SINOCLOUD GROUP LIMITED

(Company Registration No.: 34050)
(Incorporated in Bermuda on 13 August 2003)

APPOINTMENT OF AN EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF THE BOARD

The board of directors ("**Board**" or "**Directors**") of SinoCloud Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce the appointment of Mr Zhang Dai (张岱) as an Executive Director of the Company with effect from 1 April 2017 (the "**Appointment**"). Mr Zhang Dai's current positions with the Group are as follows:

Company	**Position**
SinoCloud Asset Management Limited *(wholly-owned subsidiary of the Company)*	Executive Director and Chief Executive Officer
SinoCloud Shidai Digital Technology (Beijing) Limited *(wholly-owned subsidiary of the Company)*	Executive Director and Legal Representative
SinoCloud 01 Limited *(81% wholly-owned subsidiary of the Company)*	Executive Director
SinoCloud 01 (HK) Limited *(81% wholly-owned subsidiary of the Company)*	Executive Director
SinoCloud Data (Guiyang) Limited *(81% wholly-owned subsidiary of the Company)*	Executive Director and Legal Representative
Guiyang Zhongdian Gaoxin Digital Technologies Limited *(81% effective interest held by the Company via VIE arrangement)*	Executive Director and Legal Representative

The particulars of Mr Zhang Dai pursuant to the requirements of Rule 704(6)(a) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist has been duly set out in the appointment template announcement.

Consequent to the Appointment, the Board comprises the following Directors:

Mr Chan Andrew Wai Men	-	Chairman and Chief Executive Officer
Mr Luk Chung Po, Terence	-	Executive Director and Deputy Chairman
Ms Chu Yin Ling, Karen	-	Executive Director and Chief Financial Officer
Mr Zhang Dai	-	Executive Director
Mr Lee Joo Hai	-	Independent Director
Mr Phuah Lian Heng	-	Independent Director
Mr Alexander Shlaen	-	Independent Director

There are no changes to the Audit Committee, the Nominating Committee, and the Remuneration Committee as Mr Zhang Dai will not be appointed as a member of any of the aforesaid committees.

As set out above, following the Appointment, the Board comprises seven (7) Directors, three (3) of whom are Independent Directors. The Board noted that the Company does not comply with Guideline 2.2 (the "**Guideline**") of the Singapore Code of Corporate Governance 2012 with regards to the composition of the

Board, in particular, the requirement that independent directors should make up at least half of the Board where, *inter alia*, the chairman of the Board and the chief executive officer is the same person, and the chairman of the Board is not an independent director. In this regard, the Board will endeavor to make necessary arrangements to comply with the Guideline in due course.

BY ORDER OF THE BOARD

Chan Andrew Wai Men
Chairman and Chief Executive Officer
31 March 2017

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.