

**SINOCLOUD GROUP LIMITED**

(Company Registration No. 34050)

(Incorporated In Bermuda)

**SPECIAL GENERAL MEETING - SHAREHOLDER PROXY FORM**

I/We \_\_\_\_\_ NRIC/Passport/Company Registration No. \_\_\_\_\_

of \_\_\_\_\_

being a shareholder(s) of SinoCloud Group Limited (the “**Company**”) hereby appoint

Name	Address	Email Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

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or if no person is named, the Chairman of the SGM, as my/our proxy(ies) to attend, speak and vote for me/us on my/our behalf at the Special General Meeting of the Company to be held by way of electronic means on Friday, 20 January 2023 at 11.00 a.m. (Singapore time) and at any adjournment thereof (the “**SGM**”). The proxy(ies) is/are hereby directed to vote for or against, or abstain from voting on, the resolutions to be proposed at the SGM as indicated hereunder. In the absence of specific directions in respect of a resolution, the appointment of the proxy(ies) 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 SGM as indicated hereunder.)

No.	Ordinary Resolution	For	Against	Abstain
1	The Share Consolidation Resolution			
2	The Rights Issue Resolution			
3	The Controlling Interest Resolution			
4	The Convertible Bond Agreement Variation Resolution			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total Number of Shares Held

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## Important

- (1) The SGM 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 and/or voting at the SGM, are set out in the accompanying Company's Letter to Shareholders dated 5 January 2023 (the "Letter"), which has been uploaded together with the Notice of SGM dated 5 January 2023 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 SGM dated 5 January 2023 in respect of the SGM.
- (3) This Shareholder Proxy Form for the SGM 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.
- (4) Investors who hold shares under the Supplementary Retirement Scheme ("SRS Investors") and who wish to vote at the SGM should approach their SRS operators to submit their votes at least seven (7) working days before the date of the SGM (i.e. by **5.00 p.m. on 10 January 2023**). SRS Investors should not make use of this Shareholder Proxy Form.
- (5) Please read the notes below which contain instructions on, *inter alia*, the appointment of person(s) as a shareholder's proxy to attend, speak and vote on his/her/its behalf at the SGM.

## 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 SGM via electronic means and there will not be a physical meeting. As such, a shareholder will not be able to attend the SGM in person. A shareholder (whether individual or corporate) who is the holder of two or more shares may appoint not more than two proxies as his/her/its proxy(ies) to attend, speak and vote on his/her/its behalf at the SGM. Where a shareholder appoints two proxies, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy. If no such proportion is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholding of the shareholder and the proxy whose name appears second shall be deemed to be appointed in the alternate. A proxy need not be a shareholder.
- (3) This Shareholder Proxy Form 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](mailto:gpb@mncsingapore.com); or
    - (ii) via the online process through the pre-registration website at the URL <https://conveneagm.sg/sinocloudsgm>,

in each case, **by 11.00 a.m. on 18 January 2023** (being not less than forty-eight (48) hours before the time appointed for the holding of the SGM).

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 or via the online process through the pre-registration website.

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

- (4) This Shareholder Proxy Form appointing a proxy(ies) 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.
- (5) A corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the SGM.

## 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 SGM dated 5 January 2023.