

**CHANGE - ANNOUNCEMENT OF APPOINTMENT::CHANGE - ANNOUNCEMENT OF APPOINTMENT****Issuer & Securities****Issuer/ Manager**

SINOCLOUD GROUP LIMITED

**Securities**

SINOCLOUD GROUP LIMITED - BMG8191N1048 - 5EK

**Stapled Security**

No

**Announcement Details****Announcement Title**

Change - Announcement of Appointment

**Date & Time of Broadcast**

08-May-2019 18:17:53

**Status**

New

**Announcement Sub Title**

Change - Announcement of Appointment

**Announcement Reference**

SG190508OTHRT5QO

**Submitted By (Co./ Ind. Name)**

Chan Andrew Wai Men

**Designation**

Chairman and CEO

**Description (Please provide a detailed description of the event in the box below)**

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. 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 of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

**Additional Details****Date Of Appointment**

09/05/2019

**Name Of Person**

Chau King Fai

**Age**

57

**Country Of Principal Residence**

Hong Kong

**The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)**

The nomination of Mr Chau King Fai ("Mr Chau") as an Independent Director of the Company was duly reviewed and assessed by the Nominating Committee (the "NC") and the board of directors of the Company (the "Board"). The Board and the NC noted the reprimand and fine issued by the Hong Kong Securities and Futures Commission ("SFC") in July 2009 on VC Capital Limited ("VC Capital"), where Mr Chau was then serving as the managing director, responsible officer and sponsor principal. Please see the attachment for details on the aforementioned reprimand by SFC on VC Capital. The Board and the NC having considered such disciplinary action against VC Capital, and the fact that, among others, Mr Chau continues to serve as the managing director, responsible officer and sponsor principal of VC Capital (until November 2017), and his subsequent appointment in September 2009 as an executive director of Value Convergence Holdings Limited (until May 2017), a listed company on the Hong Kong Stock Exchange, are of the opinion that it will not impair Mr Chau's professional judgement and business ethics, and does not affect the suitability of Mr Chau to act as an Independent Director of the Company.

The Board and the NC having assessed Mr Chau's qualification, work experience and competencies, are of the view that Mr Chau's appointment as Independent Director will enhance the core competencies of the Board and will be beneficial to the Board and to the Company.

**Whether appointment is executive, and if so, the area of responsibility**

Non-executive

**Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)**

Independent Director, member of the Audit Committee, Remuneration Committee and Nominating Committee

**Professional qualifications**

Type 1 and 6 Responsible Officer of the Hong Kong Securities and Futures Commission

**Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries**

No

**Conflict of interests (including any competing business)**

No

**Working experience and occupation(s) during the past 10 years**

2017 - Present

Managing Director, Responsible Officer and Sponsor Principal  
Grand Moore Capital Limited

2009 - 2017

Executive Director  
Value Convergence Holdings Limited

2004 - 2017

Managing Director, Responsible Officer and Sponsor Principal  
VC Capital Limited

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Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))

Yes

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Shareholding interest in the listed issuer and its subsidiaries?

No

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Other Principal Commitments\* Including Directorships#

\*"Principal Commitments" has the same meaning as defined in the Code

# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).

Past (for the last 5 years)

2009 - 2017

Director

VC Asset Management Limited

2011 - 2017

Director

VC Capital Management Limited

2010 - 2017

Director

VC Consulting Services Limited

2009 - 2017

Director

VC Finance Limited

2009 - 2017

Director

VC Financial Investment Holdings Limited

2009 - 2017

Director

VC (Nominees) Limited

2009 - 2017

Director

VC Research Limited

2009 - 2017

Director

VC Services Limited

2004 - 2017

Director

VC Capital (China) Limited

2013 - 2017

Director

VC Group Holdings Limited

2009 - 2017

Director

VC Financial Group Limited

2013 - 2017

Director

VC Financial Group (China) Limited

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Present

2009 - Present

Director

Kenvast International Limited

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(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

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(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

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(c) Whether there is any unsatisfied judgment against him?

No

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(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

No

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(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

No

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(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

No

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(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

No

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(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

No

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(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

No

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(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

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(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

No

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(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

No

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(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

Yes

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If Yes, Please provide full details

In 2009, the Hong Kong Securities and Futures Commission ("SFC") reprimanded and fined VC Capital Limited HK\$1.5 million for failing to keep proper books and records of certain work done when it performed due diligence work as sponsor for a company seeking to be listed on the Hong Kong Stock Exchange. Please refer to the attached reprimand notice released by the SFC for further information.

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(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

No

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Any prior experience as a director of an issuer listed on the Exchange?

No

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If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange

Pursuant to Rule 406(3)(a) of the Catalist Rules, the Company will arrange Mr Chau to attend the relevant training as prescribed under Practice Note 4D of the Catalist Rules.

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## Attachments

[SFC%20news%20release.pdf](#)

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Total size =94K MB

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