

SINOCLOUD GROUP LIMITED

(Company Registration No. 34050)

(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders dated 14 October 2020 (“Circular”) issued by the Company.

NOTICE IS HEREBY GIVEN that an Special General Meeting (“SGM”) of SinoCloud Group Limited (the “Company”) will be held by way of electronic means on **Friday, 30 October 2020 at 11.00 a.m.** (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.), for the purpose of considering and, if thought fit, passing (with or without modifications) the Resolutions below:

ORDINARY RESOLUTION 1 – THE PROPOSED DIVERSIFICATION OF THE GROUP’S EXISTING BUSINESS TO INCLUDE THE NEW BUSINESSES

THAT

- (a) approval be and is hereby given for the diversification of the business of the Group to include the New Businesses as described under Section 2 of the Circular, and any other activities related to the New Businesses; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Diversification and/or this Ordinary Resolution.

ORDINARY RESOLUTION 2 – THE PROPOSED ISSUANCE OF BOND IN 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\$0.0011 PER SHARE

THAT

- (a) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue up to 5,647,272,727 Conversion Shares to the Bondholder, at the Conversion Price of S\$0.0011 per Conversion Share, on and subject to the terms of the Convertible Bond Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this Resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

By Order Of The Board

Chu Yin Ling, Karen
Executive Director and Company Secretary
14 October 2020

Notes:

- (1) The SGM is being convened, and will be held, by way of electronic means pursuant to the First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will NOT be sent to shareholders of the Company. Instead, the Notice of SGM will be sent to shareholders of the Company by electronic means via publication on SGXNet and the Company's website at the URL <https://www.sinocloudgroup.com>.
 - (2) Alternative arrangements relating to attendance at the SGM via electronic means (including arrangements by which the SGM can be electronically accessed via "live" audio-visual webcast ("**LIVE WEBCAST**") or "live" audio stream ("**LIVE AUDIO STREAM**")), submission of questions in advance of the SGM, addressing of substantial and relevant questions, are set out in the Company's Letter to Shareholders dated 14 October 2020 (the "**Letter**"), which has been uploaded together with this Notice of SGM on SGXNet on the same day. The Letter may also be accessed on 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 this Notice of SGM.
 - (3) A shareholder of the Company (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. In appointing the Chairman of the SGM as proxy, a shareholder of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of each resolution to be proposed at the SGM in the form of proxy, failing which the appointment of the Chairman of the SGM as proxy for that resolution will be treated as invalid.
 - (4) The Chairman of the SGM, as proxy, need not be a shareholder of the Company.
 - (5) The instrument appointing the Chairman of the SGM as a 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, 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).
- 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.
- (6) 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 are requested to contact their SRS operators for any queries they may have with regard to the appointment of the Chairman of the SGM as proxy for the SGM.

Personal Data Privacy

By (a) submitting an instrument appointing the Chairman of the SGM as proxy to vote at the SGM and/or any adjournment thereof, and/or (b) registering to attend the SGM via LIVE WEBCAST or LIVE AUDIO STREAM, and/or (c) submitting any question prior to the SGM in accordance with this Notice of SGM, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (a) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the SGM as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the SGM (including any adjournment thereof);
- (b) processing the pre-registration forms for purposes of granting access to shareholders (or their corporate representatives in the case of shareholders who are legal entities) to the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the SGM and providing them with any technical assistance, where necessary;
- (c) addressing relevant and substantial questions from shareholders received before the SGM and if necessary, following up with the relevant shareholders in relation to such questions;

- (d) preparation and compilation of the attendance lists, proxy list, minutes and other documents relating to the SGM (including any adjournment thereof); and
- (e) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the SGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the SGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the SGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

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

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