

# SINOCLOUD GROUP LIMITED

(Company Registration No. 34050)

(Incorporated In Bermuda)

## SPECIAL GENERAL MEETING - SHAREHOLDER PROXY FORM

The Company will be conducting the SGM (as defined below) via electronic means and there will not be a physical meeting. As such, a shareholder will NOT be able to attend the SGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the SGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM if such shareholder wishes to exercise his/her/its voting rights at the SGM.

I/We \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/shareholders of SinoCloud Group Limited (the "**Company**") hereby appoint the Chairman of the SGM as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Special General Meeting of the Company 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 or adjournment of the annual general meeting of the Company held on the same day at 10.30 a.m.) and at any adjournment thereof (the "**SGM**"). The Chairman of the SGM is hereby directed to vote for or against, or abstain from voting on, the resolutions to be proposed at the SGM as indicated hereunder. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the SGM as proxy for that resolution will be treated as invalid.

(Please indicate with an "X" within the relevant box to vote for or against, or abstain from voting, in respect of the resolutions to be proposed at the SGM as indicated hereunder.)

No.	Resolution	For	Against	Abstain
1	The proposed diversification of the Group's existing business to include the new businesses.			
2	The proposed issuance of bond of a principal amount of up to HK\$31,060,000 to the Subscriber in discharge and settlement of equivalent sum of the outstanding loans (including any accrued interest) owed by the Group to the Subscriber and Alternus Capital, and the Bond is convertible into Conversion Shares at the Conversion Price of S\$0.011 per share.			

Dated this \_\_\_\_\_ day of October 2020

Total Number of Shares Held

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## Important

- (1) The SGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (2) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the SGM, are set out in the accompanying Company's Letter to Shareholders dated 14 October 2020 (the "**Letter**"), which has been uploaded together with the Notice of SGM dated 14 October 2020 on SGXNet on the same day. The Letter may also be accessed at the Company's website at the URL <https://www.sinocloudgroup.com>. For the avoidance of doubt, the Letter is circulated together with and forms part of the Notice of SGM dated 14 October 2020 in respect of the SGM.
- (3) Investors who hold shares under the Supplementary Retirement Scheme ("**SRS Investors**") and 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**). SRS Investors should not directly appoint the Chairman of the SGM as proxy to direct the vote.
- (4) **Please read the notes below which contain instructions on, *inter alia*, the appointment of the Chairman of the SGM as a shareholder's proxy to attend, speak and vote on his/her/its behalf at the SGM.**

## Notes

- (1) Please insert the total number of shares held by you. If no number is inserted, this Shareholder Proxy Form shall be deemed to relate to all the shares held by you.
- (2) The Company will be conducting the SGM via electronic means and there will not be a physical meeting. As such, a shareholder will not be able to attend the SGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the SGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM if such shareholder wishes to exercise his/her/its voting rights at the SGM. The Chairman of the SGM, as proxy, need not be a shareholder of the Company. This Shareholder Proxy Form for the SGM may be accessed at the Company's website at the URL <https://www.sinocloudgroup.com> and will also be made available on SGXNet. A printed copy of this Shareholder Proxy Form will NOT be despatched to shareholders.
- (3) This Shareholder Proxy Form 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).

A shareholder who wishes to submit an instrument of proxy must first download, complete and sign the Shareholder Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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.

- (4) This Shareholder Proxy Form appointing the Chairman of the SGM as proxy must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of joint holders, all joint holders must sign this Shareholder Proxy Form. If the shareholder is a corporation, this Shareholder Proxy Form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing. The power of attorney or other authority, if any, under which this Shareholder Proxy Form is signed or a notarially certified copy of that power or authority must be attached to this Shareholder Proxy Form.

## General

The Company shall be entitled to reject any Shareholder Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the shareholder are not ascertainable from the instructions of the shareholder specified on any Shareholder Proxy Form. It is the shareholder's responsibility to ensure that this Shareholder Proxy Form is properly completed. Any decision to reject this Shareholder Proxy Form will be final and binding and neither the Company, CDP nor M & C Services Private Limited accepts any responsibility for the consequences of such a decision.

## Personal Data Privacy

By submitting this Shareholder Proxy Form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of SGM dated 14 October 2020.