

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

NOTIFICATION BY CONTROLLING SHAREHOLDER ON SALE OF SHARES

1. INTRODUCTION

The board of directors (the “**Board**”) of SinoCloud Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that on 5 April 2022, the Company was informed by its controlling shareholder, Mr Lam Cho Ying Terence Joe (“**Mr Lam**”), that he and Alternus Capital Holdings Limited (“**Alternus Capital**”) (a company wholly-owned by Mr Lam) had, on 4 April 2022, sold an aggregate of 3,437,557,250 shares of the Company (“**Vendor Shares**”) to Mr Zhang Dai (“**Mr Zhang**”) (“**Sale of Vendor Shares**”).

Details of the Sale of Vendor Shares and other salient information are as follows:

Name of shareholder	Number of Vendor Shares purchased / (sold)	Consideration per Vendor Share	Total consideration ⁽¹⁾	Shareholding interest in the Company before the Sale of Vendor Shares (%)	Shareholding interest in the Company after the Sale of Vendor Shares (%)
Mr Lam	(2,209,952,100)	HK\$0.0044 (equivalent to S\$0.00077)	HK\$9,800,000 (equivalent to S\$1,698,440.20)	27.0 ⁽²⁾	5.3 ⁽²⁾
Alternus Capital	(1,227,605,150)	HK\$0.0045 (equivalent to S\$0.00078)	HK\$5,500,000 (equivalent to S\$953,206.24)	12.7	4.9
Mr Zhang	3,437,557,250	-	-	1.6	23.3
Total		-	HK\$15,300,000 (equivalent to S\$2,651,646.44)		

Notes:

- (1) The translation from Hong Kong Dollar (“**HK\$**”) to Singapore Dollar (“**S\$**”) is based on an exchange rate of S\$1 : HK\$5.77.
- (2) Including direct and deemed interests. Mr Lam is deemed to be interested in the shares held by Alternus Capital by virtue of Section 4 of the Securities and Futures Act 2001.

2. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial shareholders of the Company and their respective associates, has any interest, direct or indirect, in the Sale of Vendor Shares, other than through their respective directorships and shareholdings in the Company, if any.

3. IMPACT OF THE SALE OF VENDOR SHARES ON THE GROUP

As at the date of this announcement, the Group has obtained continuing support from Mr Lam and Alternus Capital to enable the Group to operate as a going concern and to meet its obligations as and when they fall due. Please refer to pages 74 and 75 (Notes to the Financial Statements) of the Company's annual report in the financial year ended 30 June 2021 for further information on the basis for preparing the financial statements on a going concern basis. In view of the Sale of Vendor Shares, the management of the Company has reached out to Mr Zhang to engage in further discussions with him, in particular, whether he intends to furnish the financial support to the Group. The Company will provide updates to shareholders in due course, including but not limited to, the Board's assessment of the going concern of the Company.

4. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the shares and securities of the Company. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their shares or securities of the Company.

BY ORDER OF THE BOARD

Chan Andrew Wai Men

Executive Chairman

6 April 2022

*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**"), in accordance with Rule 226(2)(b) of the Catalist Rules.*

*This announcement 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 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 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.