

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of SINOCLOUD GROUP LIMITED (the "**Company**") will be held at 168 Robinson Road, Level 9, Right Brain, Capital Tower, Singapore 068912 on 3 July 2019 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 resolutions.

*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 June 2019 (the "**Circular**").*

### **AS ORDINARY RESOLUTION – THE PROPOSED APPOINTMENT OF AUDITORS OF THE COMPANY**

"RESOLVED THAT:

- (a) the appointment of Crowe Horwath First Trust LLP as auditors of the Company with effect from 3 July 2019 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 Crowe, be approved; 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."

### **AS SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

"RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- (a) the Bye-Laws be and are hereby amended in the manner and to the extent set out in Appendix A to the Circular; 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."

By Order of the Board

**Chu Yin Ling, Karen**

**Company Secretary**

**10 June 2019**

### **EXPLANATORY NOTE ON ORDINARY RESOLUTION 1**

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

- (a) RT LLP, the Company's current auditors for the financial year ended 31 March 2018, has confirmed in writing to Crowe that it is not aware of any professional reasons why the new auditors of the Company, Crowe should not accept appointment as the new auditors of the Company.
- (b) The Directors confirm that there were no disagreements with RT LLP on accounting treatments within the last 12 months from the date of the 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 the Circular.
- (d) The reason for the Proposed Appointment of Auditors is as disclosed in section 2 of the Circular.
- (e) The Company is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Crowe as its new Auditors.

#### **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.

#### **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, proxy 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**"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Catalist Rules.*

*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 Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 Singapore 048544, telephone (65) 6636 4201.*