

**CIRCULAR DATED 10 MARCH 2016**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**This Circular is issued by SinoCloud Group Limited (the “Company”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.**

*Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.*

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular, Notice of Special General Meeting and the enclosed Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, Notice of Special General Meeting and the enclosed Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, Notice of Special General Meeting and the enclosed Proxy Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Your attention is drawn to page 10 of this Circular in respect of actions to be taken if you wish to attend and vote at the Special General Meeting.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

*This Circular 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 SGX-ST. The Sponsor has not independently verified the contents of this Circular. 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 068898, telephone (65) 6854-6160.*

**SINO CLOUD**  
**SINOCLOUD GROUP LIMITED**  
(Company Registration No. 34050)  
(Incorporated in Bermuda on 13 August 2003)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED APPOINTMENT OF AUDITORS**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Forms	:	26 March 2016 at 10.00 a.m.
Date and time of Special General Meeting	:	28 March 2016 at 10.00 a.m.
Place of Special General Meeting	:	Room 307, Level 3, 32 Maxwell Road #03-01 Maxwell Chambers, Singapore 069115

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## DEFINITIONS

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For the purposes of this Circular, the following definitions apply throughout, unless the context otherwise requires:

<b>“Audit Committee”</b>	:	The audit committee of the Company
<b>“Auditors”</b>	:	The auditors of the Company for the time being
<b>“Bermuda Companies Act”</b>	:	The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
<b>“Board”</b>	:	The board of directors of the Company as at the date of this Circular
<b>“Bye-Laws”</b>	:	The bye-laws of the Company, as amended, modified or supplemented from time to time
<b>“Catalist”</b>	:	The Catalist Board of the SGX-ST
<b>“Catalist Rules”</b>	:	Section B: Rules of Catalist of the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular dated 10 March 2016
<b>“Companies Act”</b>	:	The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	SinoCloud Group Limited
<b>“Crowe Horwath”</b>	:	Crowe Horwath First Trust LLP
<b>“Directors”</b>	:	The board of directors of the Company, as at the date of this Circular
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Memorandum”</b>	:	The memorandum of association of the Company as altered, supplemented or modified from time to time
<b>“Proposed Appointment of Auditors”</b>	:	The proposed appointment of RT as auditors of the Company
<b>“RT”</b>	:	RT LLP
<b>“SGM”</b>	:	The special general meeting of Shareholders, notice of which is set out on pages 12 and 13 of this Circular
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	:	The ordinary shares in the capital of the Company
<b>“Shareholders”</b>	:	The registered holders of Shares in the share capital of the Company

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## DEFINITIONS

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The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Bermuda Companies Act, the Catalist Rules or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall have the meaning ascribed to it under the Companies Act, the Bermuda Companies Act, the Catalist Rules or any statutory or regulatory modification thereof, as the case may be.

All discrepancies in the figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

References to “**you**”, “**your**”, and “**yours**” in this Circular are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST).

Any reference in this Circular to a paragraph is a reference to a paragraph of this Circular, unless otherwise stated.

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## LETTER TO SHAREHOLDERS

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### SINOCLOUD GROUP LIMITED

(Incorporated in Bermuda)  
(Company Registration No. 34050)

#### **Board of Directors**

Chan Andrew Wai Men (Chairman and Chief Executive Officer)  
Luk Chung Po, Terence (Executive Director and Vice-Chairman)  
Chu Yin Ling, Karen (Executive Director, Chief Financial Officer and Company Secretary)  
Lee Joo Hai (Independent Director)  
Phuah Lian Heng (Independent Director)  
Alexander Shlaen (Independent Director)

#### **Registered Office**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

#### **Principal Office**

Suite 605, 6/F, Ocean Centre  
Harbour City, 5 Canton Road,  
Tsim Sha Tsui, Kowloon,  
Hong Kong

10 March 2016

To: The Shareholders of SinoCloud Group Limited

Dear Sir/Madam,

#### **THE PROPOSED APPOINTMENT OF AUDITORS**

##### **1. INTRODUCTION**

The Directors are convening a SGM to be held on 28 March 2016 at 10.00 a.m. at Room 307, Level 3, 32 Maxwell Road #03-01 Maxwell Chambers, Singapore 069115, to seek Shareholders' approval for the Proposed Appointment of RT as Auditors.

The purpose of this Circular is to provide Shareholders with information relating to, explain the rationale for, and to seek the Shareholders' approval for the Proposed Appointment of Auditors at the forthcoming SGM. The notice of the SGM is set out on pages 12 and 13 of this Circular.

##### **2. THE PROPOSED APPOINTMENT OF AUDITORS**

###### **2.1 Rationale**

The Company's existing auditors, Crowe Horwath, have been the Auditors of the Company since the financial year ended 31 March 2012. Crowe Horwath was last re-appointed at the Company's annual general meeting on 27 July 2015.

As the Company could not reach a consensus with Crowe Horwath on the audit fees for the financial year ending 31 March 2016, and following a review and consideration of the factors (mentioned in paragraph 2.4 below), in consultation with the Audit Committee, the Board has determined that the audit engagement proposal given by RT is best suited to meet the existing needs and audit requirements of the Group and is a more cost-effective candidate. Notwithstanding the reduction in audit fees and related costs, the scope of audit work and review to be undertaken by RT will not be reduced.

Crowe Horwath had, on 29 February 2016, given the Company a letter of their resignation as the Auditors of the Company, and RT had, on 7 March 2016, given their written consent to be appointed as Auditors of the Company, subject to the conditions imposed by Section 89(3A) of the Bermuda Companies Act. Please refer to paragraph 2.7.2 for further information.

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## LETTER TO SHAREHOLDERS

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The appointment of RT as Auditors of the Company is subject to the approval of the Shareholders at the SGM on 28 March 2016. The resignation of Crowe Horwath and the appointment of RT as Auditors will take effect upon approval of the appointment of RT as Auditors by the Shareholders at the SGM.

The Directors wish to express their appreciation for the past services rendered by Crowe Horwath.

### 2.2 Information on RT LLP

RT LLP (“RT”) started as a partnership trading under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates and it converted to a limited liability partnership in 2008. With that conversion, it changed its name to LTC LLP. In August 2013, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and develop an ASEAN strategy. RT has acted as statutory auditors for more than 40 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 10 companies listed on SGX-ST, 2 in BURSA Malaysia and is advising 3 companies as Reporting Accountants.

RT has been a member of one of the global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 150 independent accounting and business advisory firms in over 320 offices and 75 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked fifth amongst the top international accounting networks, associations and alliances, according to the league table, Top 35 Networks in 2013, by Accountancy Age.

All partners of RT have experienced cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies.

RT is a member of RT network, which is a network of multidisciplinary business solution providers. The RT network is Singapore based and has a strong regional knowledge and expertise with an international mindset. The network is in the process of establishing the first Singapore headquartered ASEAN presence; a single contact service with seamless delivery across ASEAN.

RT aims to be the preferred public accounting firm and provider of professional services in Singapore, by delivering solutions that exceed its clients’ expectations of professionalism and timeliness as well as value for money.

The partners, directors and staff of RT are from diverse geographic cultural, academic and professional backgrounds with, it believes, a shared purpose of striving for excellence in the delivery of public accounting and other professional services.

Its team of qualified and experienced professionals endeavours to deliver unique yet pragmatic solutions that are tailored to specific requirements and to meet statutory compliance. Currently, RT has 6 partners, 4 directors and about 50 professional staff.

#### (a) The RT Team

RT will assign a team comprising three partners (including a Lead Engagement Partner, an Engagement Quality Control & Technical Advisory Partner and an Engagement Advisory Partner), two audit manager/ assistant manager, one audit senior and six senior audit associates/ associates with respect to the audit of our Group.

Mr Ong Kian Meng (“**Mr Ong**”) will be the Lead Engagement Partner assigned to the audit of the Group. Mr Ong is a Chartered Accountant (Singapore) with Certificate for Practice with the Institute of Singapore Chartered Accountants, a Public Accountant registered with the Accounting & Corporate Regulatory Authority (“**ACRA**”) and a Certified Public Accountant of CPA Australia. Mr Ong graduated from the Nanyang Technological University in Singapore with a Bachelor of

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## LETTER TO SHAREHOLDERS

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Accountancy degree. Prior to joining RT, he had nearly 12 years of audit and assurance working experience with Ernst & Young (“**EY**”) and Deloitte & Touche (“**DT**”), in Singapore where he rose through the ranks from associate to manager whilst in EY. Whilst in DT, Mr Ong was head-hunted to join a company in The People’s Republic of China (“**PRC**”) as Chief Financial Officer for nearly 2 years where he was responsible for the overall finance, accounting & auditing, taxation, treasury and cash management of the group. Mr Ong subsequently worked with 2 mid-size local public accounting firms in Singapore with an aggregate of 4 years audit experience before joining RT. His audit experience spans across various industries, including manufacturing, trading, construction, oil and gas, property development, hotel, fund management and banking & financial institution. Mr Ong has been involved in the provision of auditing and related services to more than 19 SGX-listed corporations. In addition, Mr Ong also participated in initial public offering assignments and due diligence assignments.

Mr Ong has not been subject to the Practice Monitoring Program review at partner level by ACRA under the current regime. However, his audit engagements were subject to review under the firm-wide inspection, i.e. the Practice Monitoring Program under the current regime review by ACRA in April 2015 and RT has passed the review as no findings were reported by the inspectors.

### **2.3 Opinion of the Audit Committee**

The Audit Committee has reviewed and deliberated on the Proposed Appointment of Auditors, and after taking into consideration the suitability of RT and compliance with the Catalist Rules, has recommended the Proposed Appointment of Auditors.

### **2.4 Compliance with Rule 712 of the Catalist Rules and Opinion of the Directors**

The Directors have taken into account the Audit Committee’s recommendation and considered the following factors:

- (a) the fee structure, the adequacy of the resources and experience of RT;
- (b) the audit engagement partner assigned to the audit;
- (c) the other audit engagements of RT;
- (d) the size and complexity of the Group’s operations; and
- (e) the number and experience of the supervisory and professional staff who will be assigned to the audit of the Group,

and are of the opinion that RT will be able to meet the audit requirements of the Group under Rule 712 of the Catalist Rules.

Accordingly, the Directors recommend the appointment of RT as the Auditors.

### **2.5 Compliance with Rule 715 of the Catalist Rules**

Following Shareholders’ approval of the Proposed Appointment of Auditors, RT will become the Auditors of the Company, in place of Crowe Horwath.

Subject to Shareholders’ approval of the Proposed Appointment of Auditors, RT will also be engaged to audit all of the Company’s significant foreign-incorporated subsidiaries and associated companies for the purpose of the consolidation of the financial statements of the Group in accordance with the Singapore Standards on Auditing. For local statutory purposes, subsidiaries and associated companies in Hong Kong and the PRC will be audited by suitable auditing firms to be appointed. Details of the audit firms appointed as statutory auditors of the Company and its subsidiaries and associated companies are as follows:

## LETTER TO SHAREHOLDERS

<b>Name of entity</b>	<b>Country of incorporation</b>	<b>Name of statutory auditors</b>
SinoCloud Investment Holdings Limited	British Virgin Island	Not required to be audited <sup>(1)</sup>
SinoCloud Group (HK) Limited	Hong Kong	Hong Kong statutory auditor to comply with the relevant Hong Kong laws and regulations <sup>(1)(3)</sup>
SinoCloud Asset Management Company Limited	British Virgin Island	Not required to be audited <sup>(1)</sup>
SinoCloud Asset Management Limited	Hong Kong	Hong Kong statutory auditor to comply with the relevant Hong Kong laws and regulations <sup>(1)(3)</sup>
中云时代数据科技(北京)有限公司	The People's Republic of China	PRC statutory auditor to comply with the relevant PRC laws and regulations <sup>(1)(2)</sup>
SinoCloud 01 Limited	British Virgin Island	Not required to be audited <sup>(1)</sup>
SinoCloud 01 (HK) Limited	Hong Kong	Hong Kong statutory auditor to comply with the relevant Hong Kong laws and regulations <sup>(1)(3)</sup>
SinoCloud Data (Guiyang) Limited	The People's Republic of China	PRC statutory auditor to comply with the relevant PRC laws and regulations <sup>(1)(2)</sup>
Guiyang Zhongdian Gaoxin Digital Technologies Limited	The People's Republic of China	PRC statutory auditor to comply with the relevant PRC laws and regulations <sup>(1)(2)</sup>
Armarda International Inc	British Virgin Island	Not required to be audited <sup>(1)</sup>
Armarda Technology (Singapore) Pte Limited	Singapore	Not required to be audited <sup>(1)(4)</sup>
China Satellite Mobile Communications Group Limited	British Virgin Island	Not required to be audited <sup>(1)</sup>
China Mobile Satellite Communication Holdings Limited	Hong Kong	Hong Kong statutory auditor to comply with the relevant Hong Kong laws and regulations <sup>(1)(3)</sup>
舒拉亚网络科技(上海)有限公司	The People's Republic of China	PRC statutory auditor to comply with the relevant PRC laws and regulations <sup>(1)(2)</sup>
China Satellite Mobile (HK) Limited	Hong Kong	Hong Kong statutory auditor to comply with the relevant Hong Kong laws and regulations <sup>(1)(3)</sup>

**Notes:**

- (1) To be reviewed by RT for group consolidation purpose.
- (2) The PRC statutory auditor which will be auditing the accounts of the PRC companies for the financial year ending 31 March 2016 has not been appointed.
- (3) Hong Kong statutory auditor which will be auditing the accounts of the Hong Kong companies for the financial year ending 31 March 2016 has not been appointed.
- (4) Armarda Technology (Singapore) Pte Limited is under the liquidation process. Hence, it is not required to be audited.

Accordingly, Rule 715 of the Catalist Rules will be complied with.



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## LETTER TO SHAREHOLDERS

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### 2.6 Compliance with Rule 712(3) of the Catalist Rules

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Crowe Horwath had confirmed by way of a letter dated 3 March 2016 (the “**Professional Clearance Letter**”), that they are not aware of any professional reasons why RT should not accept appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Crowe Horwath on accounting treatments within the last 12 months up to the date of the Circular;
- (c) the Company confirms that it 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 specific reasons for the Proposed Appointment of Auditors are as disclosed in paragraph 2.1 of this Circular; and
- (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of RT.

### 2.7 Requirements under Bermuda Laws

**2.7.1** Section 89(3) of the Bermuda Companies Act provides that a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting of a company unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before the general meeting; and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members of the company, either by advertisement in an appointed newspaper in Bermuda or in any other mode provided by the bye-laws of the company, not less than 7 days before the general meeting. However, the foregoing requirements may be waived by a notice in writing from the incumbent auditor to the secretary of the company which shall then not have effect.

The Board has ensured that the notice in writing of an intention to nominate RT to the office of auditor has been given not less than 21 days before the SGM.

**2.7.2** Further, Section 89(3A) of the Bermuda Companies Act provides that no person shall accept appointment or consent to be appointed as auditor of a Bermuda company if he is replacing an auditor who has resigned, been removed or whose term of office has expired or is about to expire, or who has vacated office, until the incoming auditor has requested and received from the outgoing auditor a written statement of the circumstances and the reasons why, in the outgoing auditor’s opinion, he is to be replaced. The incoming auditor may accept appointment or consent to be appointed as auditor if, within 15 days after making the aforesaid request, he does not receive a written statement as requested.

In view of the foregoing, RT had, on 2 March 2016, requested from Crowe Horwath a written statement of the circumstances and the reasons why, in Crowe Horwath’s opinion, it is to be replaced. The Professional Clearance Letter issued by Crowe Horwath to RT did not contain the written statement as requested and as such, RT will accept the appointment on or after 18 March 2016, being 15 days on or after making the aforesaid request.

### 2.8 Statement of the Audit Committee

The Audit Committee has reviewed the Proposed Appointment of Auditors and recommended the same, having satisfied itself of the suitability of RT, and ensuring compliance with Rule 712(1) of the Catalist Rules.

### 2.9 Shareholders’ approval

The Proposed Appointment of Auditors is subject to Shareholders’ approval.

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## LETTER TO SHAREHOLDERS

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### 3. DIRECTORS' RECOMMENDATIONS

The Directors, having considered *inter alia*, the rationale for the Proposed Appointment of Auditors set out in 2.1 of this Circular, the recommendation of the Audit Committee, and the terms thereof as set out in this Circular, are of the unanimous opinion that the Proposed Appointment of Auditors is in the best interest of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution in respect of the Proposed Appointment of Auditors to be proposed at the SGM.

### 4. SPECIAL GENERAL MEETING

The SGM, notice of which is set out in pages 12 and 13 of this Circular, will be held on 28 March 2016 at 10.00 a.m. at Room 307, Level 3, 32 Maxwell Road #03-01 Maxwell Chambers, Singapore 069115 for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution set out in the notice of the SGM.

### 5. ACTION TO BE TAKEN BY SHAREHOLDERS

The Company is incorporated in Bermuda and is subject to the Bermuda Companies Act and Bermuda law. Under the Bermuda Companies Act, only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be recognised as shareholders, with rights to attend and vote at general meetings. Accordingly, Depositors would not be recognised as Shareholders and would not have a right to attend and to vote at general meetings of the Company. In the event that Depositors wish to attend and vote at general meetings of the Company, they would have to do so through CDP appointing them as proxy, pursuant to the Bye-Laws of the Company and the Bermuda Companies Act. In this regard, to enable the Depositors to attend and vote at the SGM, the Company has arranged with the CDP pursuant to the Bye-Laws of the Company as follows:

- (a) arrangements will be made for CDP to appoint each of the Depositors as its proxy/proxies to attend and vote at the SGM in respect of such number of Shares of the Company set out opposite their respective names in the Depository Register as at a time not earlier than 48 hours before the SGM supplied by the CDP to the Company; and
- (b) 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 and wishes to appoint a proxy/proxies to attend and vote on his behalf, he should complete, sign and deposit the proxy form (Depositor Proxy Form) as attached to this Circular in accordance with the instructions printed thereon at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, as soon as possible and, in any event, at least 48 hours before the time appointed for holding the SGM. 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 in accordance with the instructions printed thereon.

If a Shareholder, who is not a Depositor, 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 deposit the proxy form (Shareholder Proxy Form) in accordance with the instructions printed thereon at the office of the Company's Singapore Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, as soon as possible and, in any event, at least 48 hours before the time appointed for holding the SGM.

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 in place of his proxy.

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## LETTER TO SHAREHOLDERS

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### 6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 7. CONSENTS

RT has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

### 8. DOCUMENTS AVAILABLE FOR INSPECTION

Whilst the registered office of the Company is in Bermuda, the principal office of the Company is in Hong Kong and the office of the Company's share transfer agent is in Singapore. Taking into account that Hong Kong and Singapore are more accessible locations than Bermuda, copies of the following documents will be made available for inspection during normal business hours at the principal office of the Company at Suite 605, 6/F, Ocean Centre, Harbour City, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, and the office of the Company's Singapore Share Transfer Agent, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, from the date of this Circular up to and including the date of the SGM:

- (a) the Memorandum and the Bye-Laws of the Company;
- (b) the notice of resignation as Auditors from Crowe Horwath dated 29 February 2016;
- (c) the letter issued by RT to Crowe Horwath dated 2 March 2016 (details as set out in paragraph 2.7.2 of this Circular);
- (d) the Professional Clearance Letter issued by Crowe Horwath to RT dated 3 March 2016; and
- (e) the letter of consent to act as Auditors by RT dated 7 March 2016.

Yours faithfully

SinoCloud Group Limited  
For and on behalf of the Board of Directors

**Chan Andrew Wai Men**  
**Chairman and Chief Executive Officer**

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## NOTICE OF SPECIAL GENERAL MEETING

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### 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 Catalist 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 Catalist 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 Catalist Rules in relation to the appointment of RT LLP.*

By Order of the Board

**Chu Yin Ling, Karen**  
**Company Secretary**  
**10 March 2016**

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## NOTICE OF SPECIAL GENERAL MEETING

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### 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.*

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