



**TSTAY Public Accounting Corporation**  
 鄭展松會計有限公司

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 Peace Centre Singapore 228149  
 Telephone: +65 6337 1295  
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 Email: enquiry@tstay.com.sg  
 Website: www.tstay.com.sg  
 Co. Regn. No. 201002810E

**SINOCLOUD GROUP LIMITED**  
 Company Registration No. 34050

**Annual General Meeting**  
 Held on 28 July 2017

**SCRUTINEERS' CERTIFICATE**

To: The Chairman  
 Sinocloud Group Limited

Dear Sirs,

As Scrutineers appointed for the purpose of the poll taken at the Annual General Meeting of the Company, we certify that the results of the poll in respect of:-

**SUMMARY RESULTS OF POLL**

No	Resolutions	Total number of shares represented by votes for and against	FOR		AGAINST	
			Number of Shares	%	Number of Shares	%
1	Ordinary resolution: Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2017 together with the Independent Auditor's Report thereon	5,112,977,732	5,112,797,732	100.00%	180,000	0.00%
2(a)	Ordinary resolution: Re-election of Mr Chan Andrew Wai Men as a director of the Company	5,112,977,732	5,112,797,732	100.00%	180,000	0.00%
2(b)	Ordinary resolution: Re-election of Mr Alexander Shlaen as a director of the Company	5,112,977,732	5,112,797,732	100.00%	180,000	0.00%
3	Ordinary resolution: Re-election of Mr Zhang Dai as a director of the Company	5,112,977,732	5,112,795,732	100.00%	182,000	0.00%
4	Ordinary resolution: Approval of the Company's payment of directors' fees of S\$196,000 for the financial year ending 31 March 2018, to be paid quarterly in arrears	5,112,977,732	5,112,797,732	100.00%	180,000	0.00%
5	Ordinary resolution: Re-appointment of RT LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting, and authority for directors of the Company to fix their remuneration	5,112,977,732	5,112,797,732	100.00%	180,000	0.00%
6	Special resolution: Authority to allot and issue shares and make or grant instruments that might or would require shares to be issued, with no sub-limit for non pro rata issues	5,112,977,732	5,106,997,732	99.88%	5,980,000	0.12%
7	In the event Resolution 6 is not approved, Ordinary resolution: Authority to allot and issue shares and make or grant instruments that might or would require shares to be issued, with a sub-limit for non pro rata issues	5,112,977,732	5,106,997,732	99.88%	5,980,000	0.12%
8	Ordinary resolution: Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	3,822,977,732	3,822,797,732	100.00%	180,000	0.00%

Yours faithfully



*T S Tay AAC*

Signed

Scrutineer Firm: T S Tay Public Accounting Corporation

*Central Management Services Pte Ltd*

Signed

Polling Agent: Central Management Services Pte Ltd



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To: The Chairman  
 Sinocloud Group Limited

Dear Sirs,

Details of parties who were required to abstain from voting on any resolutions(s):

No	Details of Party(ies)	Resolution number and details	Number of shares held in own name and/or name of nominee(s)
1	Mr Chan Andrew Wai Men	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	457,671,000
2	Mr Luk Chung Po, Terence	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	36,000,000
3	Mr Zhang Dai	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	260,000,000
4	Ms Chu Yin Ling, Karen	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	19,000,000
5	Mr Lee Joo Hai	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	6,000,000
6	Mr Phuah Lian Heng	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	5,000,000
7	Ms Bi Wei Na	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	350,000,000
8	Mr Xu Yong	<b>Resolution 8</b> Authority for the directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan	650,000,000



*TSTAY*

Signed

Scrutineer Firm: T S Tay Public Accounting Corporation

*Central Management Services Pte Ltd.*

Signed

Polling Agent: Central Management Services Pte Ltd