

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

RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 OCTOBER 2019

The board of directors (the “**Board**”) of SinoCloud Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that pursuant to Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”), all resolutions relating to the matters as set out in the Notice of Annual General Meeting (“**AGM**”) dated 30 September 2019 and put to vote at the AGM held on Wednesday, 23 October 2019, were duly passed by way of poll by shareholders of the Company (“**Shareholders**”).

The results of the poll on each of the resolutions (as confirmed by T S Tay Public Accounting Corporation who acted as scrutineer for the conduct of the poll at the AGM) are attached to this announcement.

As Special Resolution 6 was passed by Shareholders at the AGM, Ordinary Resolution 7 was not relevant.

Statement pursuant to Rule 704(7) of the Catalist Rules

Resolution 2(b) – Re-election of Mr Alexander Shlaen as a Director of the Company

Mr Alexander Shlaen, who was re-elected as a Director of the Company at the AGM, remains as the Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee. The Board considers Mr Shlaen to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 3(a) – Re-election of Mr Wan Ngar Yin, David as a Director of the Company

Mr Wan Ngar Yin, David, who was re-elected as a Director of the Company at the AGM, remains as the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. The Board considers Mr Wan to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 3(b) – Re-election of Mr Chau King Fai as a Director of the Company

Mr Chau King Fai, who was re-elected as a Director of the Company at the AGM, remains as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. The Board considers Mr Chau to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Details of parties who are required to abstain from voting on any resolution(s)

Resolution 8 – Authority for the Directors of the Company to grant awards and allot and issue shares under the SinoCloud Group Limited Performance Share Plan (“PSP”)

The following Directors and employees of the Group, who are eligible to participate in the PSP as at the date of the AGM, have abstained from voting on Resolution 8:

Name	Number of shares held in own name and/or name of nominee(s)
<u>Directors</u>	
Mr Chan Andrew Wai Men	915,771,000
Mr Zhang Dai	260,000,000
Ms Chu Yin Ling, Karen	19,000,000
Mr Alexander Shlaen	69,944,000
<u>Employees of the Group</u>	
Ms Bi Wei Na	156,250,000

By Order of the Board

Chan Andrew Wai Men
Chairman and Chief Executive Officer
23 October 2019

*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 Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

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.



TS TAY Public Accounting Corporation
鄭展松會計有限公司

SINOCLOUD GROUP LIMITED
Company Registration No. 34050

1 Sophia Road #05-14/16
 Peace Centre Singapore 228149
 Telephone: +65 6337 1295
 Facsimile : +65 6339 8430
 Email: enquiry@tstay.com.sg
 Website: www.tstay.com.sg
 Co. Regn. No. 201002810E

Annual General Meeting
Held on 23 October 2019

SCRUTINEERS' CERTIFICATE

To: The Chairman
 Sinocloud Group Limited

Dear Sirs,

As Scrutineers appointed for the purpose of the poll taken at the Annual General Meeting of the Company, we certify that the results of the poll in respect of:-

SUMMARY RESULTS OF POLL

No	Resolutions	Total number of shares represented by votes for and against	FOR		AGAINST	
			Number of Shares	%	Number of Shares	%
1	Ordinary resolution: Adoption of the Directors' Statement and Audited Financial Statements for the financial period from 1 April 2018 to 30 June 2019, together with the Independent Auditor's Report thereon	4,933,379,792	4,932,879,792	99.99%	500,000	0.01%
2(a)	Ordinary resolution: Re-election of Mr Chan Andrew Wai Men as a director of the Company	4,933,379,792	4,932,837,792	99.99%	542,000	0.01%
2(b)	Ordinary resolution: Re-election of Mr Alexander Shlaen as a director of the Company	4,933,379,792	4,932,879,792	99.99%	500,000	0.01%
3(a)	Ordinary resolution: Re-election of Mr Wan Ngar Yin, David as a director of the Company	4,933,379,792	4,932,879,792	99.99%	500,000	0.01%
3(b)	Ordinary resolution: Re-election of Mr Chau King Fai as a director of the Company	4,933,379,792	4,932,879,792	99.99%	500,000	0.01%
4(a)	Ordinary resolution: Approval of the payment of Directors' fees of S\$49,000 for the period from 1 April 2019 to 30 June 2019	4,933,379,792	4,932,337,792	99.98%	1,042,000	0.02%
4(b)	Ordinary resolution: Approval of the payment of Directors' fees of HK\$360,000 for the financial year ending 30 June 2020, to be paid quarterly in arrears	4,933,379,792	4,932,337,792	99.98%	1,042,000	0.02%
5	Ordinary resolution: Re-appointment of Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise Directors of the Company to fix their remuneration	4,933,379,792	4,932,879,792	99.99%	500,000	0.01%
6	Special resolution: Authority to allot and issue shares and make or grant instruments that might or would require shares to be issued with no sub-limit for non pro rata issues	4,933,379,792	4,932,869,792	99.99%	510,000	0.01%
7	In the event Resolution 6 is not approved, Ordinary resolution: Authority to allot and issue shares and make or grant instruments that might or would require shares to be issued with a sub-limit for non pro rata issues	4,933,379,792	4,932,869,792	99.99%	510,000	0.01%
8	Ordinary resolution: Authority to grant awards and allot and issue shares under the Sinocloud Group Limited Performance Share Plan	3,512,414,792	3,511,914,792	99.99%	500,000	0.01%

Yours faithfully,

 Signed
 Scrutineer Firm: T S Tay Public Accounting Corporation


 Signed
 Polling Agent: Central Management Services Pte Ltd