying on the representations, warranties and undertakings of the Company contained in the S&P Agreements, sell, and the Company shall, relying on the representations, warranties and undertakings of the Vendors contained in the S&P Agreements, purchase the Sale Shares free from all encumbrances and together with all rights and advantages attaching thereto including dividends and distributions as of and including the date of the completion of the Proposed Acquisition ("**Completion**") and thereafter.

3.2 Consideration

3.2.1 The aggregate consideration payable by the Company for the purchase of the Sale Shares ("**Purchase Consideration**") shall be in the form of:-

(a) the issue and allotment by the Company of 1,069,381,820 Shares (as hereinafter defined) (the "**Consideration Shares**"), credited as fully paid, to the Vendors as follows:-

Vendors	Number of Consideration Shares to be issued and allotted
Andrew Chan	86,458,180
Florence Liu	106,356,360
Venus Lui	106,356,360
Tse Chi Nang, Tony	25,600,000
Tong Chor Ho, Matthew	128,000,000
Geng Qiu Sheng	121,600,000
Chong Choi Fu, Patrick	153,600,000
Jin Da Gang	153,134,560
Liu Yong Ning	29,789,090
Shing Man Lei	158,487,270
TOTAL	1,069,381,820

(b) payment of HK$45.95 million in cash (the "**Cash Consideration**") to the Vendors in the proportion as set out below as at Completion Date as follows:

Vendors	Amount of Cash Consideration to be paid (HK$`000) [1]
Andrew Chan	3,715
Florence Liu	4,570
Venus Lui	4,570
Tse Chi Nang, Tony	1,100
Tong Chor Ho, Matthew	5,500
Geng Qiu Sheng	5,225
Chong Choi Fu, Patrick	6,600
Jin Da Gang	6,580
Liu Yong Ning	1,280
Shing Man Lei	6,810
TOTAL	45,950

As the Purchase Consideration comprises consideration in cash (being the Cash Consideration) and in kind (being the Consideration Shares), the amount attributable as the value of the Purchase Consideration is assumed to be approximately S$11.8 million (or HK$72.0 million) as at the date of this Announcement (the "**Assumed Purchase Consideration Value**").[2]

The Purchase Consideration was arrived at on a *willing buyer and willing seller* basis.

[1] At Completion, the Company will only pay the Cash Consideration less any and all advances or goodwill deposits owing by the Vendors to the Company as at the Completion Date. As announced on 29 May 2014 and 14 August 2014, the Company has extended an interest-free loan of HK$24.7 million and placed a goodwill deposit and HK$19.1 million to certain Vendors, which, if outstanding at Completion, will be deducted from the amounts otherwise payable to such Vendors under the Cash Consideration at Completion.

[2] Based on the Cash Consideration of HK$45.95 million and a value attributed to the Consideration Shares of S$4.3 million based on the closing price of S$0.004 for the Shares traded on 29 September 2014 multiplied by 1,069,381,820 Consideration Shares (being the last market day preceding the date on which the S&P Agreements were signed, and assuming an exchange rate of S$1: HK$6.0822.

3.2.2 The Parties agree that in the event:-

(a) the Company passes any shareholders' resolution to approve or effect any consolidation of the existing Shares after the date of this Agreement such that the number of shares in the capital of the Company after such consolidation of the existing Shares (excluding the Consideration Shares) were to be reduced as a result thereof (the "**Adjusted Capital**"), subject to the Adjusted Capital taking force and effect, the number of Consideration Shares issued or to be issued by the Company shall be

adjusted by a corresponding reduction such that the adjusted number of Consideration Shares shall be in the same proportion to the Adjusted Capital as the proportion of the original number of Consideration Shares to the total existing Shares of 5,269,523,474 ordinary shares of par value HK$0.05 each; and/or

(b) the Company passes any shareholders' resolution to approve or effect any reduction or change to the par value of the existing issued ordinary shares of HK$0.05 per share ("**Par Value Change**"), the obligation of the Company to issue and allot the Consideration Shares to the Vendor shall be deemed satisfied upon the issue of the same number of new ordinary shares of such par value which is the prevailing par value of the existing issued ordinary shares after such Par Value Change as the number of Consideration Shares as set out in paragraph 3.2.1(a) above.

3.3 Conditions Precedent

The completion of the sale and purchase of the Sale Shares is conditional *inter alia* upon the following conditions being fulfilled or waived (unless waived by the relevant Party under the S&P Agreement):

(a) the Company having obtained the approval of its Shareholders in respect of, *inter alia*, (i) the Proposed Acquisition; and (ii) the issue of the Consideration Shares to the Vendor pursuant to the terms of the S&P Agreements;

(b) the Company having obtained the relevant confirmations/approvals from its Sponsor for all matters arising from or relating to the Proposed Acquisition (including but not limited to valuation, due diligence issues and/or legal opinions raised or furnished as may be required) and the listing and quotation notice for the Consideration Shares from its Sponsor and the SGX-ST, and the same not having been withdrawn or revoked and if such consents or approvals are obtained subject to any conditions which are required to be fulfilled on or before Completion, such conditions are so fulfilled;

(c) the Company having received a letter from Jianhua and Mr Zhang Jianhua (a) acknowledging the non-observance of the terms and conditions of the Controlling Agreements by the parties to such agreements by reason of the Modified Business Arrangement; (b) agreeing to irrevocably and unconditionally release and discharge the Target, CMSCG and/or Shanghai Suraya from any and all obligations and liabilities arising from, under or in connection with the Controlling Agreements by reason of the Modified Business Arrangement and the Proposed Acquisition and further irrevocably and unconditionally waive any and all claims, demands, rights and/or remedies of any nature whatsoever which it has or may hereafter have against the Target, CMSCG and/or Shanghai Suraya arising from, under or in connection with the Controlling Agreements by reason of the Modified Business Arrangement and the Proposed Acquisition; and (c) agreeing and undertaking to comply with and to be bound by the restrictions and obligations applicable to the Vendors pursuant to the non-compete clauses of the S&P Agreements for a period of two (2) years after Completion in all respects as if each of Jianhua and Mr. Zhang Jianhua is a party to each S&P Agreement;

(d) The Vendors having procured (a) the execution and delivery by Jianhua and Mr Zhang Jianhua or such other parties, including but not limited to any of the other Vendors (as the case may be) of all such variations, amendments or supplements to the Controlling Agreements (or any of them) of all such variations, amendments or supplements to the Controlling Agreements (or any of them) as may be necessary or desirable in the Company's reasonable opinion to reflect and/or take into account, *inter alia*, the Modified Business Arrangement, the Proposed Acquisition and to provide for the continuing force and effect of the Controlling Agreements despite the Modified Business Arrangement and the Proposed Acquisition as well as to give force and effect to the agreements in respect of the Proposed Acquisition and (b) the provision by Jianhua and Mr. Zhang Jianhua of all such information, undertakings, confirmations and/or documents as may be reasonably required by or requested for by the Sponsor and/or the SGX-ST.

(e) the Company and Target Shareholders having terminated the existing Shareholders' Agreement and (if required by the Company), save for those who have sold their entire shareholding in the Target, having entered into a new shareholders' agreement in such form

and substance satisfactory to the Company including but not limited to provisions for pre-emptive rights to be granted to the Company for any sale or transfer of the ordinary shares in the capital of the Target ("**Target Shares**") by any of the other shareholders of the Target ("**Target Shareholders**") (other than the Company) and for the Target Shareholders (other than the Company) to waive any pre-emptive rights which they may have for any sale or transfer of Target Shares by any of the Target Shareholders (other than the Company) in favour of the Company (provided that this shall not be applicable if the Company acquires 100% of the Target pursuant to the Proposed Acquisition);

(f) the Vendors having procured (i) the appointment of the Company's nominee(s) as directors of the Target and CSMCG and the legal representative of Shanghai Suraya and (ii) the resignation of the existing directors of the Target and CSMCG who are not representatives of the Company, namely, Zhang Jian Hua and Andrew Chan;

(g) the Vendors having procured (i) the appointment of a new legal representative of Shanghai Suraya chosen and nominated by the Company; (ii) the resignation of Mr Zhang Jianhua as the legal representative of Shanghai Suraya; and (iii) the provision by Mr Zhang Jianhua of all necessary assistance to effect his resignation as aforesaid and the appointment of the new legal representative of Shanghai Suraya chosen and nominated by the Company. For the avoidance of doubt, this condition shall be satisfied regardless of whether Mr Zhang Jianhua is selling all or any of the Target Shares held by him;

(h) none of the Company, the Vendors and the Target Companies having received, on or prior to the Completion, notice of any directive, injunction or other order, which restrains or prohibits the consummation of this Proposed Acquisition and there being no action, on or prior to the Completion, seeking to restrain or prohibit the consummation thereof, or seeking damages in connection therewith, which is pending or any such directive, injunction or other order or action which is threatened;

(i) each of the Vendors having executed undertakings in such form and substance satisfactory to the Company and its Sponsor;

(j) without prejudice to the Supplemental PRC Operator Agreement, Jianhua having novated and/or transferred all its remaining rights, interests and benefits arising from, under or in connection with the PRC Operator Agreement to CMSCG; and

(k) all of the warranties, representations and undertakings contained in the S&P Agreements being true and accurate in all material respects at Completion, as if repeated at Completion.

The Long Stop Date for the satisfaction or waiver of the conditions precedents above shall be the date falling twelve (12) months from the date of the S&P Agreements (or such later date as the Parties may agree).

4. RATIONALE FOR THE PROPOSED ACQUISITION

The Company had previously acquired 45% of the equity interest of the Target as it was of the opinion that the business of the Target was synergistic to the Company and its subsidiaries ("**Group**")'s existing operations in the areas of information technology and communications and will allow the Company to expand its business in the PRC.

After reviewing and considering the recent developments and progress of the Business, in particular the substantial growth in demand for satellite airtime usage from customers, August 2014, the Company is of the opinion that notwithstanding that the Target Group is currently still loss-making, the prospects of the Business remains encouraging and the Proposed Acquisition will be beneficial to the Company as it will, *inter alia*, result in the Company holding a majority of the equity interest and becoming the holding company of the Target, and hence will enable the Company to have control over the operations of the Target. This in turn will improve the Company's efficiency in operations, and allow it to gain a wider share of the market in relation to the Business in the PRC. The Proposed Acquisition will also enable the Company to consolidate 90.95% of the future earnings of the Target.

5. FUNDING

Barring unforeseen circumstances and after taking into account existing financial resources, and the Group's operating cash flows, the Cash Consideration of HK$45.95 million after the deduction of any and all advances or goodwill deposits owing by the Vendors to the Company as at Completion will be or is expected to be satisfied by the Group's existing financial resources, operating cash flows and bank facilities (if required).

6. FINANCIAL INFORMATION OF THE TARGET

The net liabilities value and net tangible liabilities value of Target are approximately HK$7.4 million, as reflected in the latest management accounts of the Target as at 30 June 2014.

Based on the unaudited financial statements of the Target for the financial year ended 31 March 2014, the net loss after income tax attributable to the Sale Shares is approximately HK$21.1 million. Meanwhile, based on the unaudited financial statements of the Target for the three months period ended 30 June 2014, the net loss after income tax attributable to the Sale Shares is approximately HK$4.59 million for the three months period ended 30 June 2014.

For the purposes of the Proposed Acquisition, the Company will commission a reputable valuer (the "**Valuer**") to conduct a business valuation on the Target Companies and the Business ("**Business Valuation**") and the results of the Business Valuation will be made available in the Circular to Shareholders in connection with the Proposed Acquisition.

7. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

The relative figures of the Proposed Acquisition computed based on the Group's latest announced unaudited consolidated financial results for the 3 months ended 30 June 2014 ("**1Q2015**"), in accordance with Part IV Rule 1006 of the Catalist Rules are as follows:-

Rule 1006		
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value[(1)]	Not Applicable
(b)	The net profits attributable to the assets acquired, compared with the group's net profit[(2)(3)]	Not Applicable
(c)	Aggregate value of the consideration given, compared with the issuer's market capitalization[(4)]	78.4%
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	20.3%

Notes:

(1) Not applicable as there is no disposal of assets

(2) Net profits defined to be profit or loss before income tax, minority interests and extraordinary items.

(3) The Group incurred a loss before income tax, minority interests and extraordinary items of approximately HK$13.4 million for 1Q2015, whilst the Target Group incurred a loss before income tax, minority interests and extraordinary items of approximately HK$4.6 million for 1Q2015.

(4) Total consideration for the Proposed Acquisition consists of 1,069,381,820 Consideration Shares and the Cash Consideration of HK$45.95 million. Pursuant to Rule 1003(3) of the Catalist Rules, the value of the Consideration Shares for purposes of computing the relative figures under Rule 1006 of the Catalist Rules is computed based on 1,069,381,820 new Shares and the higher of Share price of HK$0.0245 per Share (or S$0.00402 per Share, being the weighted average price and at an exchange rate of HK$6.0822: S$1.00 on 29 September 2014) or NAV per Share of HK$0.052 based on unaudited figures for 1Q2015, and assuming an exchange rate of HK$6.0822: S$1.00

(5) The Company's market capitalisation of approximately HK$128.9 million is based on its total number of issued Shares of 5,269,523,474 Shares and the weighted average price of S$0.00402 per Share and at an exchange rate of HK$6.0822: S$1.00 on 29 September 2014, being the market day prior to the signing of the S&P Agreements.

As the relative figures set out in Rule 1006(c) and (d) above exceeds 75% but is less than 100%, the Proposed Acquisition constitutes a major transaction under Chapter 10 of the Catalist Rules.

Accordingly, the Company will be seeking shareholders' approval for the Proposed Acquisition at a special general meeting to be convened.

As the relative figure computed under Rule 1006 (b) involves negative figure, pursuant to Rule 1007(1), the SGX-ST will be consulted but nonetheless the Company will be seeking shareholders' approval for the Proposed Acquisition at a special general meeting to be convened.

8. FINANCIAL EFFECTS

The financial effects of the Proposed Acquisition as set out below are purely for illustration purposes only and are not indicative of the actual financial effects of the Proposed Acquisition on the net tangible assets ("**NTA**") per share or loss per share ("**LPS**") of the Company.

For illustrative purposes only, the following is an illustration of the proforma financial effects of the Proposed Acquisition on the NTA per share of the Group based on the Group's audited consolidated balance sheet as at financial year ended 31 March 2014 ("**FY2014**"), and the assumptions as summarized herein and in the accompanying notes. As shown below, the NTA per Share of the Group will decrease from approximately HK$0.0536 to HK$0.0487 after the Proposed Acquisition.

Net Tangible Assets	**Before the Proposed Acquisition**	**After the Proposed Acquisition**(1)
Consolidated NTA attributable to shareholders of the Company ("**Shareholders**") (HK$' 000)	282,414	308,431
Number of Shares	5,269,523,474	6,338,905,294
Consolidated NTA per Share (HK$)	0.0536	0.0487

Notes:

(1) Assuming that the Proposed Acquisition was completed as at the end of FY2014.
(2) Assuming that the amount attributable as the value of the Purchase Consideration is equal to the Assumed Purchase Consideration Value and further assuming that such Assumed Purchase Consideration Value is the fair value of the Sale Shares
(3) The Assumed Purchase Consideration is computed based on the Cash Consideration of HK$45.95 million and a value attributed to the Consideration Shares of S$4.3 million based on the closing price of S$0.004 for the Shares traded on 29 September 2014 multiplied by 1,069,381,820 Consideration Shares (being the last market day preceding the date on which the S&P Agreements were signed, and assuming an exchange rate of S$1: HK$6.0822. The actual issue price for the Consideration Shares will be determined upon the completion of the Proposed Acquisition.

Shareholders should note that the actual consolidated NTA after the Proposed Acquisition is subject to review by the auditors of the Company after completion of the Proposed Acquisition, *inter alia*, to assess the fair value of, and whether there is any applicable goodwill or provision for impairment required to be made in connection with the Proposed Acquisition. In making such assessment, the auditors may take into account, *inter alia*, the results of the Business Valuation of the Target Companies which will be commissioned by the Company as further referred to in Paragraph 6 of this Announcement. The financial effects shown above assume, *inter alia*, that (a) the amount attributable as the value of the Purchase Consideration is equal to the Assumed Purchase Consideration Value (on the assumption that such Assumed Purchase Consideration Value is the fair value of the Sale Shares) and (b) that no goodwill or provision for impairment is required.

For illustrative purposes only, the following is an illustration of the pro forma financial effects of the Proposed Acquisition on the loss per Share ("**LPS**"), based on the Group's audited consolidated loss after income tax for FY2014 and the assumptions as summarized herein and in the accompanying notes. As shown below, the LPS of the Group will decrease from approximately HK$0.0167 to HK$0.0154 after the Proposed Acquisition.

Loss per Share	**Before the Proposed Acquisition**	**After the Proposed Acquisition**[1]
(Loss) attributable to Shareholders (HK$'000)	(88,225)	(97,928) [2]
Number of shares	5,269,523,474	6,338,905,294
Consolidated LPS (HK$)	(0.0167)	(0.0154) [3]

Notes:

(1) Assuming that the proposed Acquisition was completed as at the beginning of FY2014.

(2) After taking into account the net loss after income tax attributable for the Target Group of approximately HK$21.1 million for FY2014.

(3) Consolidated LPS is based on the loss after taxation and the number of Shares issued as described above.

The decrease in the consolidated LPS is as a result of issuance of Consideration Shares, assuming that the amount attributable as the value of the Purchase Consideration is equal to the Assumed Purchase Consideration Value. The actual loss attributable to Shareholders after the Proposed Acquisition is subject to review by the auditors of the Company after completion of the Proposed Acquisition, *inter alia*, to assess the fair value of, and whether there is any applicable goodwill or provision for impairment required to be made in connection with the Proposed Acquisition. In making such assessment, the auditors may take into account, *inter alia*, the results of the Business Valuation of the Target Companies which will be commissioned by the Company as further referred to in Paragraph 6 of this Announcement. The financial effects shown above assume, inter alia, that no provision for impairment is required.

The financial effects presented above are not intended to, and do not, reflect projections of the future financial performance or the actual future financial performance or position of the Group after completion of the Proposed Acquisition and are computed based on the assumptions as summarized above.

Upon completion of the Proposed Acquisition, the Target will become a subsidiary of the Company subject to review by the auditors of the Company.

9. SHAREHOLDING EFFECT

It is envisaged that upon Completion, the shareholding of the Company will be as follows:

	Before the Proposed Acquisition		**After the Proposed Acquisition**	
	Number of Shares	**% of shareholding**	**Number of Shares**	**% of shareholding**
Existing Shareholders				
Directors				
Dr Chou Tao-Hsiung, Joseph	887,626	0.02%	887,626	0.01%
Luk Chung Po, Terence	93,257,532	1.77%	93,257,532	1.47%
Gao Xiangjun, Richard	1,506,000	0.03%	1,506,000	0.02%
Mak Tin Sang	39,502	0.00%	39,502	0.00%
Lee Joo Hai	-	0.00%	-	0.00%
Phuah Lian Heng	-	0.00%	-	0.00%
Substantial Shareholder(s)				
Terence Joe Lam	596.200,000	11.31%	596,200,000	9.41%
Lu Qing Wei	320,000,000	6.07%	320,000,000	5.05%
Other Public Shareholders (excluding Vendors)	**4,175,632,814**	**79.24%**	**4,175,632,814**	**65.87%**

Sub-Total of the existing Shareholders	**5,187,523,474**	**98.44%**	**5,187,523,474**	**81.84%**
Vendors				
Andrew Chan	0	0.00%	86,458,180	1.36%
Florence Liu	0	0.15%	106,356,360	1.68%
Venus Lui	0	0.68%	106,356,360	1.68%
Tse Chi Nang, Tony	24,500,000	0.46%	50,100,000	0.79%
Tong Chor Ho, Matthew	0	0.00%	128,000,000	2.02%
Geng Qiu Sheng	0	0.00%	121,600,000	1.92%
Chong Choi Fu, Patrick	0	0.00%	153,600,000	2.42%
Jin Da Gang	0	0.00%	153,134,560	2.42%
Liu Yong Ning	0	1.00%	29,789,090	0.47%
Shing Man Lei	57,500,000	1.09%	215,987,270	3.41%
Sub-Total of the Vendors	**82,000,000**	**1.56%**	**1,151,381,820**	**18.16%**
TOTAL	**5,269,523,474**	**100.00%**	**6,338,905,294**	**100.00%**

10. INTEREST OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors has, and to the best of the Directors' knowledge, there are no controlling Shareholders of the Company, who have, any interest, direct or indirect, in the Proposed Acquisition.

11. SERVICE CONTRACTS OF DIRECTORS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

12. SPECIAL GENERAL MEETING

The Company intends to seek Shareholders' approval for, *inter alia,* the Proposed Acquisition and such other matters in relation thereto, and a circular to Shareholders (the "**Circular**") setting out further information on, *inter alia,* the Proposed Acquisition and such other matters in relation thereto, together with a notice of the special general meeting to be convened, will be despatched to Shareholders in due course.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Whilst the registered office of the Company is in Bermuda, the principal office of the Company is in Hong Kong. Taking into account that Hong Kong is a more accessible location than Bermuda, a copy of the S&P Agreement will be made available for inspection during normal business hours at the principal office of the Company at Room 3501, 35/F, West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong for a period of three (3) months from the date of this Announcement.

14. RESPONSIBILITY STATEMENT

The Directors of the Company 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 Acquisition, 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 in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Luk Chung Po,Terence
Executive Director
30 September 2014

*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 Liau H.K.
Telephone number 6221 0271