

**SINO CLOUD**  
**SINOCLOUD GROUP LIMITED**  
(Incorporated in Bermuda)  
(Company Registration No. 34050)

**NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a Special General Meeting of SINOCLOUD GROUP LIMITED (the "**Company**") will be held at Room 307, Level 3, 32 Maxwell Road #03-01 Maxwell Chambers, Singapore 069115 on 28 March 2016 at 10.00 a.m. (Singapore time) and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution.

All capitalised terms used 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 10 March 2016 (the "**Circular**").

**ORDINARY RESOLUTION – THE PROPOSED APPOINTMENT OF AUDITORS**

RESOLVED THAT:

- (a) approval be and is hereby given for the appointment of RT LLP as auditors of the Company with effect from 28 March 2016 and to hold office until the conclusion of the next Annual General Meeting of the Company, at such fee and on such terms to be agreed between the Directors and RT LLP; and
- (b) subject to the relevant laws and regulations, the Catalyst Rules, as may be amended, varied or supplemented from time to time, the Directors and each of them be and are hereby authorised, empowered to complete and do all such acts and things, and to approve, execute and deliver all such documents on behalf of the Company, as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

Notes to Shareholders, pursuant to Rule 712(3) of the Catalyst Rules:

- (a) Crowe Horwath First Trust LLP, the Company's current auditors for the financial year ended 31 March 2015, have confirmed that they are not aware of any professional reasons why RT LLP should not accept appointment as the new auditors of the Company.
- (b) The Directors confirm that there were no disagreements with Crowe Horwath First Trust LLP on accounting treatments within the last 12 months from the date of this Circular.
- (c) The Directors confirm that the Company is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular.
- (d) The reason for the Proposed Appointment of Auditors is due to the Company not being able to reach a consensus with Crowe Horwath First Trust LLP on the audit fees for the financial year ending 31 March 2016.
- (e) The Company is in compliance with Rules 712 and 715 of the Catalyst Rules in relation to the appointment of RT LLP.

By Order of the Board

**Chu Yin Ling, Karen**  
**Company Secretary**  
**10 March 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 could complete, sign and return the proxy form ("**Shareholder Proxy Form**") as attached to the Circular in accordance with the instructions printed thereon. With the exception of The Central Depository (Pte) Limited (the "**CDP**") who may appoint more than two (2) proxies, a Shareholder entitled to attend and vote at the SGM who holds two (2) or more shares is entitled to appoint no more than two (2) proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. Where a form of proxy appoints more than one (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 notarially 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 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, 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 proxies) 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.
9. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member'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, 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). 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. Soo Hsin Yu, Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.