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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of SinoCloud Group Limited (the "**Company**") will be held by way of electronic means (via LIVE WEBCAST and LIVE AUDIO STREAM) on Wednesday, 14 December 2022 at 10.30 a.m. (Singapore time) (the "**AGM**") to transact the following businesses:

As Ordinary Business

1 To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Independent Auditor's Report thereon. **(Resolution 1)**

2 To re-elect Mr Wan Ngar Yin, David as a director of the Company ("**Director**"), who will retire by rotation pursuant to Bye-Law 104 of the Company's Bye-Laws and who, being eligible, will offer himself for re-election as a Director.

See Explanatory Note (i) **(Resolution 2)**

3 To re-elect Mr Chau King Fai, Philip as a Director, who will retire by rotation pursuant to Bye-Law 104 of the Company's Bye-Laws and who, being eligible, will offer himself for re-election as a Director.

See Explanatory Note (ii) **(Resolution 3)**

4 To approve the payment of Directors' fees of HK$360,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears. (2022: HK$360,000) **(Resolution 4)**

5 To re-appoint Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

6 To transact any other business that may be transacted at an Annual General Meeting of the Company.

As Special Business

7 To consider and if thought fit, pass the following as an ordinary resolution, with or without modifications:

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 *pro rata* issues

"That pursuant to Rule 806(2) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the Directors to:

(a) (i) allot and issue ordinary shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution 6 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority conferred by this Resolution 6 is in force,

provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution 6 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution 6) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution 6, after adjusting for:

(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time this Resolution 6 is passed;

(b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or sub-division of Shares,

adjustments in accordance with sub-paragraph 2(a) or 2(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution 6;

(3) in exercising the authority conferred by this Resolution 6, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1981 of Bermuda (as amended) and otherwise, and the Company's Bye-Laws for the time being; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 6 shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution 6, until the issuance of such Shares in accordance with terms of the Instruments."

See Explanatory Note (iii) **(Resolution 6)**

8 To consider and if thought fit, pass the following as an ordinary resolution, with or without modifications:

Authority to grant awards and allot and issue Shares under the SinoCloud Group Limited Performance Share Plan

"That the Directors or a committee of the Directors be authorised and empowered to grant awards in accordance with the provisions of the SinoCloud Group Limited Performance Share Plan (formerly known as Armarda Group Limited Performance Share Plan) (the "**Share Plan**") and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards granted by the Company under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan and other share scheme which the Company may implement from time to time, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. For the avoidance of doubt, shareholders' pre-emptive right under Bye-Law 10 of the Company's Bye-Laws does not apply."

See Explanatory Note (iv) **(Resolution 7)**

9 To consider and if thought fit, pass the following as an ordinary resolution, with or without modifications:

The Proposed Extension of the Duration of the SinoCloud Group Limited Performance Share Plan

"That approval be and is hereby given to the Directors, pursuant to the rules of the Share Plan, for the extension of the duration of the Share Plan for a further period of 10 years from 26 July 2023 up to 25 July 2033 (both dates inclusive)."

See Explanatory Note (v) **(Resolution 8)**

By Order Of The Board

Fong Ho Yan
Company Secretary
29 November 2022

Explanatory Notes

(i) Mr Wan Ngar Yin, David ("**Mr Wan**") will, upon re-election as a Director, remain as an Independent Director of the Company, the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee. As of the date hereof, Mr Wan holds 64,200,000 Shares of the Company, and is deemed interested in the 500,000 Shares of the Company held by his spouse, Mdm Yip Kit Tim, Kitty (representing an aggregate direct and deemed interest in 0.40% of the total issued and paid-up share capital of the Company). Save as disclosed above, there are no relationships (including family relationships) between Mr Wan and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr Wan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information (including additional information as set out in Appendix 7F to the Catalist Rules pursuant to Rule 720(5) of the Catalist Rules) on Mr Wan can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's 2022 Annual Report.

(ii) Mr Chau King Fai, Philip ("**Mr Chau**") will, upon re-election as a Director, remain as an Independent Director of the Company and a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. There are no relationships (including family relationships) between Mr Chau and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr Chau to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information (including additional information as set out in Appendix 7F to the Catalist Rules pursuant to Rule 720(5) of the Catalist Rules) on Mr Chau can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's 2022 Annual Report.

(iii) Resolution 6 (to be passed as an ordinary resolution) is to empower the Directors, from the date of the passing of Resolution 6 to the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to issue Shares and to make or grant instruments (such as options, warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to an aggregate number not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time that Resolution 6 is passed, after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 6 is passed, and any subsequent bonus issue, consolidation or sub-division of Shares. In exercising the authority conferred by Resolution 6, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Bye-Laws.

(iv) Resolution 7 (to be passed as an ordinary resolution) is to empower the Directors or a committee of the Directors to grant awards and to allot and issue Shares pursuant to the Share Plan provided that the aggregate number of Shares to be issued pursuant to the Share Plan and other share scheme which the Company may implement from time to time, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(v) Resolution 8 (to be passed as an ordinary resolution) is to extend the duration of the Share Plan for a further period of 10 years from 26 July 2023 up to 25 July 2033 (both dates inclusive). Further information on the proposed extension of the duration of Share Plan is set out in the Appendix to shareholders dated 29 November 2022 issued by the Company.

In accordance with Rule 858 of the Catalist Rules, shareholders of the Company who are eligible to participate in the Share Plan shall, and shall procure that their respective associates shall, abstain from voting on Resolution 8 in respect of their respective shareholdings in the Company (if any) and shall not accept nomination as proxies unless specific instructions have been given in the proxy form by the shareholder(s) appointing them on how he/she/they wish(es) his/her/their vote(s) to be cast.

Notes

(1) The AGM is being convened, and 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. Printed copies of this Notice of AGM will NOT be sent to shareholders of the Company. Instead, the Notice of AGM 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 AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast ("**LIVE WEBCAST**") or "live" audio stream ("**LIVE AUDIO STREAM**")) via mobile phones, tablets or computers, submission of questions in advance of, or "live" at, the AGM, addressing of substantial and relevant questions, voting at the AGM "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means or by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM are set out in the Company's Letter to Shareholders dated 29 November 2022 (the "**Letter**"), which has been uploaded together with this Notice of AGM 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 AGM.

(3) Shareholders may vote "live" via electronic means at the AGM, appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on their behalf or appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM. In appointing a proxy(ies), shareholders must give specific instructions as to voting, or abstentions from voting, in respect of each resolution to be proposed at the AGM in the form of proxy, failing which the appointment of proxy(ies) for that resolution will be treated as invalid.

(4) A proxy need not be a shareholder of the Company.

(5) The instrument appointing a proxy(ies) 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, be submitted:

(i) via email to the Company's Singapore Share Transfer Agent, M & C Services Private Limited, at gpb@mncsingapore.com; or

(ii) via the online process through the pre-registration website at the URL https://conveneagm.sg/sinocloud2022,

in each case, **by 10.30 a.m. on 12 December 2022** (being not less than forty-eight (48) hours before the time appointed for the holding of the AGM).

The Company strongly encourages shareholders to submit completed proxy forms electronically.

(6) 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 5.00 p.m. on 2 December 2022**). SRS Investors are requested to contact their SRS operators for any queries they may have with regard to the submission of their votes for the AGM.

Personal Data Privacy

By (a) submitting an instrument appointing a proxy(ies) to vote at the AGM and/or any adjournment thereof, and/or (b) registering to attend the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, and/ or (c) submitting any question prior to or at the AGM in accordance with this Notice of AGM, 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 proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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 participate in the proceedings of the AGM and providing them with any technical assistance, where necessary;

(c) addressing relevant and substantial questions from shareholders received before or at the AGM 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 AGM (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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

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*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 Mr Alex Tan, Chief Executive Officer, ZICO Capital Pte. Ltd. at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.