

**SINO CLOUD GROUP LIMITED**  
(Company Registration No. 34050)  
(Incorporated In Bermuda)

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE  
SPECIAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30 OCTOBER 2020**

Dear shareholders of SinoCloud Group Limited (the “**Company**”),

This letter is circulated together with and forms part of the Company’s Notice of Special General Meeting dated 14 October 2020 (the “**Notice of SGM**”) scheduled to be held by way of electronic means on Friday, 30 October 2020 at 11:00 a.m. (Singapore time) (or as soon as practicable immediately following the conclusion of adjournment of the annual general meeting of the Company held on the same day at 10:30 a.m.) (the “**SGM**”).

Normally, the Company would arrange for our shareholders to attend the SGM physically as it is an opportunity for the board of directors of the Company (the “**Board**”) and management of the Company to meet and engage with shareholders directly.

This year, we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our SGM preparation:

- (1) the implementation by the Singapore government on 3 April 2020 of an elevated set of safe distancing measures as “circuit breakers” to pre-empt the trend of increasing local transmission of COVID-19;
- (2) the COVID-19 (Temporary Measures) Act 2020 (“**COVID-19 Act**”) which was passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (3) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (amended on 14 April 2020, 24 April 2020, and 29 September 2020) (“**COVID-19 Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (4) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (and updated on 27 April 2020, 22 June 2020 and 1 October 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and the evolving COVID-19 situation, the Company wishes to inform shareholders that the Company will be conducting the SGM by way of electronic means pursuant to the First Schedule of the COVID-19 Order, and will not be arranging for a physical meeting. The Company will arrange for (i) a “live” audio-visual webcast of the SGM, which allows shareholders to view the proceedings of the SGM contemporaneously (“**LIVE WEBCAST**”) and (ii) a “live” audio-only means, which allows shareholders to observe the proceedings of the SGM contemporaneously (“**LIVE AUDIO STREAM**”). Shareholders can **ONLY** participate in the SGM via LIVE WEBCAST or LIVE AUDIO STREAM (collectively, the “**electronic means**”).

## PRE-REGISTRATION OF SGM

- 1 For shareholders who would like to view the proceedings of the SGM via LIVE WEBCAST or listen to the proceedings of the SGM through LIVE AUDIO STREAM, shareholders will need to pre-register online at the URL <https://SGM.conveneSGM.com/sinocloudgroup/>, **no later than 11.00 a.m. on 27 October 2020** (being not less than seventy-two (72) hours before the time appointed for holding the SGM) (the “**Registration Deadline**”), to create an account and to enable the Company to verify the shareholders’ status.
- 2 Authenticated shareholders will receive an email confirmation by 27 October 2020, and will be able to access the LIVE WEBCAST and/or the LIVE AUDIO STREAM using the account created.
- 3 Shareholders **MUST NOT** share their account created to access the LIVE WEBCAST and/or LIVE AUDIO STREAM with other persons who are not shareholders and who are not entitled to attend the SGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST and the LIVE AUDIO STREAM.
- 4 Investors who hold shares under the Supplementary Retirement Scheme (“**SRS Investors**”) should approach their SRS operators to participate in the SGM via electronic means.
- 5 Shareholders who register by the Registration Deadline but do not receive an email response by 27 October 2020 should contact the Company’s Singapore Share Transfer Agent, M & C Services Private Limited, at +65 6228 0530 or at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com) for assistance.

## DOCUMENTS FOR THE SGM

Documents relating to the business of the SGM, which comprise the Company’s Circular dated 14 October 2020 as well as the Notice of SGM and the Proxy Forms (Shareholder Proxy Form and Depositor Proxy Form), have been published on SGXNet and the Company’s website at the URL <https://www.sinocloudgroup.com> on 14 October 2020. Printed copies of these documents will **NOT** be despatched to shareholders.

## SUBMISSION OF QUESTIONS

- 1 **Shareholders will not be able to ask questions during the SGM via electronic means, and therefore it is important for shareholders to submit their questions in advance of the SGM.**
- 2 Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of SGM **by 11:00 a.m. on 27 October 2020** via email to [enquiry@sinocloudgroup.com](mailto:enquiry@sinocloudgroup.com), stating their questions and provide their particulars as follows:
  - (a) Full name (for individuals)/Company name (for corporates) as per CDP/SRS account records;
  - (b) NRIC or passport number (for individuals) / Company registration number (for corporates);
  - (c) Contact number; and
  - (d) Email address.
- 3 The Company will provide responses to substantial queries and relevant comments from shareholders relating to the agenda of the SGM prior to, or at, the SGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the SGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company’s website at the URL <https://www.sinocloudgroup.com>, together with the minutes of the SGM, within one (1) month after the SGM.
- 4 SRS Investors should approach their SRS operators to submit their questions in relation to any resolution set out in the Notice of SGM prior to the SGM and have their substantial queries and relevant comments answered.

## PROXY VOTING

- 1 **Voting at the SGM is by proxy ONLY. Please note that shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO STREAM and can only vote with their proxy forms (Shareholder Proxy Form and Depositor Proxy Form) which are required to be submitted in accordance with the instructions on the respective proxy forms.**
- 2 Shareholders who wish to vote on any or all of the resolutions at the SGM must appoint the Chairman of the SGM as their proxy by completing the proxy form (Shareholder Proxy Form or Depositor Proxy Form) for the SGM. Shareholders should specifically indicate how they wish to vote for or against, or abstain from voting on, the resolutions set out in the Notice of SGM.
- 3 The instrument appointing the Chairman of the SGM as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company's Singapore Share Transfer Agent, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
  - (b) if submitted electronically, via email to the Company's Singapore Share Transfer Agent, M & C Services Private Limited, at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com),in either case, **by 11:00 a.m. on 28 October 2020** (being not less than forty-eight (48) hours before the time appointed for the holding of the SGM).
- 4 In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, the Company strongly encourages shareholders to submit completed proxy forms electronically via email.
- 5 SRS Investors who wish to vote at the SGM should approach their SRS operators to submit their votes at least seven (7) working days before the date of the SGM (i.e. by **11:00 a.m. on 21 October 2020**).

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the SGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the SGM on SGXNet or at the Company's website at the URL <https://www.sinocloudgroup.com> .

Yours faithfully  
For and on behalf of the Board of  
SinoCloud Group Limited

Chan Andrew Wai Men  
Chairman and Chief Executive Officer  
14 October 2020

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*This letter has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This letter has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this letter, including the correctness of any of the statements or opinions made or reports contained in this letter.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*