

SINO CLOUD
SINOCLOUD GROUP LIMITED
(Company Registration No. 34050)
(Incorporated In Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of SinoCloud Group Limited (the “**Company**”) will be held at 137 Cecil Street, Cecil Building #04-01 Singapore 069537 on Monday, 30 October 2023 at 11.00 a.m. (Singapore time) (the “**AGM**”) to transact the following businesses:

As Ordinary Business

- 1 To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
- 2 To re-elect Mr Chan Andrew Wai Men as a director of the Company (“**Director**”), who will retire by rotation pursuant to Bye-Law 104 of the Company’s Bye-Laws and who, being eligible, will offer himself for re-election as a Director.
See Explanatory Note (i) **(Resolution 2)**
- 3 To re-elect Mr Ng Kwan Ming Francis as a Director, who will cease to hold office pursuant to Bye-Law 107(B) of the Company’s Bye-Laws and who, being eligible, will offer himself for re-election as a Director.
See Explanatory Note (ii) **(Resolution 3)**
- 4 To approve the payment of Directors’ fees of HK\$240,000 for the financial year ending 30 June 2024, to be paid quarterly in arrears (2023: HK\$360,000). **(Resolution 4)**
- 5 To re-appoint Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- 6 To transact any other business that may be transacted at an Annual General Meeting of the Company.

As Special Business

- 7 To consider and if thought fit, pass the following as an ordinary resolution, with or without modifications:

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

“That pursuant to Rule 806(2) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”), authority be and is hereby given to the Directors to:

- (a) (i) allot and issue ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution 6 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority conferred by this Resolution 6 is in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution 6 (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution 6) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution 6) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution 6) that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution 6, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time this Resolution 6 is passed;
 - (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares,

adjustments in accordance with sub-paragraph 2(a) or 2(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution 6;

- (3) in exercising the authority conferred by this Resolution 6, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1981 of Bermuda (as amended) and otherwise, and the Company’s Bye-Laws for the time being; and

- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 6 shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution 6, until the issuance of such Shares in accordance with terms of the Instruments.”

See Explanatory Note (iii)

(Resolution 6)

- 8 To consider and if thought fit, pass the following as an ordinary resolution, with or without modifications:

Authority to grant awards and allot and issue Shares under the SinoCloud Group Limited Performance Share Plan

“That the Directors or a committee of the Directors be authorised and empowered to grant awards in accordance with the provisions of the SinoCloud Group Limited Performance Share Plan (formerly known as Armarda Group Limited Performance Share Plan) (the “**Share Plan**”) and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards granted by the Company under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan and other share scheme which the Company may implement from time to time, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. For the avoidance of doubt, shareholders’ pre-emptive right under Bye-Law 10 of the Company’s Bye-Laws does not apply.”

See Explanatory Note (iv)

(Resolution 7)

By Order Of The Board

Fong Ho Yan
Company Secretary
13 October 2023

Explanatory Notes

- (i) Mr Chan Andrew Wai Men (“**Mr Chan**”) will, upon re-election as a Director, remain as the Executive Chairman of the Board of Directors of the Company (the “**Board**”) and a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. The Board considers Mr Chan to be non-independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information (including additional information as set out in Appendix 7F to the Catalist Rules pursuant to Rule 720(5) of the Catalist Rules) on Mr Chan can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s 2023 Annual Report.
- (ii) Mr Ng Kwan Ming Francis (“**Mr Kwan**”) will, upon re-election as a Director, remain as an Independent Director of the Company, the Chairman of the Nominating Committee and the Remuneration Committee as well as a member of the Audit Committee. There are no relationships (including family relationships) between Mr Kwan and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr Kwan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information (including additional information as set out in Appendix 7F to the Catalist Rules pursuant to Rule 720(5) of the Catalist Rules) on Mr Kwan can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s 2023 Annual Report.
- (iii) Resolution 6 (to be passed as an ordinary resolution) is to empower the Directors, from the date of the passing of Resolution 6 to the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to issue Shares and to make or grant instruments (such as options, warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to an aggregate number not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time that Resolution 6 is passed, after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 6 is passed, and any subsequent bonus issue, consolidation or sub-division of Shares. In exercising the authority conferred by Resolution 6, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company’s Bye-Laws.
- (iv) Resolution 7 (to be passed as an ordinary resolution) is to empower the Directors or a committee of the Directors to grant awards and to allot and issue Shares pursuant to the Share Plan provided that the aggregate number of Shares to be issued pursuant to the Share Plan and other share scheme which the Company may implement from time to time, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

Notes

- (1) The AGM will be held, in a wholly physical format, at 137 Cecil Street, Cecil Building #04-01 Singapore 069537 on Monday, 30 October 2023 at 11.00 a.m. (Singapore time). There will be no option for shareholders to participate virtually.
- (2) Printed copies of this notice of AGM and the accompanying proxy form and request form will be sent by post to shareholders. These documents will also be published on the Company’s website at the URL <https://www.sinocloudgroup.com> and SGXNet.
- (3) Shareholders and proxies will be able to ask questions and vote at the AGM by attending the AGM in person. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to the notes below for further details.

Voting by Proxy

- (4) If a shareholder who is not a Depositor (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), is unable to attend the AGM and wishes to appoint a proxy/proxies to attend and vote on his/her/its behalf, he/she/it could complete, sign and return the proxy form (“**Shareholder Proxy Form**”) 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 AGM who holds two (2) or more Shares is entitled to appoint no more than two (2) proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.

- (5) 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.
- (6) 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 2001 of Singapore) as at a time not earlier than forty-eight (48) hours before the time appointed for the AGM, is unable to attend the AGM personally and wishes to appoint a proxy/proxies to attend and vote on his/her behalf, he/she should complete, sign and deposit the proxy form (the “**Depositor Proxy Form**”) in accordance with the instructions printed thereon.
- (7) A Depositor who is not an individual can only be represented at the AGM 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 AGM, such Depositor should complete, execute and deposit the Depositor Proxy Form in accordance with the instructions printed thereon.
- (8) 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 AGM.
- (9) 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 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 via email to the Company’s Singapore Share Transfer Agent, M & C Services Private Limited, at gpb@mncsingapore.com,

in each case, **by 11.00 a.m. on 28 October 2023** (being not less than forty-eight (48) hours before the time appointed for the holding of the AGM).

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

- (10) 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/her from attending and voting in person at the AGM if he/she wishes to do so, in place of his/her proxy/proxies.
- (11) Investors who hold Shares under the Supplementary Retirement Scheme (“**SRS Investors**”) and who wish to vote at the AGM should approach their SRS operators to submit their votes at least seven (7) working days before the date of the AGM (i.e. **by 5.00 p.m. on 18 October 2023**). SRS Investors are requested to contact their SRS operators for any queries they may have with regard to the submission of their votes for the AGM.

Submission of Questions prior to the AGM

- (12) Shareholders, including Depositors registered and holding shares through CDP, may submit substantial and relevant questions relating to the business of the AGM in advance and in any case, not later than 9.00 a.m. on 21 October 2023 through any of the following means:
 - (a) by post to the Company at 112 Robinson Road, #05-01, Singapore 068902; or
 - (b) via email to the Company at enquiry@sinocloudgroup.com.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder’s full name; (ii) the shareholder’s address; and (iii) the manner in which the shareholder holds Shares in the Company (e.g., via CDP and/or scrip), for verification purposes.

- (13) The Company will address all substantial and relevant questions relating to the business of the AGM received from shareholders by 11.00 a.m. on 26 October 2023 by publishing its responses to such questions on the Company’s website at the URL <https://www.sinocloudgroup.com> and SGXNet. Should there be subsequent clarification sought or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on the Company’s website at the URL <https://www.sinocloudgroup.com> and SGXNet, or at the AGM.
- (14) SRS Investors should approach their SRS operators to submit their questions in relation to any resolution set out in the notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

Access to Document

- (15) The Company's 2023 Annual Report has been published on the Company's website at the URL <https://www.sinocloudgroup.com> and SGXNet.
- (16) Shareholders may request for printed copies of the Company's 2023 Annual Report by completing and submitting the request form sent to them by post together with printed copies of this notice of AGM and the accompanying proxy form no later than 21 October 2023.

Personal Data Privacy

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and/or representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where a shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

*This notice 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 Catalyst.*

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 Mr Alex Tan, Chief Executive Officer, ZICO Capital Pte. Ltd. at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.