

**NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a Special General Meeting of SINOCLOUD GROUP LIMITED (the "Company") will be held on 6 January 2017 at 10.00 a.m. at **Room 307, Level 3, 32 Maxwell Road #03-01 Maxwell Chambers, Singapore 069115** and any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolution.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to shareholders of the Company dated 16 December 2016 (the "Circular").

**AS ORDINARY RESOLUTION: THE PROPOSED SETTLEMENT OF THE AGGREGATE OUTSTANDING AMOUNT DUE AND OWING BY THE BORROWER TO THE COMPANY UNDER THE CONVERTIBLE LOAN OF HK\$78,084,000 (INCLUDING ACCRUED INTEREST DUE AND OWING TO THE COMPANY)**

THAT:

- (a) approval be and is hereby given for the proposed settlement of the aggregate amount outstanding under the Convertible Loan of approximately HK\$78,084,000, comprising the outstanding principal sum of HK\$72,000,000, and the accrued and unpaid interest charge of approximately HK\$6,084,000 as at 31 March 2016, due and owing by Lu Zhendong (卢振东) to the Company on the following terms:
- (i) that the interest on the Convertible Loan will accrue up until 31 March 2016 and no further interest will be charged thereafter;
  - (ii) that the Company waives and forgives approximately HK\$42,084,000; and
  - (iii) that the remaining HK\$36,000,000 shall be repayable by Lu Zhendong within six months from the date of approval of this proposed settlement by the Shareholders at this SGM and in any event no later than one month from the date of disposal of all of (and not part of) the Zhuhai Entity Effective Interest Attributable to the Company or the PRC Project Company Effective Interest Attributable to the Company,
- (the "Proposed Settlement"), and
- (b) the Directors of the Company and each of them be authorized to take any and all steps, to effect and complete the Proposed Settlement and do all such acts and things required in connection therewith including but not limited to approving, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary) in connection with the Proposed Settlement and/or any other transactions contemplated thereby and/or as they or he may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate.

By Order of the Board

Chu Yin Ling, Karen  
Executive Director and Company Secretary

Singapore  
16 December 2016

Notes:

1. If a Shareholder who is not a Depositor (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), is unable to attend the SGM and wishes to appoint a proxy/proxies to attend and vote on his behalf, he should complete, sign and return the proxy form (the "Shareholder Proxy Form") as attached to the Circular in accordance with the instructions printed thereon. With the exception of The Central Depository (Pte) Limited ("CDP") who may appoint more than two proxies, a Shareholder entitled to attend and vote at the SGM who holds two or more Shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. Where a form of proxy appoints more than 1 proxy (including the case where such appointment results from a nomination by the CDP), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. If a Depositor who is an individual and whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) as at a time not earlier than 48 hours before the time appointed for the SGM and is unable to attend the SGM personally and wishes to appoint a proxy/proxies to attend and vote on his behalf, he should complete, sign and deposit the proxy form (the "Depositor Proxy Form") as attached to the Circular in accordance with the instructions printed thereon.
4. A Depositor who is not an individual can only be represented at the SGM if its nominee/nominees is/are appointed as CDP's proxy/proxies. To appoint its nominee/nominees as proxy/proxies of the CDP and to enable its nominee/nominees to attend and vote at the SGM, such Depositor should complete, execute and deposit the Depositor Proxy Form as attached to this Circular in accordance with the instructions printed thereon.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the SGM.
6. To be valid, the Shareholder Proxy Form or the Depositor Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of such power or authority, must be deposited at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof. Detailed instructions can be found on the Shareholder Proxy Form and the Depositor Proxy Form.
7. The completion and return of a Shareholder Proxy Form by a Shareholder who is not a Depositor, or a Depositor Proxy Form by a Depositor who is an individual, shall not preclude him from attending and voting in person at the SGM if he wishes to do so, in place of his proxy/proxies.
8. Shareholders of the Company (and their respective Appointees) are requested NOT to wear singlets, running shorts and slippers at *Maxwell Chambers*, the venue of the Special General Meeting of the Company. Your co-operation in complying with *Maxwell Chambers'* dress code is greatly appreciated or otherwise, you may be denied entry into the building.

**Personal Data Privacy:**

Where a Shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or an adjournment thereof, the Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor (the "Sponsor"), ZICO Capital Pte. Ltd. for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.*

*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, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*