

SINOCLOUD GROUP LIMITED
(Company Registration No. 34050)
(Incorporated In Bermuda)

2020 ANNUAL GENERAL MEETING - SHAREHOLDER PROXY FORM

The Company will be conducting the AGM (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 AGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.

I/We _____

of _____

being a shareholder/shareholders of SinoCloud Group Limited (the “**Company**”) hereby appoint the Chairman of the AGM as my/our proxy to attend, speak and vote for me/us on my/our behalf at the 2020 Annual General Meeting of the Company to be held by way of electronic means on Friday, 30 October 2020 at 10.30 a.m. (Singapore time) and at any adjournment thereof (the “**AGM**”). The Chairman of the AGM is hereby directed to vote for or against, or abstain from voting on, the resolutions to be proposed at the AGM as indicated hereunder. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM 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 AGM as indicated hereunder.)

No.	Resolution	For	Against	Abstain
Ordinary Business				
1	Ordinary resolution: Adoption of the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2020, together with the Independent Auditor’s Report thereon			
2	Ordinary resolution: Re-election of Mr Chau King Fai as a Director of the Company			
3	Ordinary resolution: Re-election of Mr Luk Siu Fung, Mark as a Director of the Company			
4	Ordinary resolution: Approval of the payment of Directors’ fees of HK\$360,000 for the financial year ending 30 June 2021, to be paid quarterly in arrears			
5	Ordinary resolution: Re-appointment of Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise Directors of the Company to fix their remuneration			
Special Business				
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 <i>pro rata</i> issues			
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 <i>pro rata</i> issues			
8	Ordinary resolution: Authority to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan			

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 AGM 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 AGM, are set out in the accompanying Company's Letter to Shareholders dated 7 October 2020 (the "**Letter**"), which has been uploaded together with the Notice of AGM dated 7 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 AGM dated 7 October 2020 in respect of the AGM.
- (3) Investors who hold shares under the Supplementary Retirement Scheme ("**SRS Investors**") and who wish to vote at the AGM should approach their SRS operators to submit their votes at least seven (7) working days before the date of the AGM (i.e. by **10.30 a.m. on 21 October 2020**). SRS Investors should not directly appoint the Chairman of the AGM 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 AGM as a shareholder's proxy to attend, speak and vote on his/her/its behalf at the AGM.**

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

in either case, **by 10.30 a.m. on 28 October 2020** (being not less than forty-eight (48) hours before the time appointed for the holding of the AGM).

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 AGM 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 AGM dated 7 October 2020.