

OFFER INFORMATION STATEMENT DATED 9 MAY 2023

(Lodged with the Singapore Exchange Securities Trading Limited (the "SGX-ST"), acting as agent on behalf of the Monetary Authority of Singapore (the "Authority") on 9 May 2023)

THIS OFFER INFORMATION STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. BEFORE MAKING ANY INVESTMENT IN THE NIL-PAID RIGHTS OR RIGHTS SHARES (EACH AS DEFINED HEREIN) BEING OFFERED, YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS OFFER INFORMATION STATEMENT CAREFULLY, AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS OFFER INFORMATION STATEMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE NIL-PAID RIGHTS OR RIGHTS SHARES BEING OFFERED IS SUITABLE FOR YOU, TAKING INTO ACCOUNT YOUR INVESTMENT OBJECTIVES AND RISK APPETITE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY. YOU ARE RESPONSIBLE FOR YOUR OWN INVESTMENT CHOICES.

The securities offered are issued by SinoCloud Group Limited (the "Company"), an entity whose shares are listed for quotation on the Catalist (as defined herein).

Companies listed on the Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on the Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on the Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

This offer is made in or accompanied by a copy of this Offer Information Statement, together with a copy of each of the Provisional Allotment Letter ("PAL"), the Application Form for Rights Shares and Excess Rights Shares ("ARE") and the Application Form for Rights Shares ("ARS"), which has been lodged with the SGX-ST, acting as agent on behalf of the Authority. Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Information Statement, the PAL, the ARE and the ARS (collectively referred as the "Documents"). Neither the Authority nor the SGX-ST assumes any responsibility for the contents of the Documents, including the correctness of any of the statements or opinions made or reports contained in this Offer Information Statement. Neither the Authority nor the SGX-ST has in any way considered the merits of the Rights Shares being offered for investment. The lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, does not imply that the Securities and Futures Act 2001 of Singapore, or any other legal or regulatory requirements, or requirements in the SGX-ST Listing Manual Section B: Rules of Catalist ("Catalist Rules"), have been complied with.

The Company intends to list the Rights Shares, and an application has been made to the SGX-ST for permission for the Rights Shares to be listed and quoted on the Catalist. A listing and quotation notice had been obtained from the SGX-ST on 16 March 2023 for the listing of, and quotation for, the Rights Shares on the Catalist, subject to compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST for the listing of, and quotation for, the Rights Shares on the Catalist is not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Company, its subsidiaries and/or their securities. The Rights Shares will be admitted to the Catalist and official quotation will commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto have been issued and the allotment letters from The Central Depository (Pte) Limited ("CDP") have been despatched. Acceptance of applications will be conditional upon issue of the Rights Shares and upon listing of, and quotation for, the Rights Shares on the Catalist. Monies paid in respect of any application accepted will be returned if the listing of, and quotation for, the Rights Shares does not proceed.

This Offer Information Statement, the OIS Notification Letter (as defined herein) and its accompanying documents (including the PAL, the ARE and the ARS) have been prepared solely in relation to the issue of the Nil-Paid Rights and the Rights Shares and shall not be relied upon by any other person or for any other purpose. This Offer Information Statement may not be sent to any person or any jurisdiction in which it would not be permissible to make an offer for the Nil-Paid Rights or the Rights Shares, and shall not constitute an offer to sell or a solicitation of an offer to buy shares or other securities, including the Nil-Paid Rights and the Rights Shares, nor shall there be any sale of any shares or other securities, including the Nil-Paid Rights and the Rights Shares, in any such jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

The electronic dissemination of this Offer Information Statement, the distribution of the OIS Notification Letter and its accompanying documents and/or the transfer of the Nil-Paid Rights and the Rights Shares into jurisdictions other than Singapore may be prohibited or restricted by law. Persons having access to the electronic version of this Offer Information Statement and/or possession of the OIS Notification Letter and its accompanying documents should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

In accordance with the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, printed copies of the Offer Information Statement will NOT be despatched to any person. Printed copies of the ARE and the ARS, in the case of Entitled Depositors and Purchasers (each as defined herein) respectively, and the PAL, in the case of Entitled Scripholders (as defined herein), and the OIS Notification Letter containing instructions on how Entitled Shareholders (as defined herein) can access this Offer Information Statement electronically, will be despatched to Entitled Shareholders.

After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of Rights Shares, or allot, issue or sell any Rights Shares, on the basis of this Offer Information Statement, and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any Rights Shares, or the allotment, issue or sale of any Rights Shares, or any securities or securities-based derivatives contracts or the allotment, issue or sale of any securities or securities-based derivatives contracts, on the basis of this Offer Information Statement. Your attention is drawn to the section entitled "Risks Factors" in Appendix A to this Offer Information Statement which you should read carefully.

This Offer Information Statement and its accompanying documents may be accessed at the Company's website at <https://www.sinocloudgroup.com/>, and is also available on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

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



RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 79,390,353 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$0.05 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY THE ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) AS AT THE RECORD DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE")

Manager of the Rights Issue



IMPORTANT DATES AND TIMES

Last date and time for splitting and trading of Nil-Paid Rights	: 19 May 2023 at 5:30 p.m.
Last date and time for acceptance and payment for Rights Shares	: 25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications through ATMs of a Participating Bank)
Last date and time for renunciation and payment for Rights Shares	: 25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications through ATMs of a Participating Bank)
Last date and time for excess application and payment for Excess Rights Shares	: 25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications through ATMs of a Participating Bank)

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IMPORTANT NOTICE

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the section entitled “**Definitions**” of this Offer Information Statement.

In view of the COVID-19 situation, the Authority, the Securities Industry Council of Singapore and the Singapore Exchange Regulation had, on 6 May 2020, introduced temporary measures to, among others, allow issuers involved in rights issues the option to electronically disseminate offer documents through publication on SGXNET and their corporate websites instead of despatching hardcopy offer documents as required under the SFA.

Pursuant to the above and the Securities and Futures (Offers of Investments) (Temporary Exemption from Section 277(1)(c) and 305B(1)(b)) Regulations 2020, the Company will not be despatching hardcopies of this Offer Information Statement to Entitled Shareholders and Purchasers.

The electronic dissemination of this Offer Information Statement and the distribution of the OIS Notification Letter and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of these jurisdictions. Entitled Shareholders or any other persons having access to this Offer Information Statement and/or possession of the OIS Notification Letter and its accompanying documents are advised to keep themselves informed of and observe such prohibitions and restrictions. Please refer to the section entitled “**Offering, Selling and Transfer Restrictions**” of this Offer Information Statement for further information.

Notification under Section 309B of the SFA: The provisional allotments of Rights Shares and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled “Important Notice to SRS Investors and Investors Who Hold Shares Through a Finance Company and/or Depository Agent” of this Offer Information Statement for important details relating to the offer procedure for them.

For Entitled Depositors (which excludes Entitled Scripholders, SRS Investors and investors who hold Shares through finance companies or Depository Agents) and their Renounees, acceptances of the provisional allotment of Rights Shares and/or (if applicable) applications for Excess Rights Shares may be made (a) through CDP, or (b) by way of an Electronic Application at any ATM of a Participating Bank or via SGX investor Portal.

Depositors who are Entitled Depositors and/or Purchasers who wish to accept their provisional allotments of Rights Shares and/or apply for Excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank, or via SGX Investor Portal should note that such Electronic Applications will not be available on Saturday, 13 May 2023 due to system maintenance.

For Entitled Scripholders and their Renounees, acceptances of their provisional allotment of Rights Shares and/or (if applicable) applications for Excess Rights Shares may be made through the Company’s Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902.

For Renounees or Purchasers whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents, as the case may be. Such Renounees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate

IMPORTANT NOTICE

instructions early in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. For such Renounees and/or Purchasers, any acceptance of the Rights Shares made directly through CDP, Electronic Applications, the Share Transfer Agent and/or the Company will be rejected.

The existing Shares are listed and quoted on the Catalist of the SGX-ST.

Persons wishing to purchase any Nil-Paid Rights and/or subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to purchase and/or subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of, *inter alia*, the affairs of the Company and the Group, including but not limited to, the assets and liabilities, profits and losses, financial position, risk factors, performance and prospects of the Company and the Group, and the rights and liabilities attaching to the Nil-Paid Rights and the Rights Shares. They should rely, and shall be deemed to have relied, on their own independent enquiries and investigations of such affairs of the Company and the Group and of any bases and assumptions, upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in the light of their personal circumstances (including financial and taxation affairs). **No information in this Offer Information Statement should be considered to be business, legal, financial, investment or tax advice. It is recommended that such persons seek professional advice from their stockbroker, bank manager, solicitor, accountant or other professional adviser(s) before deciding whether to acquire the Nil-Paid Rights or the Rights Shares or invest in the Shares.**

Investors should read the section entitled “**Appendix A – Risk Factors**” of this Offer Information Statement before making an investment decision.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement in connection with the Rights Issue and, if given or made, such information or representations must not be relied upon as having been authorised by the Company, the Manager and/or their respective officers.

Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future financial condition, performance, prospects or policies of the Group. Neither the delivery or dissemination of this Offer Information Statement nor the issue of the Nil-Paid Rights or the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no change in the affairs of the Company and the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority. All Entitled Shareholders and their Renounees and Purchasers should take note of any such announcement or supplementary or replacement document and, upon the release of such announcement or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company nor the Manager and/or their respective officers is making any representation or warranty in this Offer Information Statement to any person regarding the legality of an investment in the Nil-Paid Rights, the Rights Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, legal, financial, investment or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal, investment or tax advice regarding an investment in the Nil-Paid Rights, the Rights Shares and/or the Shares.

The Company, the Manager and/or their respective officers make no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Nil-Paid Rights, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith.

IMPORTANT NOTICE

Nothing in this Offer Information Statement or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) shall be construed as a recommendation to invest in, accept, purchase or subscribe for the Nil-Paid Rights, the Rights Shares, and/or the Shares. Prospective subscribers of the Nil-Paid Rights and/or the Rights Shares should rely on their own investigation of the financial condition and affairs of, and appraisal and determination of the merits of investing in, the Company and the Group and shall be deemed to have done so.

This Offer Information Statement and its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) have been prepared solely for the purpose of the acceptance and subscription of the Nil-Paid Rights and/or the Rights Shares under the Rights Issue and may not be relied upon by any person other than Entitled Shareholders (and their Renounees and Purchasers) to whom it is disseminated or despatched by the Company, or for any other purpose.

This Offer Information Statement and its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution (or dissemination in accordance with applicable laws or regulations) of this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS), and the purchase, exercise of or subscription for the Nil-Paid Rights or the Rights Shares may be prohibited or restricted by law (either absolutely or subject to various requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders, their Renounees, the Purchasers or any persons having access to the electronic version of this Offer Information Statement and/or having possession of this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) are advised to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without liability whatsoever on the part of the Company and/or the Manager. Please refer to the section entitled “*Eligibility of Shareholders to Participate in the Rights Issue*” of this Offer Information Statement for further information.

ZICO Capital Pte. Ltd., as the Manager and the Sponsor, has given and has not, before the lodgement of this Offer Information Statement, withdrawn its written consent to the issue of this Offer Information Statement with the inclusion of its name and all references thereto, in the form and context in which it appears in this Offer Information Statement.

IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

Capitalised terms used below which are not otherwise defined herein shall have the same meanings ascribed to them under the section entitled “Definitions” of this Offer Information Statement.

SRS Investors and investors who have subscribed for or purchased Shares under the SRS or through a finance company and/or Depository Agent can only accept their Nil-Paid Rights and (if applicable) apply for Excess Rights Shares by instructing their respective SRS Approved Banks in which they hold their SRS Accounts, and their respective finance companies and/or Depository Agents, to do so on their behalf in accordance with this Offer Information Statement.

ANY ACCEPTANCE AND/OR (IF APPLICABLE) APPLICATION MADE DIRECTLY BY THE ABOVEMENTIONED PERSONS THROUGH CDP, ELECTRONIC APPLICATIONS, THE SHARE TRANSFER AGENT AND/OR THE COMPANY WILL BE REJECTED.

The abovementioned persons, where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of their Nil-Paid Rights or Rights Shares and (if applicable) applications for Excess Rights Shares to their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be.

Such Shareholders are advised to provide their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by such intermediaries in order for such intermediaries to make the relevant acceptances of Nil-Paid Rights or Rights Shares and (if applicable) application for Excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement and by the Closing Date.

(a) Use of SRS Funds

SRS Investors can only use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS Accounts to pay for the acceptance of their Nil-Paid Rights or Rights Shares and (if applicable) application for Excess Rights Shares.

SRS Investors who wish to accept their Nil-Paid Rights or Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds will need to instruct their respective SRS Approved Banks with whom they hold their SRS Accounts to accept their Nil-Paid Rights or Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their Nil-Paid Rights or Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf.

SRS Investors should consult their respective SRS Approved Banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above. SRS Investors are advised to provide their respective SRS Approved Banks with whom they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptance and (if applicable) application by the Closing Date.

SRS Funds cannot, however, be used for the purchase of Nil-Paid Rights or Rights Shares directly from the market.

IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

(b) Holdings through Finance Company and/or Depository Agent

Investors who hold Shares through a finance company and/or Depository Agent will need to instruct their respective finance company and/or Depository Agent, as the case may be, to accept their Nil-Paid Rights or Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

Such investors are advised to provide their respective finance company and/or Depository Agent with the appropriate instructions no later than the deadlines set by their respective finance company and/or Depository Agent in order for their respective finance company and/or Depository Agent to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or are forward-looking, such as, without limitation, “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or other similar words. However, these words are not the exclusive or exhaustive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position and performance, operating results, business strategies, future plans and prospects are forward-looking statements.

These forward-looking statements, including but not limited to statements as to the Group’s revenue and profitability, prospects, future plans or analysis or comments on historical financial performance or position and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company, the Manager/Sponsor, nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as expected, expressed or implied in those statements.

In light of the volatile global financial markets and global economic uncertainties, any forward-looking statements contained in this Offer Information Statement must be considered with significant caution and reservation. Further, the Company and its Directors, officers, executives and employees, and the Manager/Sponsor disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future.

However, in the event that the Company becomes aware of new developments, events or circumstances that have arisen after the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, but before the Closing Date of the Rights Issue, and that is materially adverse from the point of view of an investor of the Shares and/or the Rights Shares or are required to be disclosed by law and/or the SGX-ST and/or the Manager/Sponsor, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority.

The Company is also subject to the provisions of the Catalist Rules regarding corporate disclosure.

CORPORATE INFORMATION

BOARD OF DIRECTORS:	Mr. Chan Andrew Wai Men	(Executive Chairman)
	Mr. Lam Chun Hei, Justin	(Executive Director and Chief Operating Officer)
	Mr. Wan Ngar Yin, David	(Independent Director)
	Mr. Chau King Fai, Philip	(Independent Director)
	Mr. Alexander Shlaen	(Independent Director)
COMPANY SECRETARY:	Ms. Fong Ho Yan, Sams	
REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS:	Principal Place of Business - Hong Kong Office	Unit Room 505, W50 50 Wong Chuk Hang Road Hong Kong Tel: (852) 3101 2800 Fax: (852) 3101 2801
	Principal Place of Business - Beijing Office	8 Building, No. 201 South Hejia Village, Chaoyang District, Beijing 100024, China
	Principal Place of Business - Guiyang Office	Room B294, Venture Building, Jinyang Technology Industrial Zone, Hi-Tech Industrial Development Area, Guiyang, Guizhou, China Tel and Fax: (86) 851 8439 2453
	Registered Office	Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda
	SHARE TRANSFER AGENT:	M & C Services Private Limited
MANAGER/SPONSOR:	ZICO Capital Pte. Ltd.	77 Robinson Road #06-03 Robinson 77 Singapore 068896
LEGAL ADVISER TO THE COMPANY ON SINGAPORE LAW IN RELATION TO THE RIGHTS ISSUE:	Chancery Law Corporation	138 Robinson Road #26-03 Oxley Tower Singapore 068906

DEFINITIONS

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated:

- “Agreed Exchange Rate”** : An agreed fixed exchange rate of S\$1.00 : HK\$5.60 under the Convertible Bond Agreement
- “Allotment Ratio”** : The Rights Issue will be offered on a renounceable basis to Entitled Shareholders on the basis of one (1) Rights Share for every two (2) Shares held by, or standing to the credit of the securities accounts of Entitled Shareholders with the CDP as at the Record Date, fractional entitlements to be disregarded
- “Alternus”** : Alternus Capital Holdings Limited, an investment company wholly owned by the Undertaking Shareholder
- “Alternus Entitled Rights Shares”** : An aggregate of 3,918,500 Rights Shares that Alternus is entitled to subscribed for as at the date of the Irrevocable Undertaking
- “Alternus Shares”** : An aggregate of 7,837,000 Shares (post-Share Consolidation), representing 4.94% of the existing issued and paid-up share capital of the Company, held by Alternus as at the date of the Irrevocable Undertaking
- “Announcement”** : The announcement released by the Company on 30 September 2022 in relation to the Rights Issue
- “ARE”** : Application and acceptance forms for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
- “ARS”** : Application and acceptance forms for Rights Shares to be issued to Purchasers in respect of their purchase of Nil-Paid Rights under the Rights Issue traded on the Catalist of the SGX-ST through the book-entry (scripless) settlement system
- “associate”** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) In relation to a Substantial Shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “ATMs”** : Automated teller machines
- “Authority” or “MAS”** : The Monetary Authority of Singapore

DEFINITIONS

“Board” or “Directors”	:	The board of directors of the Company as at the date of this Offer Information Statement
“business day”	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP and the Share Transfer Agent are open for business in Singapore
“Bye-Laws”	:	The bye-laws of the Company, as amended, modified or supplemented from time to time
“Catalist”	:	The Catalist board of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as the same may be amended, varied or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	The circular to Shareholders dated 5 January 2023 in relation to, <i>inter alia</i> , the Rights Issue and the Share Consolidation
“Closing Date”	:	(a) 5:30 p.m. (Singapore time) on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and payment, and renunciation and payment, for the Rights Shares and (if applicable) application and payment for Excess Rights Shares, under the Rights Issue through CDP or the Share Transfer Agent; or (b) 9:30 p.m. (Singapore time) on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and payment for the Rights Shares and (if applicable) application and payment for Excess Rights Shares under the Rights Issue through an ATM of a Participating Bank
“Company”	:	SinoCloud Group Limited
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified, or supplemented from time to time or re-enactment thereof for the time being in force
“Constitution”	:	The constitution of the Company, as amended from time to time
“Convertible Bond(s)”	:	Convertible bonds issued to the Undertaking Shareholder pursuant to the Convertible Bond Agreement
“Convertible Bond Agreement”	:	Convertible Bond Agreement between the Company and the Undertaking Shareholder dated 7 October 2020
“Convertible Bond Agreement Variation”	:	The variation of the Convertible Bond Agreement by way of two (2) supplemental agreements dated 18 November 2022 and 21 March 2023 respectively, details of which are further described in section 5.2 of the Circular and Part 4, paragraph 6 of the section entitled “ Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 ” of this Offer Information Statement

DEFINITIONS

- “Discount”** : The discount represented by the Issue Price of S\$0.05 for each Rights Share as described under the section entitled **“Principal Terms of the Rights Issue”** of this Offer Information Statement
- “Electronic Application”** : Acceptance of the Rights Shares and (if applicable) application for the Excess Rights Shares made via the SGX’s Investor Portal, or through an ATM of a Participating Bank in accordance with the terms and conditions of this Offer Information Statement and on the screens of the ATM of the Participating Bank
- “Entitled Depositors”** : Shareholders with Shares standing to the credit of their securities accounts and whose registered addresses with CDP are in Singapore as at the Record Date or who have registered addresses outside Singapore and provided CDP with addresses in Singapore for the service of notices and documents not later than 5:00 p.m. on the date falling three (3) Market Days prior to the Record Date
- “Entitled Scripholders”** : Shareholders whose (i) share certificates are not deposited with CDP, (ii) Shares are registered in their own names, and (iii) registered addresses with the Share Transfer Agent are in Singapore as at the Record Date or who have registered addresses outside Singapore and provided the Share Transfer Agent with addresses in Singapore for the service of notices and documents not later than 5:00 p.m. on the date falling three (3) Market Days prior to the Record Date, and persons who have tendered to the Share Transfer Agent valid transfers of their Shares and the certificates relating thereto for registration up to the Record Date
- “Entitled Shareholders”** : Entitled Depositors and Entitled Scripholders
- “Excess Applications”** : Application by Entitled Shareholders of Rights Shares in excess of their provisional allotments of Rights Shares
- “Excess Rights Shares”** : The provisional allotments of Rights Shares which are not taken up by the Entitled Shareholders as at the Closing Date, and which may be applied for by Entitled Shareholders in excess of the number of Rights Shares provisionally allotted to such Entitled Shareholders
- “Foreign Purchasers”** : Persons purchasing the Nil-Paid Rights traded on the Catalist of the SGX-ST through the book-entry (scripless) settlement system and whose registered addresses with CDP are outside Singapore and who had not, at least three (3) Market Days prior to the Record Date, provided CDP or the Share Transfer Agent, as the case may be, with addresses in Singapore for the service of notices and documents
- “Foreign Shareholders”** : Shareholders with registered addresses outside Singapore as at the Record Date and who have not, by 5:00 p.m. (Singapore time) at least three (3) Market Days prior thereto, provided the Share Transfer Agent or CDP, as the case may be, with addresses in Singapore for the service of notices and documents
- “FY”** : Financial year of the Company ended or ending on 30 June, as the case may be

DEFINITIONS

“FY2022 9M”	:	The first 9-month financial period ended on 31 March 2022
“FY2023 9M”	:	The first 9-month financial period ended on 31 March 2023
“Group”	:	The Company and its subsidiaries from time to time
“HK\$” and “HK\$ cents”	:	Hong Kong dollars and cents respectively
“IDC”	:	Internet data centre
“Irrevocable Undertaking”	:	The irrevocable undertaking dated 30 September 2022, which has been given by the Undertaking Shareholder. Please refer to Part 10, paragraph 1(f) of the section entitled “ Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 ” of this Offer Information Statement, for further details of the Irrevocable Undertaking.
“Issue Price”	:	The issue price of the Rights Shares, being S\$0.05 for each Rights Share
“Latest Practicable Date”	:	5 May 2023, being the latest practicable date prior to the date of lodgement of this Offer Information Statement
“LCYTJ Entitled Rights Shares”	:	An aggregate of 317,515 Rights Shares that the Undertaking Shareholder would be entitled to subscribe for as at the date of the Irrevocable Undertaking
“LCYTJ Excess Rights Shares”	:	Up to 31,661,420 Excess Rights Shares that remain unsubscribed for by the Entitled Shareholders at the Closing Date after satisfying all applications and excess applications (if any) for the Rights Shares, provided that his total shareholding in the Company and those of parties acting in concert with him remain less than 30% of the total enlarged issued and paid-up share capital of the Company, following the completion of the Share Consolidation and the Rights Issue
“LCYTJ Shares”	:	An aggregate of 635,031 Shares (post-Share Consolidation) held by the Undertaking Shareholder as at the date of the Irrevocable Undertaking
“Loan”	:	An amount of HK\$6,307,000 owing to the Undertaking Shareholder by the Company, which is due on 1 July 2023, is outstanding as at the Latest Practicable Date
“LPS”	:	Loss per Share
“Manager”	:	ZICO Capital Pte. Ltd.
“Market Day”	:	A day on which the SGX-ST is open for securities trading
“Maximum Enlarged Share Capital”	:	Has the meaning ascribed to it in “Maximum Subscription Scenario” under the section entitled “ Take-Over Limits ” of this Offer Information Statement

DEFINITIONS

“Maximum Subscription Scenario”	:	Based on the existing share capital and assuming that all of the Entitled Shareholders subscribe and pay for their <i>pro rata</i> entitlements of Rights Shares, the Company will issue 79,390,353 Rights Shares under the Rights Issue
“Minimum Enlarged Share Capital”	:	Has the meaning ascribed to it in “Minimum Subscription Scenario” under the section entitled “ Take-Over Limits ” of this Offer Information Statement
“Minimum Subscription Scenario”	:	Based on the existing share capital and assuming that none of the other Entitled Shareholders subscribe for their <i>pro rata</i> Rights Shares under the Rights Issue and the Undertaking Shareholder is required to subscribe for an aggregate of 35,897,435 Rights Shares, the Company will issue 35,897,435 Rights Shares under the Rights Issue
“NAV”	:	Net asset value
“Net Proceeds”	:	The estimated net proceeds from the Rights Issue
“Nil-Paid Rights”	:	The provisional allotments of Rights Shares, being rights to subscribe for one (1) Rights Share for every two (2) Shares held by Entitled Shareholders (which, for the avoidance of doubt, excludes treasury shares) as at the Record Date, fractional entitlements to be disregarded
“NTA”	:	Net tangible assets
“Offer Information Statement”	:	This offer information statement and, where the context admits, the OIS Notification Letter, the PAL, the ARE, the ARS and all accompanying documents including any supplementary or replacement document which may be issued by or on behalf of the Company in connection with the Rights Issue
“OIS Notification Letter”	:	The notification letter dated 9 May 2023 issued to Entitled Shareholders and Purchasers containing, among others, instructions relating to the access of the electronic version of this Offer Information Statement
“PAL”	:	The provisional allotment letter to be issued to Entitled Scripholders, setting out the provisional allotment of Rights Shares under the Rights Issue of such Entitled Scripholders
“Participating Bank”	:	United Overseas Bank Limited and its subsidiary, that will be participating in the Rights Issue by making available their ATMs to Entitled Depositors and Purchasers whose registered addresses with CDP are in Singapore, for acceptances of the Rights Shares and applications for Excess Rights Shares, as the case may be, to be made under the Rights Issue
“PRC”	:	People’s Republic of China
“Purchasers”	:	Persons purchasing the Nil-Paid Rights traded on the Catalist of the SGX-ST through the book-entry (scripless) settlement system

DEFINITIONS

“Record Date”	:	5:00 p.m. on 8 May 2023, being the time and date on which Shareholders must be registered or the Securities Accounts of Shareholders must be credited with Shares, as the case may be, and on which the Register of Members and the share transfer books of the Company will be closed to determine, in relation to the Entitled Shareholders, their provisional allotments of Rights Shares under the Rights Issue; and in the case of Entitled Depositors, at and on which their provisional allotments of Rights Shares under the Rights Issue will be determined
“Register of Members”	:	Register of members of the Company
“Renouncees”	:	A person in whose favour an Entitled Shareholder renounces all or part of his Nil-Paid Rights
“Rights Issue”	:	The proposed renounceable non-underwritten rights issue by the Company of up to 79,390,353 Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every two (2) Shares held by the Shareholders of the Company as at the Record Date, fractional entitlements to be disregarded
“Rights Shares”	:	Up to 79,390,353 new Shares to be issued by the Company pursuant to the Rights Issue
“Securities Account”	:	Securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
“Securities and Futures Act” or “SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time or re-enactment thereof for the time being in force
“SGM”	:	The special general meeting of the Company convened and held by electronic means on 20 January 2023 at 11:00 a.m. (Singapore time)
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	Singapore Exchange Network, a system network used by listed companies for sending information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“Share Consolidation”	:	The share consolidation of every one hundred (100) Shares (pre-Share Consolidation) into one (1) Share, fractional entitlements to be disregarded, which was completed on and effective from 6 April 2023, at 9:00 a.m.
“Share Transfer Agent”	:	M & C Services Private Limited
“Shareholders”	:	The registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company

DEFINITIONS

“Sponsor”	:	ZICO Capital Pte. Ltd.
“SRS”	:	Supplementary Retirement Scheme
“SRS Accounts”	:	An account opened by a participant in the SRS from which monies may be withdrawn for, among others, payment for the Rights Shares and/or the Excess Rights Shares
“SRS Approved Banks”	:	Approved banks in which SRS Investors hold their accounts under the SRS
“SRS Funds”	:	Monies standing to the credit of the SRS Accounts of SRS Investors under the SRS
“SRS Investors”	:	Shareholders who as at the Record Date were holding Shares which were subscribed for or purchased under the SRS using their SRS Funds
“Substantial Shareholder”	:	A person (including a corporation) who (a) has an interest or interests in one or more voting shares in a company and (b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the company
“Take-over Code”	:	The Singapore Code on Take-Overs and Mergers, as the same may be amended, varied or supplemented from time to time
“Undertaking Shareholder” or “Mr. Lam”	:	Mr. Lam Cho Ying Terence Joe, a Substantial Shareholder of the Company and the father of Mr. Lam Chun Hei, Justin, the Company’s Executive Director and Chief Operating Officer
“Unit Share Market”	:	The unit share market of the SGX-ST which allows for the trading of a single share
“S\$” and “cents”	:	Singapore dollars and cents respectively
“VWAP”	:	Volume weighted average price
“%” or “per cent”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The terms “**subsidiary**” and “**treasury shares**” shall have the meanings ascribed to them in Sections 5 and Section 76H of the Companies Act respectively.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to a person shall, where applicable, include any individual, company, corporation, firm, partnership, joint venture, association, organisation, institution, trust or agency, whether or not having a separate legal personality.

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Any reference to a time of day or date in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE or the ARS shall be a reference to a time of a day or date in Singapore unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE or the ARS (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment, renunciation and payment, and excess application and payment) shall include such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

Any reference in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE or the ARS to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act or the Catalist Rules or any statutory or regulatory modification thereof and used in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE or the ARS shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act, the Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the figures included in this Offer Information Statement between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Any reference to “we”, “us” and “our” in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE or the ARS, is a reference to the Group or any member of the Group as the context requires. References to “you”, “your” and “yours” are, as the context so determines, to Shareholders.

Any reference to an “announcement” of or by the Company in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE and the ARS includes announcements of or by the Company posted on the website of the SGX-ST at <http://www.sgx.com/>.

INDICATIVE TIMETABLE OF KEY EVENTS

The important dates and times for the Rights Issue are set out below (all dates and times referred to below are Singapore dates and times). For the events listed which are described as “expected”, please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

Shares traded ex-rights	:	5 May 2023 from 9:00 a.m.
Record Date	:	8 May 2023 at 5:00 p.m.
Despatch of the OIS Notification Letter (together with the ARE or PAL as the case may be) to Entitled Shareholders	:	11 May 2023
Commencement of trading of Nil-Paid Rights	:	11 May 2023 at 9:00 a.m.
Last date and time for splitting and trading of Nil-Paid Rights	:	19 May 2023 at 5:30 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications via ATM of a Participating Bank)
Last date and time for acceptance of and payment for Rights Shares by Renounees	:	25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications via ATM of a Participating Bank)
Last date and time for application of and payment for Excess Rights Shares	:	25 May 2023 at 5:30 p.m. (9:30 p.m. for Electronic Applications via ATM of a Participating Bank)
Expected date for issuance of Rights Shares	:	31 May 2023
Expected date for crediting of Rights Shares	:	5 June 2023
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	5 June 2023
Expected date for listing and commencement of trading of Rights Shares	:	5 June 2023 at 9:00 a.m.

Note: SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should see the section entitled “**Important Notice to SRS Investors and Investors Who Hold Shares Through a Finance Company and/or Depository Agent**” of this Offer Information Statement. Any application made by these investors directly through CDP or through Electronic Applications or the Share Transfer Agent or the Company will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective SRS Approved Bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective SRS Approved Bank, finance company and/or Depository Agent.

The above timetable is indicative only and is subject to change. As at the Latest Practicable Date, the Company does not expect the above timetable to be modified. However, the Company may, upon consultation with its advisers and with the approval of the Manager/Sponsor, the CDP and the SGX-ST, modify the timetable subject to any limitation under any applicable laws, rules or regulations. In that event, the Company will publicly announce the same through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

The Rights Issue will not be withdrawn after the Shares have commenced ex-rights trading pursuant to Rule 820(1) of the Catalist Rules. Based on the above timetable, the Shares have commenced ex-rights trading on 5 May 2023 from 9:00 a.m..

PRINCIPAL TERMS OF THE RIGHTS ISSUE

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing elsewhere in this Offer Information Statement.

Basis of provisional allotment of Rights Shares:

The Rights Shares is offered to Entitled Shareholders on a renounceable basis on the basis of one (1) Rights Share for every two (2) Shares held by Entitled Shareholders (which, for the avoidance of doubt, excludes treasury shares) as at the Record Date, fractional entitlements to be disregarded.

Number of Rights Shares to be issued:

Based on the issued and paid-up share capital of the Company of 158,780,706 Shares:

- (a) assuming the Minimum Subscription Scenario, the Company will issue 35,897,435 Rights Shares under the Rights Issue; and
- (b) assuming the Maximum Subscription Scenario, the Company will issue 79,390,353 Rights Shares under the Rights Issue.

Issue Price:

S\$0.05 for each Rights Share, payable in full upon acceptance and/or application.

Discount:

The Issue Price represents a discount of:

- (a) 50% to the closing price of S\$0.10 (post-Share Consolidation) per Share for trades done on the Catalist of the SGX-ST on 11 August 2022 (being the last trading day where there were Shares traded immediately prior to the date of the Announcement); and
- (b) approximately 39.8% to the theoretical ex-rights price of S\$0.083 per Share, based on the closing price of S\$0.10 (post-Share Consolidation) per Share for trades done on the Catalist of the SGX-ST on 11 August 2022 (being the last trading day where there were Shares traded immediately prior to the date of the Announcement).

The Issue Price and Discount have been determined after taking into account the size of the Rights Issue, precedent transactions, and the Company's share price performance and volume in the past twelve (12) months.

Status of the Rights Shares:

The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the Company's then existing Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls on a date before the allotment and issue of the Rights Shares.

Use of Net Proceeds:

Please refer to Part 4 of the section entitled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018**" of this Offer Information Statement for further information.

PRINCIPAL TERMS OF THE RIGHTS ISSUE

Eligibility of Shareholders to participate in the Rights Issue:

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the sections entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” and “**Offering, Selling and Transfer Restrictions**” of this Offer Information Statement for details on the eligibility of Shareholders to participate in the Rights Issue.

Listing and trading of the Rights Shares:

On **16 March 2023**, the Company obtained the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist of the SGX-ST, subject to certain conditions, the details of which are set out under the section entitled “**Trading**” of this Offer Information Statement.

The listing and quotation notice granted by the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist of the SGX-ST is in no way reflective of and is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and/or their securities.

Upon the listing of and quotation for the Rights Shares on the Catalist of the SGX-ST, the Rights Shares will be traded on the Catalist of the SGX-ST under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) in relation to the Rights Shares effected through the Catalist and/or CDP shall be made in accordance with the “*Terms and Conditions for Operation of Securities Account with The Central Depository (Pte) Limited*”, as the same may be amended from time to time, copies of which are available from CDP.

For the purposes of trading on the Catalist of the SGX-ST, each board lot of Shares will comprise hundred (100) Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of hundred (100) Shares) are able to trade odd lots of Shares in board lots of one (1) Share on the Unit Share Market. Shareholders who hold odd lots of Shares may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.

Trading of provisional allotments of Rights Shares:

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the Catalist of the SGX-ST can do so during the trading period for the Nil-Paid Rights.

All dealings in and transactions (including transfers) in relation to the provisional allotment of Rights Shares effected through the Catalist and/or CDP shall be made in accordance with CDP’s “*Terms and Conditions for Operation of Securities Account with The Central Depository (Pte) Limited*”, as the same may be amended from time to time, copies of which are available from CDP.

PRINCIPAL TERMS OF THE RIGHTS ISSUE

Acceptance, excess application and payment procedures:

Entitled Shareholders will be at liberty to accept, decline, renounce or trade their Nil-Paid Rights and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade their Nil-Paid Rights on the Catalist of the SGX-ST during the Nil-Paid Rights trading period prescribed by the SGX-ST.

Fractional entitlements to the Rights Shares will be aggregated and used with provisional allotments which are not taken up or allotted for any reason to satisfy excess applications for Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.

In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and the allotment of Excess Rights Shares.

The Company will also not make any allotments or issuance of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

Please refer to the sections entitled “**Appendix B**” and “**Appendix C**” of this Offer Information Statement for details on the procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the Nil-Paid Rights, and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment.

Option to scale down subscription:

Depending on the level of subscription of the Rights Shares, the Company will, if necessary, scale down the subscription and/or excess applications for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for his/her/its *pro rata* Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid placing such Shareholder and persons acting in concert with such Shareholder in the position of incurring an obligation to make a mandatory take-over offer under the Take-over Code as a result of other Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares.

Pursuant to Rule 803 of the Catalist Rules, the Company has obtained approval of Shareholders for a potential transfer of controlling interest to the Undertaking Shareholder under the Minimum Subscription Scenario, at the SGM held on 20 January 2023.

Use of SRS Funds:

SRS Investors may only use monies standing to the credit of their respective SRS Accounts to pay for the acceptance of their Nil-Paid Rights and (if applicable) application for Excess Rights Shares, subject to applicable SRS rules and regulations.

PRINCIPAL TERMS OF THE RIGHTS ISSUE

Such SRS Investors who wish to accept their Nil-Paid Rights and (if applicable) apply for Excess Rights Shares using SRS Funds will need to instruct their respective SRS Approved Banks with whom they hold their SRS Accounts, to accept their Nil-Paid Rights and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

Such SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts before instructing their respective SRS Approved Banks with whom they hold their SRS Accounts to accept their Nil-Paid Rights and (if applicable) apply for Excess Rights Shares on their behalf.

SRS Funds may not, however, be used for the purchase of Nil-Paid Rights directly from the market.

Irrevocable Undertaking:

On 30 September 2022, the Undertaking Shareholder, a Substantial Shareholder of the Company and the father of Mr. Lam Chun Hei, Justin, the Company's Executive Director and Chief Operating Officer, has given an irrevocable undertaking to the Company in respect of the Rights Issue which includes to subscribe and pay for and/or procure the subscription for and payment of the LCYTJ Entitled Rights Shares and the Alternus Entitled Rights Shares; and within such time and date to be informed by the Company (to the extent permitted by the SGX-ST, the CDP or any relevant authority), and in accordance with the terms of the Rights Issue, to make excess applications and payment for up to 31,661,420 Excess Rights Shares that remain unsubscribed for by the Entitled Shareholders at the Closing Date after satisfying all applications and excess applications (if any) for the Rights Shares, provided that his total shareholding in the Company and those of parties acting in concert with him remain less than 30% of the total enlarged issued and paid-up share capital of the Company, following the completion of the Share Consolidation and the Rights Issue.

Non-underwritten:

In light of the Irrevocable Undertaking and the savings in costs by the Company in respect of underwriting fees and commission, the Rights Issue will not be underwritten.

Governing Law:

Laws of the Republic of Singapore.

Risks Factors:

Investing in the Rights Shares involves risks. Please refer to "**Appendix A – Risk Factors**" of this Offer Information Statement for details.

AS THE RIGHTS ISSUE IS MADE ON A RENOUCEABLE BASIS, THE NIL-PAID RIGHTS CAN BE RENOUNCED IN FAVOUR OF A THIRD PARTY OR, IN THE CASE OF ENTITLED DEPOSITORS ONLY, TRADED ON THE CATALIST OF THE SGX-ST DURING THE NIL-PAID RIGHTS TRADING PERIOD.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. ENTITLED SHAREHOLDERS

In order to be eligible for the Rights Issue, a Shareholder must be an Entitled Shareholder, and not be a person to whom it is unlawful to send the OIS Notification Letter, this Offer Information Statement or its accompanying documents (including the PAL, the ARE and the ARS), or make an invitation under the Rights Issue.

All questions as to the eligibility of any person to participate in the Rights Issue, subscribe and/or apply for the Rights Shares and as to the validity, form and eligibility (including time of receipt) of any PAL, ARE, ARS are determined by the Company in its sole discretion. The Company's determination as to whether a person is an Eligible Shareholder and as to whether or when a PAL, an ARE or an ARS is received, whether it is duly completed or whether acceptance is validly revoked shall be final and binding.

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement (through electronic dissemination), together with the ARE or PAL, as the case may be, at their respective Singapore addresses as maintained with the records of the CDP or the Share Transfer Agent, as the case may be.

Entitled Depositors who do not receive this Offer Information Statement and the ARE may obtain them from CDP during the period from the date the Rights Issue commences up to the Closing Date. Entitled Scripholders who do not receive this Offer Information Statement and the PAL may obtain them from the Share Transfer Agent during the period from the date the Rights Issue commences up to the Closing Date.

Entitled Shareholders will be provisionally allotted Rights Shares under the Rights Issue on the basis of their shareholdings in the Company as at the Record Date. Entitled Shareholders are at liberty to accept (in full or in part), decline, renounce or (in the case of Entitled Depositors only) trade on the Catalist of the SGX-ST (during the Nil-Paid Rights trading period prescribed by the SGX-ST) their Nil-Paid Rights and are eligible to apply for Excess Rights Shares in excess of their provisional allotments under the Rights Issue. Fractional entitlements to the Rights Shares will be disregarded in arriving at the Shareholders' entitlements and will, together with such Rights Shares that are not validly taken up by Entitled Shareholders or their respective renounee(s) or Purchaser(s), any unsold Nil-Paid Rights of Foreign Shareholders and any Rights Shares that are not otherwise allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, the ARE, the PAL and (if applicable) the Bye-Laws of the Company, be aggregated and used to satisfy applications for Excess Rights Shares (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and the allotment of Excess Rights Shares.

All dealings in, and transactions of, the Nil-Paid Rights through the Catalist of the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs, which will be issued to Entitled Scripholders, will not be valid for delivery pursuant to trades done on the Catalist of the SGX-ST.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the Nil-Paid Rights and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices B to D to this Offer Information Statement and in the ARE, the ARS and the PAL.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

Entitled Scripholders

Entitled Scripholders are encouraged to open Securities Accounts if they have not already done so and to deposit their share certificates with CDP well in advance of the Record Date so that their Securities Accounts may be credited by CDP with their Shares prior to the Record Date and the Nil-Paid Rights. Entitled Scripholders should note that their Securities Accounts will only be credited with their Shares on the 12th Market Day from the date of lodgement of their share certificates with CDP or such later date as CDP may determine.

Entitled Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received up to 5:00 p.m. (Singapore time) on the Record Date by the Share Transfer Agent, in order to be registered to determine the transferee's provisional allotments of Rights Shares entitlements.

Entitled Scripholders must have registered addresses in Singapore with the Company as at the Record Date, or if they have registered addresses outside Singapore, must provide the Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, with addresses in Singapore for the service of notices and documents, not later than 5:00 p.m. (Singapore time) on the date being three (3) Market Days prior to the Record Date, in order to receive their provisional allotments of Rights Shares entitlements.

Entitled Scripholders and their renounees will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will not be valid for delivery pursuant to trades done on the Catalist of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

Entitled Depositors

Depositors should note that all notices and documents will be sent to their last registered addresses with CDP.

Depositors who wish to maintain a mailing address in Singapore ("**Rights Mailing Address**") with CDP for the purpose of receiving the Rights Issue documents should inform CDP in writing at 11 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138589. Depositors are encouraged to submit any request to register a Rights Mailing Address or to effect any change in address well in advance of the Record Date to be eligible to participate in the Rights Issue. Any such request to register a Rights Mailing Address or to effect any change in address must reach CDP no later than 5:00 p.m. (Singapore time) three (3) Market Days before the Record Date.

SRS Investors

Shareholders who hold Shares under the SRS or through a finance company and/or Depository Agent can only accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares through their respective SRS Approved Banks with which they hold their SRS Accounts, or the respective finance companies and/or Depository Agents through which such Shareholders hold Shares.

Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, the Rights Shares to or by persons located or resident in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of Nil-Paid Rights to any Securities Account, the receipt of any Nil-Paid Rights, or receipt of this Offer Information Statement and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be restricted or prohibited. The Company reserves absolute discretion in determining whether any person may participate in the Rights Issue. Investors are cautioned to note the offering, selling and transfer restrictions set forth in the section entitled "*Offering, Selling and Transfer Restrictions*" of this Offer Information Statement.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

2. FOREIGN SHAREHOLDERS

This Offer Information Statement and/or its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of this Offer Information Statement and its accompanying documents, and the purchase, exercise of or subscription for Nil-Paid Rights and/or the Rights Shares by any persons who have registered addresses outside Singapore, or who are resident in, or citizens of countries other than Singapore, may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, this Offer Information Statement and/or its accompanying documents will not be despatched or disseminated to Foreign Shareholders.

Foreign Shareholders will not be entitled to participate in the Rights Issue. Accordingly, no provisional allotments of Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for the Rights Shares by Foreign Shareholders will be valid.

This Offer Information Statement and/or its accompanying documents will also not be despatched or disseminated to Foreign Purchasers. Foreign Purchasers who wish to accept the Nil-Paid Rights credited to their Securities Accounts and (if applicable), apply for Excess Rights Shares under the Rights Issue should make the necessary arrangements with their respective Depository Agents or stockbrokers in Singapore. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his professional advisers without delay. Further, any Renouncee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore, will not be entitled to accept the provisional allotment of the Rights Shares renounced to him.

Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP.

Foreign Shareholders who do not presently have an address in Singapore for the service of notices and documents and who wish to be eligible to participate in the Rights Issue should provide such an address in Singapore by notifying in writing to the (a) CDP at 11 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138589; or (b) Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, no later than 5:00 p.m. (Singapore time) three (3) Market Days before the Record Date.

The Company reserves the right, but shall not be obliged, to treat as invalid any ARE, ARS or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore or which the Company believes may violate any applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore, or (c) purports to exclude any deemed representation, warranty or confirmation. The Company further reserves the right to reject any acceptances of provisional allotment of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate any applicable legislation of any jurisdiction.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the Nil-Paid Rights, which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the Catalist of the SGX-ST as soon as practicable after commencement of trading in the Nil-Paid Rights. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Record Date and sent to them **AT THEIR OWN RISK** by ordinary post, provided that where the amount of net proceeds to be distributed to any Foreign Shareholder or persons acting to the account or benefit of any such persons is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Manager, CDP or the Share Transfer Agent and their respective officers in connection therewith.

Where such Nil-Paid Rights are sold on the Catalist of the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Manager, CDP or the Share Transfer Agent and their respective officers in respect of such sales or the proceeds thereof, the Nil-Paid Rights or the Rights Shares represented by such Nil-Paid Rights.

If such Nil-Paid Rights cannot be or are not sold on the Catalist of the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the Nil-Paid Rights, the Rights Shares represented by such Nil-Paid Rights will be issued to satisfy excess applications or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Manager, CDP or the Share Transfer Agent and their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person accessing the electronic version of this Offer Information Statement and/or having possession of this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore accessing the electronic version of or receiving this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in such territory.

This Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) are not intended for distribution outside of Singapore.

OFFERING, SELLING AND TRANSFER RESTRICTIONS

No action has been taken or will be taken to permit a public offering of the Nil-Paid Rights or the Rights Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Offer Information Statement, its accompanying documents or any other material relating to the Company, the Nil-Paid Rights or the Rights Shares in any jurisdiction where action for such purpose is required, except that this Offer Information Statement has been lodged with the SGX-ST, acting as agent on behalf of the Authority. Accordingly, the Nil-Paid Rights or the Rights Shares may not be offered or sold, directly or indirectly, and none of this Offer Information Statement, its accompanying documents or any offering materials or advertisements in connection with the Nil-Paid Rights or the Rights Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Investors are advised to consult their professional advisers prior to accepting any Nil-Paid Rights, applying for Excess Rights Shares or making any offer, sale, resale, pledge or other transfer of the Nil-Paid Rights or the Rights Shares.

This Offer Information Statement and/or its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

General

The distribution (or dissemination in accordance with applicable laws or regulations) of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of these jurisdictions. Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and to observe such prohibitions and restrictions. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares or purchase any Nil-Paid Rights unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in such territory.

The Company and the Manager have not taken any action, nor will the Company and the Manager take any action, in any jurisdiction other than Singapore that would permit a public offering of the Nil-Paid Rights or the Rights Shares, or the possession, circulation or distribution of this Offer Information Statement or any other material relating to the Company, the Nil-Paid Rights or the Rights Shares in any jurisdiction other than Singapore where action for that purpose is required.

Accordingly, each purchaser of Nil-Paid Rights and/or Rights Shares may not offer or sell, directly or indirectly, any Rights Shares or Nil-Paid Rights and may not distribute or publish this Offer Information Statement or any other offering material or advertisements in connection with the Nil-Paid Rights or the Rights Shares in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction.

TRADING

1. LISTING AND QUOTATION OF THE RIGHTS SHARES

On **16 March 2023**, the Company obtained the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist of the SGX-ST, subject to the Company's compliance with the listing requirements of the SGX-ST.

The listing and quotation notice granted by the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist of the SGX-ST is in no way reflective of and is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and/or their securities.

Upon the listing of and quotation for the Rights Shares on the Catalist of the SGX-ST, the Rights Shares will be traded on the Catalist of the SGX-ST under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) in relation to the Rights Shares effected through the Catalist and/or CDP shall be made in accordance with CDP's "*Terms and Conditions for Operation of Securities Accounts with CDP*", and the "*Terms and Conditions for CDP to act as Depository for the Rights Shares*", as the same may be amended from time to time. Copies of the above are available from CDP.

2. SHARE CERTIFICATES AND ARRANGEMENTS FOR SCRIPLESS TRADING

Entitled Scripholders and their renounees will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will not be valid for delivery pursuant to trades done on the Catalist of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

A holder of physical share certificate(s) or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but wishes to trade on the SGX-ST must deposit his share certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, and payment of S\$10.00 plus goods and services tax at the prevailing rate, and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.

3. TRADING OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the Catalist of the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Shares will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Shares, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

4. TRADING OF ODD LOTS

Entitled Shareholders should note that the Rights Issue may result in them holding odd lots of Shares (that is, lots other than board lots of 100 Shares).

Following the Rights Issue, Entitled Shareholders who hold odd lots of Shares and who wish to trade in odd lots of Shares on the Catalist should note that they will be able to do so on the Unit Share Market of the SGX-ST which allows trading of odd lots with a minimum of one (1) Share. The market for trading of such odd lots of Shares may be illiquid.

TRADING

Shareholders who hold odd lots of the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots on the Catalist should note that they may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares and there is no assurance that they can acquire such number of Shares to make up one (1) board lot of 100 Shares respectively, or to dispose of their odd lots (whether in part or in whole) on the Unit Share Market.

5. TRADING OF SHARES OF COMPANIES LISTED ON THE CATALIST

Companies listed on the Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of SGX-ST. In particular, companies may list on the Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on the Catalist. Entitled Shareholders should be aware of the risks of subscribing for the Rights Shares of such companies and should make the decision to subscribe for the Rights Shares only after careful consideration and, if appropriate, consultation with an independent financial adviser.

TAKE-OVER LIMITS

The Company wishes to draw to the attention of Shareholders that the allotment of Rights Shares to a Shareholder pursuant to his application for Excess Rights Shares may cause such Shareholder to reach or exceed the applicable shareholding limits referred to below. Shareholders who are in doubt as to the actions they should take should consult their legal, financial, tax or other professional adviser immediately. The Directors reserve the right not to allot any Rights Shares where such allotment will be in breach of the shareholding limits referred to below or otherwise as required by any relevant legal and regulatory authorities.

THE TAKE-OVER CODE

The Take-over Code regulates the acquisition of ordinary shares of, *inter alia*, public companies listed on the SGX-ST, including the Company. Pursuant to the Take-over Code, except with the consent of the Securities Industry Council, where:

- (a) any person acquires whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by parties acting in concert with him) carry 30% or more of the voting rights of the Company; or
- (b) any person who, together with parties acting in concert with him, holds not less than 30% but not more than 50% of the voting rights in the Company and such person, or any party acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights,

such person must extend a mandatory offer immediately for the remaining Shares in the Company in accordance with the provisions of the Take-over Code. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

In general, the acquisition of instruments convertible into securities which carry voting rights does not give rise to an obligation to make a mandatory take-over offer under the Take-over Code, but the exercise of any conversion rights will be considered an acquisition of voting rights for the purposes of the Take-over Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory general offer under the Take-over Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue or the acceptance of the provisional allotment of Rights Shares or the application for Excess Rights Shares, should consult the Securities Industry Council and/or their professional advisers immediately.

Depending on the level of subscription for the Rights Shares, the Company may, if necessary and upon the approval of the SGX-ST, scale down the subscription for the Rights Shares by any Shareholder to the extent necessary to avoid placing the relevant Shareholder and parties acting in concert with him (as defined under the Take-over Code) in the position of incurring an obligation to make a mandatory general offer for the Shares under the Take-over Code as a result of other Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares.

Mandatory General Offer Requirement under the Take-over Code as at the Latest Practicable Date:

The interests of the Directors and the Substantial Shareholders in Shares as at the Latest Practicable Date are set out in the table below.

TAKE-OVER LIMITS

	As at the Latest Practicable Date ⁽¹⁾				Minimum Subscription Scenario ⁽²⁾				Maximum Subscription Scenario ⁽³⁾			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors												
Mr. Chan Andrew Wai Men	4,576,710	2.88	-	-	4,576,710	2.35	-	-	6,865,065	2.88	-	-
Mr. Lam Chun Hei, Justin ⁽⁴⁾	5,814,428	3.66	-	-	5,814,428	2.99	-	-	8,721,642	3.66	-	-
Mr. Wan Ngar Yin, David ⁽⁵⁾	642,000	0.40	5,000	0.003	642,000	0.33	5,000	0.003	963,000	0.40	7,500	0.003
Mr. Chau King Fai, Philip	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Alexander Shlaen	432,098	0.27	-	-	432,098	0.22	-	-	648,147	0.27	-	-
Substantial Shareholders (Other than Directors)												
Mr. Zhang Dai	36,975,572	23.29	-	-	36,975,572	18.99	-	-	55,463,358	23.29	-	-
Mr. Lam Cho Ying Terence Joe ⁽⁶⁾	935,731	0.59	7,837,000	4.94	32,914,666	16.91	11,755,500	6.04	1,403,596	0.59	11,755,500	4.94
Alternus Capital Holdings Limited	7,837,000	4.94	-	-	11,755,500	6.04	-	-	11,755,500	4.94	-	-
Ms. Xu Hong Na	9,462,490	5.96	-	-	9,462,490	4.86	-	-	14,193,735	5.96	-	-
Others												
Other Shareholders	92,099,677	58.00	-	-	92,099,677	47.31	-	-	138,149,516	58.00	-	-

Notes:

- (1) The issued and paid-up share capital of the Company as at the Latest Practicable Date comprises 158,780,706 Shares (excluding treasury shares) subsequent to the completion of the Share Consolidation on 6 April 2023.
- (2) The shareholding interest is calculated based on the total enlarged issued and paid-up share capital of the Company comprising 194,678,141 Shares in the Minimum Subscription Scenario.
- (3) The shareholding interest is calculated based on the total enlarged issued and paid-up share capital of the Company comprising 238,171,059 Shares in the Maximum Subscription Scenario.
- (4) Mr. Lam Chun Hei, Justin is the son of Mr. Lam Cho Ying Terence Joe, a Substantial Shareholder of the Company.
- (5) Mr. Wan Ngar Yin, David is deemed to have an interest in 5,000 Shares held by his spouse, Madam Yip Kit Tim, Kitty.
- (6) Mr. Lam Cho Ying Terence Joe is deemed to have an interest in 7,837,000 Shares held by Alternus.

Please refer to Part 10, paragraph 1(f) of the section entitled “**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018**” of this Offer Information Statement, for further details of the Irrevocable Undertaking.

Minimum Subscription Scenario

Assuming, for illustrative purposes only, that:

- (a) there will be no new Shares issued by the Company from the Latest Practicable Date up to the Record Date;
- (b) the Undertaking Shareholder subscribes for 317,515 Rights Shares, being the LCYTJ Entitled Rights Shares, under the Rights Issue and procures that Alternus subscribes for 3,918,500 Rights Shares, being the Alternus Entitled Rights Shares, under the Rights Issue pursuant to the Irrevocable Undertaking;
- (c) the Undertaking Shareholder subscribes for 31,661,420 Excess Rights Shares under the Rights Issue pursuant to the Irrevocable Undertaking; and
- (d) none of the Entitled Shareholders (other than the Undertaking Shareholder) subscribes for their entitlements to the Rights Shares under the Rights Issue,

TAKE-OVER LIMITS

the Company will issue 35,897,435 Rights Shares under the Rights Issue and the issued and paid-up share capital of the Company will increase from 158,780,706 Shares to 194,678,141 Shares following the completion of the Rights Issue (“**Minimum Enlarged Share Capital**”).

Maximum Subscription Scenario

Assuming, for illustrative purposes only, that:

- (a) there will be no new Shares issued by the Company from the Latest Practicable Date up to the Record Date;
- (b) all Entitled Shareholders subscribe for their entitlements to the Rights Shares under the Rights Issue; and
- (c) in the event the Company scales down the number of Rights Shares entitlements accepted by any Entitled Shareholder, to avoid placing any Entitled Shareholder in the position of incurring a mandatory general offer obligation under the Take-over Code and the Excess Rights Shares arising therefrom are all subscribed for,

the Company will issue 79,390,353 Rights Shares under the Rights Issue and the issued and paid-up share capital of the Company will increase from 158,780,706 Shares to 238,171,059 Shares following the completion of the Rights Issue (“**Maximum Enlarged Share Capital**”).

In the event of the Maximum Subscription Scenario, the shareholding of the Undertaking Shareholder (direct or indirect) will remain at approximately 5.53% of the Maximum Enlarged Share Capital of the Company after the completion of the Rights Issue.

Whereas in the event of the Minimum Subscription Scenario, the shareholding of the Undertaking Shareholder (direct or indirect) will increase from approximately 5.53% to approximately 22.95% of the Minimum Enlarged Share Capital of the Company after the completion of the Rights Issue. Accordingly, the shareholding of the Undertaking Shareholder (direct or indirect) of approximately 22.95% will not exceed the applicable shareholding limits with respect to a mandatory offer as referred to in the Take-over Code.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 2: IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

DIRECTORS

1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.
-

Name	Address	Designation
Mr. Chan Andrew Wai Men	: c/o Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda	Executive Chairman
Mr. Lam Chun Hei, Justin	: c/o Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda	Executive Director and Chief Operating Officer
Mr. Wan Ngar Yin, David	: c/o Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda	Independent Director
Mr. Chau King Fai, Philip	: c/o Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda	Independent Director
Mr. Alexander Shlaen	: c/o Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda	Independent Director

ADVISERS

2. Provide the names and addresses of —
- (a) the issue manager to the offer, if any;
 - (b) the underwriter to the offer, if any; and
 - (c) the legal adviser for or in relation to the offer, if any.
-

Manager of the Rights Issue	: ZICO Capital Pte. Ltd. 77 Robinson Road #06-03 Robinson 77 Singapore 068896
Underwriter to the Rights Issue	: Not applicable as the Rights Issue is not Underwritten
Legal Adviser to the Rights Issue	: Chancery Law Corporation 138 Robinson Road #26-03 Oxley Tower Singapore 068906

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS
OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES
CONTRACTS) REGULATIONS 2018**

REGISTRARS AND AGENTS

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities or securities-based derivatives contracts being offered, where applicable.
-

Share Transfer Agent : **M & C Services Private Limited**
112 Robinson Road
#05-01
Singapore 068902

Receiving Banker : **The Bank of East Asia, Limited, Singapore Branch**
60 Robinson Road
BEA Building
Singapore 068892

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 3: OFFER STATISTICS AND TIMETABLE

OFFER STATISTICS

1. For each method of offer, state the number of the securities or securities-based derivatives contracts being offered.
-

Method of Offer	:	Renounceable non-underwritten Rights Issue
Basis of Allotment	:	One (1) Rights Share for every two (2) Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Number of Rights Shares	:	Up to 79,390,353 Rights Shares
Issue Price	:	S\$0.05 for each Rights Share

METHOD AND TIMETABLE

2. Provide the information mentioned in paragraphs 3 to 7 of this Part to the extent applicable to:
- a) the offer procedure; and
 - b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.
-

Please refer to paragraphs 3 to 7 below of this Part 3.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period must be made public.
-

Please refer to the section entitled "*Indicative Timetable of Key Events*" of this Offer Information Statement for details of the offer period of the Rights Issue.

As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled "*Indicative Timetable of Key Events*" of this Offer Information Statement to be modified. However, the Company may, and with the approval of the SGX-ST, the CDP and/or the Manager, modify the timetable, subject to any limitation under any applicable laws or regulations. In such event, the Company will publicly announce any modification to the timetable or the Closing Date, through a SGXNET announcement to be posted on the internet at the SGX-ST's website at <http://www.sgx.com>.

The detailed procedures for, and the terms and conditions applicable to, acceptances, renunciations and/or trading of the provisional allotments of Rights Shares and for the application for Excess Rights Shares, including the different modes of acceptances or application and payment are contained in Appendices B to D to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

It is not anticipated that the period for which the Rights Issue will be kept open will be extended or shortened. An announcement will be made via SGXNET if there are any such changes.

4. State the method and time limit for paying up for the securities or securities-based derivatives contracts and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

The Rights Shares and the Excess Rights Shares are payable in full upon acceptance and/or application. The detailed procedures for, and the terms and conditions applicable to, the acceptance, renunciation and/or trading of the provisional allotments of Rights Shares and for the application for Excess Rights Shares, including the different modes of acceptances or application and payment, are contained in Appendices B to D of this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

Please refer to the section entitled “*Indicative Timetable of Key Events*” of this Offer Information Statement for the last date and time for payment for the Rights Shares and, if applicable, the Excess Rights Shares.

Pursuant to the Irrevocable Undertaking, the Company and the Undertaking Shareholder have agreed that the entire subscription monies payable by (i) Alternus for the Alternus Entitled Rights Shares; and (ii) the Undertaking Shareholder for the LCYTJ Entitled Rights Shares and the LCYTJ Excess Rights Shares, will be set off against the relevant amounts owed by the Company to the Undertaking Shareholder under the outstanding Loan and the Convertible Bonds. Accordingly, both Alternus and the Undertaking Shareholder will not be paying in cash for their subscription.

5. State, where applicable, the methods of and time limits for:

- a) the delivery of the documents evidencing title to the securities or securities-based derivatives contracts being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
 - b) the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscribers or purchasers.**
-

The Rights Shares will be provisionally allotted to Entitled Shareholders by crediting the Nil-Paid Rights to Entitled Depositors so that the Nil-Paid Rights are available for trading on or around **11 May 2023 at 9:00 a.m.** or through the despatch (or dissemination in accordance with such laws or regulations as may be applicable) of the PALs to Entitled Scripholders, based on their respective shareholdings in the Company as at the Record Date.

In the case of Entitled Scripholders and their Renounees with valid acceptances of and/or successful applications for Excess Rights Shares, share certificates representing such number of Rights Shares will be despatched to such Entitled Shareholders by ordinary post, **AT THEIR OWN RISK**, to their mailing addresses in Singapore as maintained in the records of the Share Transfer Agent, within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors, Purchasers and their Renounees with valid acceptances for the Rights Shares and/or successful applications for Excess Rights Shares, share certificate(s) representing such number of Rights Shares will be registered in the name of CDP or its nominee and despatched to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send to the relevant subscribers by ordinary post, **AT THEIR OWN RISK**, to their mailing address in Singapore in the records of CDP a notification letter stating the number of Rights Shares that have been credited to their Securities Accounts.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Please refer to **Appendices B to D** of this Offer Information Statement and the PAL, the ARE and the ARS (as the case may be) for further details.

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6. **In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.**
-

Not applicable. No pre-emptive rights have been offered.

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7. **Provide a full description of the manner in which results of the allotment or allocation of the securities or securities-based derivatives contracts are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).**
-

Results of the Rights Issue

The Company will publicly announce, *inter alia*, the results of the allotment or the allocation of the Rights Shares, as soon as it is practicable after the Closing Date, through a SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

Manner of Refund

If any acceptance of Rights Shares is invalid and/or if no Excess Rights Shares are allotted to Entitled Depositors or if the number of Excess Rights Shares allotted to them is less than that applied for, the amount paid on acceptance and/or application and/or the surplus application monies (as the case may be) will be returned or refunded by CDP, on behalf of the Company, to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom within three (3) business days after the commencement of trading of the Rights Shares by any one (1) or a combination of the following:

- (a) where the acceptance and/or application had been made through Electronic Applications through an ATM of the Participating Bank, by crediting the relevant applicant's bank account with the Participating Bank at the relevant applicant's own risk, the receipt by such bank being a good discharge to each of the Company, the Manager and CDP of their obligations;
- (b) where the acceptance and/or application had been made through the Share Transfer Agent, by means of a crossed cheque drawn in Singapore currency on a bank in Singapore and sent by ordinary post at the relevant applicant's **own risk** to the relevant applicant's mailing address as recorded with the Share Transfer Agent; and/or
- (c) where the acceptance and/or application had been made through CDP, by crediting their designated bank accounts via CDP's Direct Crediting Service or in the case where refunds are to be made to Depository Agents or member companies, by means of telegraphic transfer. In the event that an applicant is not subscribed to CDP's Direct Crediting Service, any monies to be returned or refunded will be retained by CDP and credited to his Cash Ledger and subject to the same terms and conditions as Cash Distributions under CDP's "*Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited*" ("**Member Company**", "**Cash Ledger**" and "**Cash Distributions**" are as defined therein) (such retention by CDP being a good discharge of the obligations of each of the Company and the Manager).

The details of refunding excess amounts paid by applicants are contained in **Appendices B to D** of this Offer Information Statement and in the ARE, the ARS and the PAL (as the case may be).

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 4: KEY INFORMATION

USE OF PROCEEDS FROM OFFER AND EXPENSES INCURRED

- 1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.**
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Please refer to paragraphs 2 to 7 below of this Part 4.

- 2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (called in this paragraph and paragraph 3 of this Part the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.**
-

The estimated Net Proceeds, after deducting estimated expenses in connection with the Rights Issue of approximately S\$0.20 million, is expected to be approximately S\$3.77 million under the Maximum Subscription Scenario, and approximately S\$1.60 million under the Minimum Subscription Scenario.

The entire Net Proceeds from the Rights Issue under both the Maximum Subscription Scenario and the Minimum Subscription Scenario is intended to be utilised in the manner set out in paragraph 3 of this Part 4.

- 3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities or securities-based derivatives contracts.**
-

Under the Maximum Subscription Scenario, the total estimated net proceeds from the issue of the Rights Shares (after deducting estimated expenses that may be incurred in connection with the Rights Issue of approximately S\$0.20 million) is expected to be approximately S\$3.77 million.

Under the Minimum Subscription Scenario, the total estimated net proceeds from the issue of the Rights Shares (after deducting estimated expenses that may be incurred in connection with the Rights Issue of approximately S\$0.20 million) is expected to be approximately S\$1.60 million.

The Net Proceeds from the Rights Issue will be applied towards, in descending priority, the (i) partial redemption of the Convertible Bonds; (ii) partial repayment of the outstanding Loan; and (iii) general corporate and working capital purposes, including but not limited to operating costs and making strategic investments and/or acquisitions if such opportunities arise, to further strengthen the financial position and cash position of the Group in view of the existing working capital requirements of the Company.

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Intended Use of Net Proceeds	Minimum Subscription Scenario	Maximum Subscription Scenario
Partial redemption of the Convertible Bonds	84.67%	35.82%
Partial repayment of the outstanding Loan	15.33%	7.53%
General corporate and working capital purposes	–	56.65%
Total	100.0%	100.0%

Pending the deployment of the Net Proceeds for the use(s) mentioned above, the proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, or used for any other purposes on a short-term basis as the Directors may deem appropriate in the interests of the Group.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of Net Proceeds as stated in this Offer Information Statement, and provide a status report on the use of the Net Proceeds in the Company's interim and full year financial results announcement(s) and annual report(s) until such time the Net Proceeds have been fully utilised. Where the Net Proceeds have been used for general corporate and working capital purposes, the Company will also provide a breakdown with specific details on the use of the Net Proceeds for general corporate and working capital in the announcements and status reports. Where there is a material deviation in the use of the Net Proceeds, the Company will announce the reasons for such deviation.

The Rights Issue will not be underwritten. In view of the Irrevocable Undertaking, a minimum amount of S\$1.80 million will be raised from the Rights Issue.

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4. **For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.**
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Maximum Subscription Scenario

For each dollar of the gross proceeds of up to approximately S\$3.97 million due to the Company from the Rights Issue, the Company will use:

- (a) approximately S\$0.34 for the partial redemption of the Convertible Bonds;
- (b) approximately S\$0.07 for the partial repayment of the outstanding Loan;
- (c) approximately S\$0.54 for general corporate and working capital purposes, including but not limited to operating costs and making strategic investments and/or acquisitions if such opportunities arise, to further strengthen the financial position and cash position of the Group; and
- (d) approximately S\$0.05 for expenses in connection with the Rights Issue.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Minimum Subscription Scenario

For each dollar of the gross proceeds of up to approximately S\$1.80 million due to the Company from the Rights Issue, the Company will use:

- (a) approximately S\$0.75 for the partial redemption of the Convertible Bonds;
- (b) approximately S\$0.14 for the partial repayment of the outstanding Loan; and
- (c) approximately S\$0.11 for expenses in connection with the Rights Issue.

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5. **If any material part of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of any asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant entity, or, if the relevant entity is the holding company or holding entity of a group, the amount that has been paid by the relevant entity or any other entity in the group as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined and whether the acquisition is on an arm's length basis.**
-

Not applicable. As at the Latest Practicable Date, the Company has no intention to acquire or refinance the acquisition of any asset, business or entity using the Net Proceeds, but the Company may pursue such an approach if the opportunity arises and if it is in the best interest of the Company.

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6. **If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.**
-

On 23 November 2020, Mr. Lam subscribed for the full amount of the Convertible Bond of HK\$31.06 million to facilitate the discharge and settlement of the outstanding loans owing by the Company to Mr. Lam and Alternus. Subsequent to the full subscription, the Company has redeemed in aggregate of HK\$7.0 million of the Convertible Bond from Mr. Lam as at 30 June 2021.

Initially, the outstanding principal amount of the Convertible Bond of HK\$24.06 million would expire on 22 November 2022, however on 18 November 2022 and 21 March 2023, two supplemental agreements were executed between the Company and Mr. Lam ("**Supplemental Agreements**"). Pursuant to the Supplemental Agreements:

- (a) the maturity date of the Convertible Bonds (the "**Maturity Date**") will be extended (the "**Extension**") by a period of seven months (the "**Extension Period**") from 22 November 2022 (being two years from the date of the issue of the Convertible Bonds) to 22 June 2023 (being 31 months from the date of the issue of the Convertible Bonds);
- (b) the Convertible Bonds, which are not previously redeemed or cancelled by the Company, shall be redeemed by the Company at 100% of their principal amount together with all accrued and unpaid interest on the date falling 31 months from the date of the issue of the Convertible Bonds, instead of 24 months from the date of the issue of the Convertible Bonds; and

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

- (c) the original conversion price of the Convertible Bonds of S\$0.0011 under the Convertible Bond Agreement for each Conversion Share shall be changed to S\$0.000825 for each Conversion Share,

(the aforesaid amendments to the Convertible Bond Agreement shall collectively be referred to as the “**Amendments**”).

Save for the Amendments, all other terms and conditions of the Convertible Bond Agreement shall remain intact and shall continue to have full force and effect.

Furthermore, Mr. Lam has, on 18 November 2022 and 21 March 2023, executed two deeds in favour of the Company (the “**Deeds of Waiver**”) whereby he has agreed and undertaken to waive in its entirety, all interest payable under and in accordance with the Convertible Bond Agreement (as amended by the Supplemental Agreement) in respect of the outstanding Convertible Bonds during the Extension Period. For the avoidance of doubt, interest in respect of such Convertible Bonds shall only be payable up to 22 November 2022 (being the initial Maturity Date of the Convertible Bonds). The Deeds of Waiver shall lapse and cease to have any effect in the event that the Extension does not occur for whatever reason.

On 20 January 2023, the Shareholders passed and approved a resolution to ratify, confirm and accept the supplemental agreement dated 18 November 2022 which sets out the terms and conditions of the variations to the Convertible Bond Agreement.

Accordingly, no conversion of the Convertible Bond has taken place as at the Latest Practicable Date.

As at the Latest Practicable Date, there are outstanding Convertible Bonds with principal amount of **HK\$24,060,000** (equivalent to **S\$4,296,428.57**, based on the Agreed Exchange Rate) under the Convertible Bond Agreement and the outstanding Loan with an amount of HK\$6,307,000. The Company intends to use approximately **HK\$8,000,000** (equivalent to **S\$1,428,571.43**, based on the Agreed Exchange Rate) of the Net Proceeds for the partial redemption of the outstanding Convertible Bonds as well as a portion of the Net Proceeds for the partial repayment of the outstanding Loan.

Pursuant to the Irrevocable Undertaking, the Company and the Undertaking Shareholder have agreed that the entire subscription monies payable by (i) Alternus for the Alternus Entitled Rights Shares; and (ii) the Undertaking Shareholder for the LCYTJ Entitled Rights Shares and the LCYTJ Excess Rights Shares, will be set off against the relevant amounts owed by the Company to the Undertaking Shareholder under the outstanding Loan and the Convertible Bonds. Accordingly, both Alternus and the Undertaking Shareholder will not be paying in cash for their subscription.

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- 7. In the section containing the information mentioned in paragraphs 2 to 6 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters, or other placement or selling agents in relation to the offer, and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.**
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Not applicable. The Rights Issue is not underwritten and no placement or selling agent has been appointed by the Company in relation to the Rights Issue.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

INFORMATION ON THE RELEVANT ENTITY

8(a). the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office), and the email address of the relevant entity or a representative of the relevant entity;

Registered office:

Address : Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10
Bermuda

Telephone : 441 295 1443

Facsimile : 441 295 9216

Principal places of business:

Address : **Hong Kong Office**
Unit Room 505, W50
50 Wong Chuk Hang Road
Hong Kong

Telephone : (852) 3101 2800

Facsimile : (852) 3101 2801

Email Address : enquiry@sinocloudgroup.com

Address : **Beijing Office**
8 Building,
No.201 South Hejia Village,
Chaoyang District,
Beijing 100024, China

Telephone : Nil

Facsimile : Nil

Email Address : enquiry@sinocloudgroup.com

Address : **Guiyang Office**
Room B294, Venture Building,
Jinyang Technology Industrial Zone,
Hi-Tech Industrial Development Area, Guiyang, Guizhou,
China

Telephone : (86) 851 84392453

Facsimile : (86) 851 84392453

Email Address : enquiry@sinocloudgroup.com

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8(b). the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;

SinoCloud Group Limited, formerly known as Armarda Group Limited up until 11 August 2015, was incorporated under the laws of Bermuda in 2003. It has received an undertaking from the Ministry of Finance in Bermuda pursuant to the provisions of the Exempted Undertakings Tax Protection Act, 1966. This act exempts the Company and its Shareholders, other than Shareholders ordinarily residing in Bermuda, from any Bermuda taxes computed on profit, income or any capital asset gain or appreciation, or any tax in the nature of estate duty or inheritance tax, at least until year 2035.

The Company was listed on the Catalist of the SGX-ST on 21 May 2004.

The Group started out as an Information Technology (“IT”) and professional services provider focused on serving the PRC banking and financial services industry. In October 2015, the Group expanded its IT-related business to include the provision of IDC services with its acquisition of 63% effective equity interests in Guiyang Zhongdian Gaoxin Digital Technologies Limited (“**Guiyang Zhongdian**”), an IDC asset in the city of Guiyang, Guizhou province, the PRC. Guiyang Zhongdian is principally engaged in the business of operating IDC services, cloud computing and big data services, with a hosting capacity of up to 660 racks. Currently, the Group has an effective equity interest of 60% in Guiyang Zhongdian where the remaining 40% is owned by Guiyang Gaoxin Big Data Fund Company. In view of the business potential of the IDC industry, the Group has focused its efforts and resources in growing and developing its business in the IDC industry.

As at the Latest Practicable Date, the Group has 10 subsidiaries, brief particulars of the principal activities of these subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation and place of business	Effective equity held by the Group (%)
Held by the Company			
SinoCloud Investment Holdings Limited	Investment holding	BVI, Hong Kong	100
Held by SinoCloud Investment Holdings Limited			
SinoCloud Group (HK) Limited	Management services	Hong Kong	100
SinoCloud Assets Management Company Limited	Investment holding	BVI, Hong Kong	100
SinoCloud 01 Limited	Investment holding	BVI, Hong Kong	100
Armarda International Inc	Dormant	BVI, Hong Kong	100
Held by SinoCloud Assets Management Company Limited			
SinoCloud Asset Management Limited	Investment holding	Hong Kong	100
Zhong Yun Shi Dai Data Technology (Beijing) Co., Ltd. (中云时代数据科技(北京)有限公司)	Management services	People's Republic of China	100

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Name of subsidiary	Principal activities	Country of incorporation and place of business	Effective equity held by the Group (%)
Held by SinoCloud 01 Limited			
SinoCloud 01 (HK) Limited	Investment holding	Hong Kong	100
SinoCloud Data (Guiyang) Limited	Investment holding	People's Republic of China	100
Guiyang Zhongdian Gaoxin Digital Technologies Limited (“贵阳中电高新数据科技有限公司”)	Internet data center services	People's Republic of China	60

- 8(c). the general development of the business from the beginning of the period comprising the 3 most recently completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since —
- (i) the end of the most recently completed financial year for which financial statements of the relevant entity have been published; or
 - (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;

The developments in the Group's business in chronological order from the beginning of the period comprising the three (3) most recently completed financial years to the Latest Practicable Date are set out below. The significant developments included in this section have been extracted from the related announcements, interim results announcements and annual reports released by the Company via SGXNET and the information presented herein is correct as at the date of each of the relevant announcements. Shareholders are advised to refer to the public announcements and annual reports released by the Company on SGXNET for further details on these developments.

Key Developments in FY2020

- (a) On 3 July 2019, the Company announced the change of the Company's auditor to Crowe Horwath First Trust LLP, following Shareholders' approval at a special general meeting held.
- (b) On 28 September 2019, the Company announced that its independent auditor, Crowe Horwath First Trust LLP, had, without qualifying its audit opinion, included in the Independent Auditor's Report a material uncertainty related to going concern in the audited financial statement of the Group for the financial period from 1 April 2018 to 30 June 2019.
- (c) On 26 November 2019, the Company entered into two separate loan agreements (“**Loan Agreements**”) with Mr. Lam and Mr. Soo Kok Beng Peter (collectively, the “**Subscribers**”) for the settlement of the amounts due pursuant to convertible bonds of HK\$13,220,160 issued by the Company to the Subscribers in November 2017 (“**Loans**”). Pursuant to the Loan Agreements, the Loans were subject to an interest of 15% and 12% per annum respectively, and shall be repayable by 27 May 2020. The Loans did not have conversion features.

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- (d) On 10 January 2020, the Company announced that Tong Chor Ho, Geng Qiu Sheng, Jin Da Gang and Liu Yong Ning, vendors of China Satellite Mobile Communications Group Limited (“**Vendors**”), had fully repaid the outstanding sum of HK\$29,933,000 to the Company, pursuant to a repayment agreement and a supplemental agreement (collectively, the “**Agreements**”) entered into between the Company and the Vendors in June 2017 and May 2018, respectively. Please refer to the Company’s announcements on 21 June 2017 and 7 May 2018 for further information on the Agreements.
- (e) On 14 February 2020, the Company announced that Mr. Zhang Dai had, on 23 December 2019, resigned as an Executive Director of the Company, all executive positions and directorships in the entities within the Group, and the legal representative of Guiyang Zhongdian (a principal subsidiary of the Company), with effect from 24 March 2020.
- (f) COVID-19 was characterised as a pandemic on 11 March 2020. In response to the pandemic, governments from different countries around the world had implemented containment measures to varying degrees in a bid to curb the spread of the virus. As a result, COVID-19 pandemic created substantial adverse impact on global economy, including the Group’s operations, particularly, the internet data center business in the People’s Republic of China, where participation in government related projects and/or contracts had been put on hold and the Group’s expansion plans were postponed. In addition, COVID-19 pandemic had a significant impact to the Group’s major customers, in particular, their ability to make prompt payments and to adhere to agreed repayment plans. This had adversely affected the Group’s cash flows.
- (g) On 31 March 2020, the Company announced the appointment of Mr. Luk Siu Fung, Mark as an Executive Director and Chief Operating Officer of the Company, with effect from 1 April 2020.

Key Developments in FY2021

- (h) On 18 August 2020, a subsidiary of the Company in Hong Kong entered into a bond subscription agreement with a shareholder of the Company, Mr. Lam, in principal amount of HK\$15,000,000, interest bearing at 6% per annum, and due on 18 August 2021.
- (i) On 30 August 2020, the Company announced that Mr. Lam had, on 27 May 2020, agreed to further extend the repayment date of HK\$10.1 million of the Loans to 30 November 2021.
- (j) On 30 September 2020, the Company announced that its independent auditor, Crowe Horwath First Trust LLP, had, without qualifying its audit opinion, included in the Independent Auditor’s Report a material uncertainty related to going concern in the audited financial statements of the Group for FY2020.
- (k) On 11 October 2020, the Company announced that it had, on 7 October 2020, entered into a convertible bond agreement (the “**Convertible Bond Agreement**”) with Mr. Lam, pursuant to which Mr. Lam agreed to subscribe for a bond in principal amount of up to HK\$31,060,000 (equivalent to S\$5,546,429, at the Agreed Exchange Rate) to be issued by the Company (“**Convertible Bond**”) at a subscription price of 100% of the principal amount of the Convertible Bond, on the terms and subject to the conditions of the Convertible Bond Agreement. The maximum number of conversion shares which may be allotted and issued to Mr. Lam upon the full conversion of the Convertible Bond (“**Conversion Shares**”), including the accrued and unpaid interest up to the maturity date, is 5,647,272,727 new shares, at a conversion price of S\$0.0011 per share (“**Bond Issuance**”). The Bond Issuance was subject to approval by shareholders of the Company at the Special General Meeting to be held on 30 October 2020.

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- (l) On 14 October 2020, the Company issued the Notice of Special General Meeting and despatch of circular to shareholders dated the same, in relation to the Company's proposed passing of the resolutions:
- a. The proposed diversification of the Group's existing business to include the new businesses; and
 - b. proposed issuance of bond in principal amount of up to HK\$31,060,000 to Mr. Lam in discharge and settlement of equivalent sum of the outstanding loans (including any accrued interest) owed by the group to Mr. Lam and Alternus, and the bond is convertible into conversion shares at the conversion price of S\$0.0011 per share.
- (m) On 29 October 2020, the Company announced that Ms. Chu Yin Ling would retire as a director of the Company at the Company's annual general meeting on 30 October 2020. Following her retirement, she will remain as the Chief Financial Officer and Company Secretary, with no change to her day-to-day responsibilities in her executive role in the Company.
- (n) On 30 October 2020, the Company held a special general meeting and obtained the approval of Shareholders for (a) the Bond Issuance, and (b) the proposed diversification of the Group's existing business to include the businesses in the following areas:-
- a. Tourism – investment in and operation of travel agencies, accommodation and transportation services in coaches, yacht and private jet;
 - b. Food and Beverage – investment in and operation of food and beverage outlets (being restaurants, cafes and bars, fast food outlets, catering and bakery) and trading of food and beverage products; and
 - c. Entertainment – investment in and operation of shopping and experience centres, theme parks, nightclubs, e-gaming and e-sports franchise and facilities.
- (o) On 23 November 2020, Mr. Lam subscribed for the full amount of the Convertible Bond of HK\$31.06 million.
- (p) On 24 November 2020, the Company announced that it had received the listing and quotation notice from the SGX-ST for the listing of and quotation for up to 5,647,272,727 Conversion Shares on the Catalist, subject to the Company's compliance with the SGX-ST's listing requirements. The Conversion Shares were to be allotted and issued by the Company to Mr. Lam as and when Mr. Lam converts all or part of the principal amount of the Convertible Bond (including any accrued and unpaid interest) into new Shares.
- (q) On 21 December 2020, the Company announced that it had, on 17 December 2020, entered into a placement agreement ("**Placement Agreement**") with two (2) placees, Mr. Hung Hon Man and Mr. Lam Nan Pan (collectively, the "**Placees**"), to allot and issue an aggregate of 1,567,400,000 Shares to the Placees at an issue price of S\$0.0011 per placement share for an aggregate consideration of S\$1,724,140 ("**Placement**").
- (r) On 24 December 2020, the Company redeemed HK\$3.0 million of the Convertible Bond from Mr. Lam.
- (s) On 11 January 2021, the Company announced that it had completed the Placement, and allotted and issued 1,567,400,000 Shares to the Placees on the same day, in accordance to the Placement Agreement.
- (t) On 18 February 2021, the Company announced that Mr. Chan Andrew Wai Men had relinquished his appointment as Chief Executive Officer of the Company and remained as the Executive Chairman, with effect from 19 February 2021.

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- (u) On 18 February 2021, the Company also announced that Mr. Luk Siu Fung, Mark had been re-designated from the position of Executive Director and Chief Operating Officer of the Company to Executive Director and Chief Executive Officer of the Company, with effect from 19 February 2021.
- (v) On 3 March 2021, the Company announced that it had, on 2 March 2021, entered into a non-binding memorandum of understanding with Mr. Koo Sin Mo, Stephen for the proposed acquisition by the Company from Mr. Koo Sin Mo, Stephen of 52.4% equity interest held by him, directly and indirectly, in UniVision Engineering Limited.
- (w) On 7 June 2021, the Company announced that the non-binding memorandum of understanding entered into between the Company and Mr. Koo Sin Mo, Stephen on 2 March 2021 had lapsed, and the parties had no intentions to extend the expiry date.
- (x) On 24 June 2021, the Company announced that the cessation of Mr. Luk Siu Fung, Mark as Executive Director and Chief Executive Officer of the Company with effect from 25 June 2021.

Key Developments in FY2022

- (y) On 29 July 2021, the Company announced the resignation of Ms. Chu Yin Ling, Karen as the Chief Financial Officer and Company Secretary of the Company with effect from 31 July 2021.
- (z) On 4 August 2021, the Company announced the appointment of Ms. Fong Ho Yan as Company Secretary of the Company with effect from the same day.
- (aa) On 12 August 2021, the Company announced the appointment of Mr. Lam Chun Hei, Justin as an Executive Director and Chief Operating Officer of the Company with effect from the same day.
- (ab) On 13 October 2021, the Company announced that its independent auditor, Crowe Horwath First Trust LLP, had issued a disclaimer of opinion on the Group's audited financial statements for FY2021. In addition, without modifying its opinion, the Independent Auditor had also highlighted in the Independent Auditor's Report a material uncertainty related to going concern.
- (ac) On 1 November 2021, the Company announced the appointment of Mr. Yip Chun On as the Chief Financial Officer of the Company, with effect from 2 November 2021.
- (ad) On 6 April 2022, the Company announced that it was informed by its controlling shareholder, Mr. Lam, that on 5 April 2022, he and Alternus had, on 4 April 2022, sold an aggregate of 3,437,557,250 shares of the Company to Mr. Zhang Dai.

Key Developments in FY2023 9M up to the Latest Practicable Date

- (ae) On 30 September 2022, the Company announced that it was proposing to seek Shareholders' approval to undertake the Share Consolidation, pursuant to which every one hundred (100) existing Shares held by Shareholders as at the record date of the Share Consolidation will be consolidated into one (1) Share, fractional entitlements to be disregarded. The Share Consolidation was to be undertaken immediately prior to the Rights Issue.
- (af) On 30 September 2022, the Company announced that it was proposing to carry out the Rights Issue and that it would be seeking approval from the Shareholders for, among others, the allotment and issue of the Rights Shares at the SGM. The Rights Issue would only be undertaken after and is conditional upon the completion of the Share Consolidation.

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- (ag) On 18 November 2022, the Company announced that the Company had entered into a conditional supplemental agreement to the Convertible Bond Agreement to amend and vary certain terms of the Convertible Bond Agreement (“**Supplemental Agreement**”), which includes, amongst others, (i) extending the maturity date of the Convertible Bonds from 22 November 2022 to 22 March 2023; and (ii) amending the conversion price of the Convertible Bonds.
- (ah) On 29 November 2022, the Company announced that its independent auditor, Crowe Horwath First Trust LLP, had issued a disclaimer of opinion on the Group’s audited financial statements for FY2022. Please refer to the Risks Factor entitled “*The Company’s independent auditors had issued the Disclaimer of Opinion in respect of the audited consolidated financial statements of the Group and the Company for FY2022*” on page 84 of this Offer Information Statement, for further information.
- (ai) On 20 January 2023, the Company held the SGM and obtained Shareholders’ approval on the following:
- a. the Share Consolidation;
 - b. the Rights Issue;
 - c. the potential transfer of controlling interest in the Company to Mr. Lam arising from the issue of the Rights Shares pursuant to the Irrevocable Undertaking; and
 - d. the proposed variation to the terms of the Convertible Bond Agreement (as amended by a supplemental agreement) between Mr. Lam and the Company.
- (aj) On 22 March 2023, the Company announced that it had, on 21 March 2023, entered into a second conditional supplemental agreement to the Convertible Bond Agreement to amend and further extend the maturity date of the Convertible Bonds from 22 March 2023 to 22 June 2023.
- (ak) On 6 April 2023, the Company announced that the Share Consolidation had been completed and every hundred (100) existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the record date of the Share Consolidation had been consolidated into one (1) Share, and any fractions of a Share arising from the Share Consolidation had been disregarded.

8(d). the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing —

- (i) **in the case of the equity capital, the issued capital; or**
 - (ii) **in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;**
-

As at the Latest Practicable Date, the equity capital of the Company is as follows:

Issued and Paid-Up Share Capital	:	HK\$15,878,070.62
Number of issued Shares (excluding treasury shares)	:	158,780,706
Number of treasury shares	:	Nil
Loan Capital	:	HK\$24,060,000 (6% interest per annum)

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8(e). where —

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or
- (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;

The interests of the Substantial Shareholders in the Shares as at Latest Practicable Date, as recorded in the Register of Substantial Shareholders maintained by the Company are as follows:

	As at the Latest Practicable Date ⁽¹⁾			
	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
Substantial Shareholders (Other than Directors)				
Mr. Zhang Dai	36,975,572	23.29	–	–
Mr. Lam Cho Ying Terence Joe	935,731	0.59	7,837,000 ⁽²⁾	4.94
Alternus Capital Holdings Limited	7,837,000	4.94	–	–
Ms. Xu Hong Na	9,462,490	5.96	–	–

Notes:

- ⁽¹⁾ The issued and paid-up share capital of the Company as at the Latest Practicable Date comprises 158,780,706 Shares (excluding treasury shares).
- ⁽²⁾ Mr. Lam is deemed to be interested in the 7,837,000 Shares held by Alternus by virtue of Section 4 of the SFA.

8(f). any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group; or

Save as disclosed at paragraph 6 of the independent auditor’s report on page 64 of the Company’s annual report for FY2022 and as further described below, as at the date of lodgement of this Offer Information Statement, the Directors are not aware of any legal or arbitration proceedings pending or threatened or known to be contemplated by or against the Group which might or which have had in the 12 months immediately preceding the date of this Offer Information Statement, a material effect on the financial position or the profitability of the Company or the Group taken as a whole or of any facts likely to give rise to such litigation or arbitration claim.

In August 2022, the Company’s 60%-owned subsidiary, Guiyang Zhongdian was named as a co-defendant together with up to six (6) other parties in eight (8) legal proceedings commenced by a microfinance company (连云港市创亿科技小额贷款股份有限公司) in the PRC (collectively, the “**PRC Legal Proceedings**”). One of the other co-defendants in the PRC Legal Proceedings is Mr. Zhang Dai, the legal representative of Guiyang Zhongdian and a controlling shareholder of the Company. The PRC Legal Proceedings relate to enforcement of loans granted by the aforesaid microfinance company for which Guiyang Zhongdian, whilst not the borrower, has provided corporate guarantees. Guiyang Zhongdian is currently ascertaining the aggregate value and status of the claims and the Company will provide an update on the same as soon as possible via SGXNET.

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With respect to two (2) other legal proceedings, in which (i) the plaintiff (上海灿宏钢铁有限公司) commenced a legal proceeding in the PRC in April 2017 against eight (8) defendants including Guiyang Zhongdian relating to a dispute concerning a contractual loan, and (ii) another plaintiff (四川大爱劳务有限公司) commenced a legal proceeding in the PRC in July 2019 against Guiyang Zhongdian relating to a dispute concerning an agreement for a construction project, the Company is not aware of any updates on the aforesaid legal proceedings as at the date of this Offer Information Statement. The Company will provide updates on the same via SGXNET as and when there are any material developments.

8(g). where any securities, securities-based derivatives contracts or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date —

- (i) if the securities, securities-based derivatives contracts or equity interests have been issued for cash, state the prices at which the securities or securities-based derivatives contracts have been issued and the number of securities, securities-based derivatives contracts or equity interests issued at each price; or**
- (ii) if the securities, securities-based derivatives contracts or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities, securities-based derivatives contracts or equity interests;**

-
- (i) No securities or equity interests of the Company have been issued for cash within the 12 months immediately preceding the Latest Practicable Date.
 - (ii) No securities or equity interests of the Company have been issued for services within the 12 months immediately preceding the Latest Practicable Date.

8(h). a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

Save for the Supplemental Agreements entered into between the Company and the Undertaking Shareholder on 18 November 2022 and 21 March 2023, in respect of the Convertible Bond Agreement Variation, neither the Company nor any of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two (2) years immediately preceding the date of lodgement of this Offer Information Statement.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

OPERATING RESULTS

1. Provide selected data from —

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recently completed financial years) for which that statement has been published; and
- (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.

The audited consolidated statement of profit and loss and other comprehensive income of the Group for FY2020, FY2021, and FY2022 and the unaudited consolidated statement of profit and loss and other comprehensive income of the Group for FY2023 9M and for FY2022 9M are set out below:

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Audited			Unaudited	
	FY2020 HK\$'000	FY2021 HK\$'000	FY2022 HK\$'000	FY2022 9M HK\$'000	FY2023 9M HK\$'000
Revenue	33,253	9,680	13,445	10,267	6,147
Amortisation of intangible assets	(3,101)	—	—	—	—
Depreciation of property, plant and equipment	(7,633)	(5,732)	(5,556)	(4,107)	(2,210)
Depreciation of right-of-use asset	(2,572)	(2,451)	(2,289)	(1,731)	(1,060)
(Impairment loss)/Reversal of financial assets and contract assets	(58,158)	630	353	9,122	129
Impairment loss of intangible assets	(124,779)	—	—	—	—
Impairment loss of property, plant and equipment	—	—	(140,936)	—	—
Impairment loss of prepayment	—	(235)	(20,665)	—	—
Fair value loss on derivative asset	—	—	(3,200)	—	—
Bandwidth fees	(6,842)	(3,674)	(1,788)	(1,759)	(197)
Employee benefits expenses	(4,491)	(2,220)	(3,927)	(2,830)	(1,873)
Other income	731	2,258	14,726	—	246
Other expenses	(11,597)	(11,355)	(8,457)	(6,654)	(7,654)
Foreign exchange (loss)/gain	(572)	1,071	(377)	(10)	(46)
Finance costs – interest expenses	(8,536)	(7,988)	(7,702)	(5,735)	(4,642)
Loss before tax	(194,297)	(20,016)	(166,373)	(3,437)	(11,160)
Income tax credit	3,080	2,918	—	—	—
Loss for the financial year/period	(191,217)	(17,098)	(166,373)	(3,437)	(11,160)

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	Audited			Unaudited	
	FY2020 HK\$'000	FY2021 HK\$'000	FY2022 HK\$'000	FY2022 9M HK\$'000	FY2023 9M HK\$'000
Other comprehensive (loss)/income					
<i>Items that may be reclassified subsequently to profit or loss</i>					
Currency translation differences arising from consolidation	(6,592)	12,305	2,730	2,553	1,830
Other comprehensive (loss)/income for the financial year/period, net of tax	(6,592)	12,305	2,730	2,553	1,830
Total comprehensive (loss)/income for the financial year/period	(197,809)	(4,793)	(163,643)	(884)	(9,330)
(Loss)/profit attributable to:					
Equity holders of the Company	(105,385)	(13,278)	(103,759)	(5,759)	(10,122)
Non-controlling interests	(85,832)	(3,820)	(62,614)	2,322	(1,038)
	(191,217)	(17,098)	(166,373)	(3,437)	(11,160)
Total comprehensive (loss)/income attributable to:					
Equity holders of the Company	(109,826)	(4,253)	(102,514)	(4,373)	(8,609)
Non-controlling interests	(87,983)	(540)	(61,129)	3,489	(721)
	(197,809)	(4,793)	(163,643)	(884)	(9,330)
LPS (HK\$ cents)					
Basic	(0.74)	(0.09)	(0.65)	(0.036)	(0.064)

2. The data mentioned in paragraph 1 of this Part must include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and must in addition include the following items:
- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;
 - (b) earnings or loss per share;
 - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

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	Unaudited		Audited		
	FY2023 9M	FY2022 9M	FY2022	FY2021	FY2020
Dividend per Share (cents)	Nil	Nil	Nil	Nil	Nil
LPS before the Rights Issue (cents)	(0.064)	(0.036)	(0.650)	(0.090)	(0.740)
LPS after adjusting for the Rights Issue under the Maximum Subscription Scenario	(0.053)	(0.030)	(0.545)	(0.074)	(0.605)
LPS after adjusting for the Rights Issue under the Minimum Subscription Scenario	(0.058)	(0.033)	(0.593)	(0.080)	(0.663)

Notes:

- (1) LPS has been computed based on the Group's loss attributable to equity holders of the Company for the respective financial years/period and the weighted average number of Shares in issue for the respective financial years/period.
- (2) For the calculation of LPS after the Rights Issue, it is assumed that:
 - (a) the number of Rights Shares is 79,390,353 new Shares under the Maximum Subscription Scenario and 35,897,435 new Shares under the Minimum Subscription Scenario;
 - (b) the Share Consolidation has taken place at the beginning of each financial year/period; and
 - (c) the Rights Shares have been issued at the beginning of each financial year/period and no income/loss contribution from the proceeds of the Rights Issue has been taken into consideration, as the transaction costs will be charged to equity.

3. Despite paragraph 1 of this Part, where —

- (a) **unaudited financial statements of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the unaudited consolidated financial statements of the relevant entity or unaudited combined financial statements of the group, have been published in respect of the most recently completed financial year; and**
- (b) **the audited financial statements for that year are unavailable,**

the data mentioned in paragraph 1 of this Part in respect of the most recently completed financial year may be provided from such unaudited financial statements, if the directors or equivalent persons of the relevant entity include a statement in the offer information statement that to the best of their knowledge, they are not aware of any reason which could cause the unaudited financial statements to be significantly different from the audited financial statements for the most recently completed financial year.

Not applicable. The audited financial statements in respect of the most recently completed financial year have been published and are made available on the SGX-ST's website at <http://www.sgx.com/>.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

4. In respect of —

- (a) each financial year (being one of the 3 most recently completed financial years) for which financial statements have been published; and
- (b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

Save as disclosed below and in this Offer Information Statement, the Directors are not aware of any significant factor, including any unusual or infrequent event or new development which materially affected the profit or loss before tax of the Group. A summary of the operations, business and financial performance of the Group for FY2020, FY2021, FY2022, FY2022 9M and FY2023 9M is set out below.

Please note that all numerical figures are approximate as they have been rounded to the nearest thousand or nearest one decimal place, as the case may be.

FY2021 as compared against FY2020

The Group's revenue decreased by 70.9%, from HK\$33.3 million for FY2020 to HK\$9.7 million for FY2021. The decrease in revenue was mainly due to a decrease in customer demand and service fee reduction, as well as derecognition of revenue due to the unforeseen repayable for the consideration for certain customers, largely attributable to the lockdown in China caused by the COVID-19 pandemic.

Amortisation of intangible assets was nil in FY2021 (FY2020: HK\$3.1 million), as the intangible assets relating to the Company's acquisition of SinoCloud 01 Limited in 2015, had been fully amortised in FY2020.

Depreciation of property, plant and equipment ("PPE") decreased by HK\$1.9 million, from HK\$7.6 million in FY2020 to HK\$5.7 million in FY2021, as a result of the full depreciation of certain PPE.

Depreciation of right-of-use assets amounted to HK\$2.5 million in FY2021 (FY2020: HK\$2.6 million). The Company adopted IFRS 16 Leases in FY2020. The decrease during FY2021 was due to reassessment of lease liabilities and right-of-use assets during FY2021.

Reversal of financial assets of HK\$0.6 million in FY2021 relates to reversal of impairment loss of financial assets due to debt recovery from customers. Impairment loss of financial assets of HK\$58.2 million in FY2020 represented the trade receivables and contract assets exposed to credit risk identified during the year based on an Expected Credit Losses (ECL) model. The Group uses qualitative and quantitative information like historical credit loss experience, profile of customers and historical repayment trends and adjusted with forward-looking factors, to assess the ECL for individual customers/counterparties.

Impairment loss of intangible assets which relates to impairment of goodwill, was nil for FY2021 (FY2020: HK\$124.8 million), as the goodwill was fully impaired in FY2020.

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Impairment loss of prepayment of HK\$0.2 million for FY2021 (FY2020: Nil) relates to the prepayment to a contractor that ceased business during FY2021.

Bandwidth fees decreased by HK\$3.1 million, from HK\$6.8 million in FY2020 to HK\$3.7 million in FY2021, as a result of decrease in demand for the IDC services during FY2021.

Employee benefits expenses decreased by HK\$2.3 million to HK\$2.2 million in FY2021, from HK\$4.5 million in FY2020, mainly due to certain cost savings measures implemented within the Group.

Other income of HK\$2.3 million in FY2021 mainly comprised (i) waiver of liabilities of HK\$1.1 million attributable to waiver of remuneration accrued and unpaid to the directors of the Company and management fee to other vendor, arising from cost saving measures implemented within the Group; (ii) reversal of provision for warranty of HK\$0.9 million due to expiry of service warranty period; and (iii) fair value gain on derivative financial instruments of HK\$0.2 million. Other income of HK\$0.7 million in FY2020 mainly related to waiver of remuneration accrued and unpaid to directors of the Company, arising from cost saving measures implemented within the Group.

Other expenses, comprising primarily office overhead, legal and professional fee and utility service fee, decreased by HK\$0.2 million, from HK\$11.6 million in FY2020 to HK\$11.4 million in FY2021, mainly due to the decrease in utility service fee as well as office overhead.

Foreign exchange gain was HK\$1.1 million in FY2021 (FY2020: foreign exchange loss of HK\$0.6 million), mainly due to the appreciation of the Renminbi (“RMB”) against the Hong Kong Dollar (“HKD”) in FY2021.

Finance costs decreased by HK\$0.5 million, from HK\$8.5 million in FY2020 to HK\$8.0 million in FY2021. The decrease was mainly due to restructuring of certain loans from shareholders of the Company to redeemable convertible bond, and rollover of a loan from bank with lower interest rates.

Income tax credit amounted to HK\$2.9 million in FY2021 (FY2020: HK\$3.1 million), mainly due to reversal of deferral tax assets during the financial year.

As a result of the aforesaid, the Group's loss for the financial year decreased from HK\$191.2 million in FY2020 to HK\$17.1 million in FY2021.

FY2022 as compared against FY2021

Revenue increased by HK\$3.8 million, from HK\$9.7 million in FY2021 to HK\$13.5 million in FY2022, due to increase in customer demand mainly from the government sector during FY2022.

Depreciation of PPE decreased by HK\$0.1 million, from HK\$5.7 million in FY2021 to HK\$5.6 million in FY2022, as a result of the full depreciation of respective PPE.

Depreciation of right-of-use assets amounted to HK\$2.3 million in FY2022 (FY2021: HK\$2.5 million). The decrease during FY2022 was due to reassessment of lease liabilities and right-of use assets as at 30 June 2021.

Reversal of financial assets of HK\$0.3 million in FY2022 (FY2021: HK\$0.6 million) relates to reversal of impairment loss of financial assets due to debt recovery from customers.

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Impairment loss of PPE of HK\$140.9 million and impairment loss of financial assets of HK\$20.7 million for FY2022, represented the corresponding assets impaired as a result of termination of development of the expansion of hosting capacity of the IDC in Guiyang, Guizhou province in the PRC, including the construction of additional 1,500 racks, and the construction of a call center to improve response time to customers and related software development (“**Expansion Project**”).

Fair value loss on derivative asset of HK\$3.2 million for FY2022 (FY2021: Nil) relates to movement of the Company’s redemption option for the Convertible Bonds during FY2022.

Bandwidth fees decreased by HK\$1.9 million, from HK\$3.7 million in FY2021 to HK\$1.8 million in FY2022, as a result of termination of excess broadband services during FY2022.

Employee benefits expenses increased by HK\$1.7 million to HK\$3.9 million in FY2022, from HK\$2.2 million in FY2021, mainly due to the increase in hiring of staff to fulfil a government bureau hosting project during FY2022.

Other income of HK\$14.7 million in FY2022 relates to (i) utilisation of prepayment made to a vendor previously amounting to HK\$8.9 million, fully impaired to offset against trade payables owing to the same party (an agreement was signed by the Group with the vendor on the aforementioned offset of prepayment against the outstanding trade payable owed to the vendor), and (ii) waiver of liabilities of HK\$5.8 million from various suppliers of the Group arising from cost saving measures implemented within the Group.

Other expenses, comprising primarily of office overhead, operating lease expenses, legal and professional fee and utility service fee, decreased by HK\$2.9 million, from HK\$11.4 million in FY2021 to HK\$8.5 million in FY2022, mainly due to the decrease in utility service fee as well as office overhead.

Foreign exchange loss was HK\$0.4 million in FY2022 (FY2021: foreign exchange gain of HK\$1.1 million), mainly due to the appreciation of RMB against HKD in FY2022 (FY2021: depreciation of RMB against HKD in FY2021).

Finance costs decreased by HK\$0.3 million, from HK\$8.0 million in FY2021 to HK\$7.7 million in FY2022, mainly due to restructuring of certain loans from a shareholder of the Company to redeemable convertible bonds.

There was no income tax reported in FY2022 as there was no assessable profit generated during the year. Income tax credit amounted to HK\$2.9 million in FY2021, due to reversal of deferred tax during FY2021.

As a result of the aforesaid, the Group recorded a loss after tax of HK\$166.3 million in FY2022 (FY2021: loss after tax of HK\$17.1 million).

FY2023 9M as compared against FY2022 9M

Revenue decreased by HK\$4.1 million, from HK\$10.3 million in FY2022 9M to HK\$6.2 million in FY2023 9M. The decrease in revenue was mainly due to decrease in customer demand and deferral of service renewal, largely attributable to the post-COVID-19 pandemic situation and the policy or measures previously implemented to contain it in China.

Depreciation of PPE decreased by HK\$1.9 million, from HK\$4.1 million in FY2022 9M to HK\$2.2 million in FY2023 9M, as a result of the full depreciation of certain PPE.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Depreciation of right-of-use assets amounted to HK\$1.1 million in FY2023 9M (FY2022 9M: HK\$1.7 million). The decrease was due to reassessment of lease liabilities and right-of use assets as at 30 June 2022.

Reversal of financial assets of (i) HK\$0.1 million in FY2023 9M, was mainly related to debt recovery from customers, and (ii) HK\$9.1 million in FY2022 9M, of which HK\$8.9 million was attributable to the utilisation of prepayment made to a vendor previously, fully impaired to offset against trade payables owing to the same party during FY2022 9M. An agreement was signed by the Group with the vendor on the aforementioned offset of prepayment against the outstanding trade payable owed to the vendor.

Bandwidth fees decreased by HK\$1.6 million, from HK\$1.8 million in FY2022 9M to HK\$0.2 million in FY2023 9M, as a result of the termination of broadband service from a service provider during FY2022 9M.

Employee benefits expenses decreased by HK\$0.9 million, from HK\$2.8 million in FY2022 9M to HK\$1.9 million in FY2023 9M, mainly due to the reduction in the number of staff to fulfill a government bureau hosting project during FY2023 9M.

Other income of HK\$0.2 million in FY2023 9M (FY2022 9M: Nil) relates to government grant received by Guiyang Zhongdian during FY2023 9M.

Other expenses, comprising primarily of office overheads, legal and professional fees and utility service fees, increased by HK\$1.0 million, from HK\$6.7 million in FY2022 9M to HK\$7.7 million in FY2023 9M, mainly due to an increase in utility service fees during FY2023 9M.

Foreign exchange loss increased by HK\$36,000, from HK\$10,000 in FY2022 9M to HK\$46,000 in FY2023 9M, mainly due to the depreciation of RMB against HKD.

Finance costs decreased by HK\$1.1 million, from HK\$5.7 million in FY2022 9M to HK\$4.6 million in FY2023 9M. The decrease was mainly due to a decrease in interest expense recognised on the Convertible Bonds and lease liabilities during FY2023 9M, partially offset by an increase in interest expense on loans from the Undertaking Shareholder during FY2023 9M.

There was no income tax reported in FY2023 9M and FY2022 9M as there were no assessable profit generated during both financial periods.

As a result of the aforesaid, the Group recorded a loss after tax of HK\$11.2 million in FY2023 9M (FY2022 9M: loss after tax of HK\$3.4 million).

FINANCIAL POSITION

- 5. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of —**
- (a) the most recently completed financial year for which audited financial statements have been published; or**
 - (b) if interim financial statements have been published for any subsequent period, that period.**
-

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

The audited consolidated statement of financial position of the Group as at 30 June 2022 and the unaudited consolidated statement of financial position of the Group as at 31 March 2023 are set out below:

	Unaudited As at 31 March 2023 HK\$'000	Audited As at 30 June 2022 HK\$'000
Current assets		
Trade and other receivables	3,834	9,152
Derivative asset	1,733	1,733
Cash and bank balances	538	150
Total current assets	<u>6,105</u>	<u>11,035</u>
Non-current assets		
Property, plant and equipment	43,769	47,080
Right-of-use asset	16,133	17,664
Deferred tax assets	11,966	11,966
Total non-current assets	<u>71,868</u>	<u>76,710</u>
Total assets	<u>77,973</u>	<u>87,745</u>
Current liabilities		
Trade and other payables	26,680	30,306
Contract liabilities	195	584
Borrowings	10,858	4,671
Redeemable convertible bond	24,060	23,638
Income tax payable	8,384	8,413
Total current liabilities	<u>70,177</u>	<u>67,612</u>
Non-current liabilities		
Borrowings	–	4,584
Lease liabilities	58,345	56,768
Total non-current liabilities	<u>58,345</u>	<u>61,352</u>
Total liabilities	<u>128,522</u>	<u>128,964</u>
Capital and reserves attributable to equity holders of the Company		
Share capital	15,878	15,878
Share premium	481,352	481,352
Contributed surplus	16,456	16,456
Translation reserve	7,001	5,488
Statutory reserve	7,066	7,066
Revaluation reserve	98	98
Other reserves	22,384	22,384
Accumulated losses	(522,933)	(512,811)
	<u>27,302</u>	<u>35,911</u>
Non-controlling interests	(77,851)	(77,130)
Total equity	<u>(50,549)</u>	<u>(41,219)</u>
Total liabilities and equity	<u>77,973</u>	<u>87,745</u>

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

6. The data mentioned in paragraph 5 of this Part must include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and must in addition include the following items:
- (a) number of shares after any adjustment to reflect the sale of new securities or securities-based derivatives contracts;
 - (b) net assets or liabilities per share;
 - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

The financial effects of the Rights Issue on the NAV per Share are presented purely for illustrative purposes only and does not purport to be indicative or a projection of the actual results and financial position of the Company and/or the Group immediately after completion of the Rights Issue.

The following financial effects is based on the assumption that the expenses that may be incurred in connection with the Rights Issue has been disregarded.

	Unaudited As at 31 March 2023	Audited As at 30 June 2022
<u>Before the Rights Issue</u>		
Number of Shares	158,780,706	158,780,706
NAV per Share (HK\$ cents)	0.17	0.23
<u>After the Rights Issue (Minimum Scenario)</u>		
Number of Shares	194,678,141	194,678,141
NAV per Share (HK\$ cents)	0.14	0.18
<u>After the Rights Issue (Maximum Scenario)</u>		
Number of Shares ('000)	238,171,059	238,171,059
NAV per Share (HK\$ cents)	0.11	0.15

LIQUIDITY AND CAPITAL RESOURCES

7. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of —
- (a) the most recently completed financial year for which financial statements have been published; and
 - (b) if interim financial statements have been published for any subsequent period, that period.
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SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

The audited consolidated statement of cash flow of the Group for FY2022 and the unaudited consolidated statement of cash flow of the Group for FY2023 9M are set out below:

	Unaudited FY2023 9M HK\$'000	Audited FY2022 HK\$'000
Cash flows from operating activities		
Loss before tax	(11,160)	(166,373)
Adjustments:		
Depreciation of property, plant and equipment	2,210	5,556
Depreciation of right-of-use assets	1,060	2,289
Bad debt written off	–	359
Waiver of liabilities	–	(5,813)
Reversal for impairment of financial assets and contract assets	(129)	(353)
Reversal for impairment of prepayment	–	(8,898)
Impairment loss of property, plant and equipment	–	140,936
Impairment loss of prepayment	–	20,665
Fair value loss on derivative asset	–	3,200
Interest expenses	4,642	7,702
Operating loss before working capital changes	(3,377)	(730)
Trade and other receivables	1,219	3,135
Trade and other payables	(3,626)	(4,478)
Contract liabilities	(389)	(2,129)
Cash used in operations	(6,173)	(4,202)
Interest paid	(753)	(1,977)
Net used in operating activities	(6,926)	(6,179)
Cash flows from investing activities		
Payments to purchase property, plant and equipment, representing net cash used investing activities	–	(748)
Cash flows from financing activities		
Proceeds from borrowings	1,723	4,584
Advances from directors, net	–	249
Advances from related parties, net	3,262	1,787
Net cash from financing activities	4,985	6,620
Net decrease in cash and bank balances	(1,941)	(307)
Cash and bank balances at beginning of the financial period/year	150	461
Effects of exchange rate changes in cash and bank balances	2,329	(4)
Cash and bank balances at end of the financial period/year	538	150

Please note that all numerical figures are approximate as they have been rounded to the nearest thousand or nearest one decimal place, as the case may be.

FY2023 9M

Net cash used in operating activities in FY2023 9M amounted to HK\$6.9 million. This was mainly due to (i) operating loss before working capital changes of HK\$3.4 million, (ii) decrease in trade and other payables of HK\$3.6 million, (iii) decrease in contract liabilities of HK\$0.4 million, and (iv) interest paid of HK\$0.7 million, partially offset by decrease in trade and other receivables of HK\$1.2 million.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

There was no net cash from or used in investing activities in FY2023 9M.

Net cash generated from financing activities amounted to HK\$5.0 million in FY2023 9M, due to net repayment from related parties of HK\$3.3 million, and an advance from Undertaking Shareholder of HK\$1.7 million.

As a result of the above and the effect of exchange rate changes in cash and cash equivalents of HK\$2.3 million, the Group's cash and cash equivalents increased from HK\$0.2 million as at 30 June 2022 to HK\$0.5 million as at 31 March 2023.

FY2022

Net cash used in operating activities in FY2022 amounted to HK\$6.2 million. This was mainly due to (i) operating loss before working capital changes of HK\$0.7 million, (ii) decrease in trade and other payables of HK\$4.5 million, (iii) decrease in contract liabilities of HK\$2.1 million, and (iv) interest paid of HK\$2.0 million, partially offset by decrease in trade and other receivables of HK\$3.1 million.

Net cash used in investing activities in FY2022 of HK\$0.7 million was due to payments to purchase of property, plant and equipment during FY2022.

Net cash from financing activities amounted to HK\$6.6 million in FY2022, due to (i) advance from a shareholder of HK\$4.6 million, (ii) net advances from directors of HK\$0.2 million, and net advances from related parties of HK\$1.8 million.

As a result of the above, the Group's cash and cash equivalents decreased from HK\$0.5 million as at 30 June 2021 to HK\$0.2 million as at 30 June 2022.

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- 8. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided. When ascertaining whether working capital is sufficient, any financing facilities which are not available as at the date of lodgement of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.**
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Please see the disclosure on on-going legal proceedings at paragraph 8(f) on page 48 of this Offer Information Statement and the Risks Factors entitled "*The Group could be subject to costs, as well as claims, litigation or other potential liabilities, in connection with risks associated with the security of its data center, among others*" and "*The Company's independent auditors had issued the Disclaimer of Opinion in respect of the audited consolidated financial statements of the Group and the Company for FY2022*" on pages 80 and 84 respectively of this Offer Information Statement.

In the reasonable opinion of the Directors, barring unforeseen circumstances and subject to the aforesaid disclosures, as at the date of lodgement of this Offer Information Statement, after taking into consideration the Group's internal resources, operating cash flows, present credit facilities and the continued financial support from the Undertaking Shareholder, the working capital available to the Group is sufficient for at least the next 12 months.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

9. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity, provide —
- (a) a statement of that fact;
 - (b) details of the credit arrangement or bank loan; and
 - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).
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To the best knowledge of the Directors at the Latest Practicable Date, the Directors are not aware of any breach of any terms and conditions or covenants associated with any arrangement or bank loan by any entity in the Group of any terms and conditions or covenants associated with any credit arrangement or bank loan, which could materially affect the Company and the Group's financial position and results or business operations, or the investments by holders of securities in the Company and the Group.

TREND INFORMATION AND PROFIT FORECAST OR PROFIT ESTIMATE

10. Discuss —
- (a) the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, for the next 12 months from the latest practicable date; and
 - (b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.
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The discussion on the business and financial prospects of the Group as set out herein may contain forward-looking statements, and are subject to certain risks and uncertainties. Please refer to the section entitled "**Cautionary Note on Forward-Looking Statements**" of this Offer Information Statement for further details.

Save as disclosed below, in this Offer Information Statement, the Company's annual reports, circulars and public announcements, and barring unforeseen circumstances, the Directors are not aware of any known trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Business and Financial Prospects of the Group

In the first quarter of FY2023, the prolonged spread of COVID-19 coupled with the lockdown policy in the PRC had seriously affected the daily operation of the Group's IDC in the Guiyang province of the PRC. Although the PRC government had announced the relaxation of epidemic prevention restrictions in December 2022, the COVID-19 infection rate in the PRC then continued to rise rapidly, and in turn affected the business of the Group's IDC. Notwithstanding, the Group is optimistic that market conditions in the PRC will recover in the second half of FY2023 onwards. The Group will continue to exercise prudence in non-essential capital and operating expenditure, to strengthen its financial position.

The Company will continue to provide timely updates to Shareholders should there be any material development affecting the Group's business and operations.

Please refer to "**Appendix A – Risks Factors**" to this Offer Information Statement for the risks factors. For the avoidance of doubt, the risk factors set out in the "**Appendix A – Risks Factors**" to this Offer Information Statement are only summaries, and they are not an exhaustive description, of all uncertainties, demands, commitments or events. There may be additional uncertainties, demands, commitments or events not presently known to the Group or that the Group may currently deem immaterial, which could affect its business, financial condition, results of operations and prospects.

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- 11. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**
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Not applicable. There is no profit forecast disclosed.

- 12. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**
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Not applicable. There is no profit forecast or profit estimate disclosed.

- 13. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions mentioned in paragraph 12 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**
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Not applicable. There is no profit forecast disclosed.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

14. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement mentioned in paragraph 13 of this Part —
- (a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. There is no profit forecast disclosed.

15. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement mentioned in paragraph 13 of this Part —
- (a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of an examination by that issue manager or person of the evidence supporting the assumptions mentioned in paragraph 12 of this Part, to the effect that no matter has come to the attention of that issue manager or person which gives that issue manager or person reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. There is no profit forecast disclosed.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

SIGNIFICANT CHANGES

16. Disclose any event that has occurred from the end of —
- (a) the most recently completed financial year for which financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period, to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate statement to that effect.
-

Save as disclosed in this Offer Information Statement, the Company's annual reports, circulars and in the public announcements made by the Company via SGXNET, the Directors are not aware of any event which has occurred since 31 March 2023 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

MEANING OF "PUBLISHED"

17. In this Part, "published" includes publication in a prospectus, in an annual report or on the SGXNET.
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Noted.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 6: THE OFFER AND LISTING

OFFER AND LISTING DETAILS

1. **Indicate the price at which the securities or securities-based derivatives contracts are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, state the method by which the offer price is to be determined and explain how the relevant entity will inform investors of the final offer price.**
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The Issue Price for each Rights Share is S\$0.05, payable in full on acceptance of all or part of a provisional allotment of Right Shares and, if applicable, on the application for excess Rights Shares.

The expenses incurred in respect of the Rights Issue will not be specifically charged to subscribers or Purchasers of the Rights Shares. The expenses associated with the Rights Issue will be deducted from the gross proceeds received by the Company from the Rights Issue.

However, a non-refundable administrative fee will be charged by the Participating Bank for each Electronic Application made through the ATMs of the Participating Bank. Such administrative fee shall be borne by the subscribers or Purchasers of the Rights Shares.

2. **If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**
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Not applicable. The Shares currently are, and the Right Shares will be, listed, quoted and traded on the Catalist of the SGX-ST.

3. **If —**
- (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered; and**
 - (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived, indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**
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Not applicable. None of the Shareholders have pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of the Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the sections entitled "*Eligibility of Shareholders to Participate in the Rights Issue*" and "*Offering, Selling and Transfer Restrictions*" of this Offer Information Statement for further details.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

4. If securities or securities-based derivatives contracts of the same class as those securities or securities-based derivatives contracts being offered are listed for quotation on any approved exchange —
- (a) in a case where the firstmentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the firstmentioned securities or securities-based derivatives contracts —
 - (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
 - (b) in a case where the first mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first mentioned securities or securities-based derivatives contracts —
 - (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
 - (c) disclose any significant trading suspension that has occurred on the approved exchange during the 3 years immediately preceding the latest practicable date or, if the securities or securities-based derivatives contracts have been listed for quotation for less than 3 years, during the period from the date on which the securities or securities-based derivatives contracts were first listed to the latest practicable date; and
 - (d) disclose information on any lack of liquidity, if the securities or securities-based derivatives contracts are not regularly traded on the approved exchange.
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SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

- (a) The price range and volume of the Shares (pre-Share Consolidation and post-Share Consolidation) traded on the Catalist over the last twelve (12) months immediately preceding the Latest Practicable Date are as follows:

Pre-Share Consolidation

	Highest⁽¹⁾	Lowest⁽²⁾	Volume⁽³⁾
May 2022	S\$0.001	S\$0.001	40,111,100
June 2022	S\$0.001	S\$0.001	221,200
July 2022	S\$0.001	S\$0.001	47,000
August 2022	S\$0.001	S\$0.001	100
September 2022		No trades transacted	
October 2022	S\$0.001	S\$0.001	3,120,000
November 2022	S\$0.001	S\$0.001	374,600
December 2022	S\$0.001	S\$0.001	193,100
January 2023		No trades transacted	
February 2023	S\$0.001	S\$0.001	2,000
March 2023	S\$0.001	S\$0.001	108,000
1 April 2023 to 5 April 2023		No trades transacted	

Post-Share Consolidation⁽⁴⁾

	Highest⁽¹⁾	Lowest⁽²⁾	Volume⁽³⁾
6 April 2023 to 30 April 2023	S\$0.09	S\$0.01	10,422,500
1 May 2023 up to and including the Latest Practicable Date	S\$0.038	S\$0.032	3,052,300

Source: Bloomberg L.P.⁽⁵⁾

Notes:

- (1) Highest was based on the highest closing price in a particular month.
- (2) Lowest was based on the lowest closing price in a particular month.
- (3) Volume was based on the total volume of Shares traded in a particular month.
- (4) The Share Consolidation was completed and effective from 6 April 2023.
- (5) Bloomberg L.P. has not consented to the inclusion of the information referred to above and is thereby not liable for such information under Sections 253 and 254 of the Securities and Futures Act. While the Company has taken reasonable actions to include the above information in its proper form and context in this Offer Information Statement, the Company has not verified the accuracy of the content of the information referred to above.

- (b) Not applicable. The Shares have been listed and quoted on the Catalist of the SGX-ST for more than twelve (12) months immediately preceding the Latest Practicable Date.
- (c) There has been no trading suspension of the Shares which are listed on the Catalist of the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.
- (d) Please refer to paragraph 4(a) of Part 6 for the volume of Shares traded during each of the last twelve (12) months immediately preceding the Latest Practicable Date. Based on the information set out therein, the Shares are regularly traded on the Catalist of the SGX-ST.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

5. Where the securities or securities-based derivatives contracts being offered are not identical to the securities or securities-based derivatives contracts already issued by the relevant entity, provide —
- (a) statement of the rights, preferences and restrictions attached to the securities or securities-based derivatives contracts being offered; and
 - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities or securities-based derivatives contracts, to rank in priority to or equally with the securities or securities-based derivatives contracts being offered.
-

The Rights Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

The Rights Shares are to be issued pursuant to the specific approval obtained by the Company from the Shareholders at the SGM held on 20 January 2023, for the Rights Issue.

PLAN OF DISTRIBUTION

6. Indicate the amount, and outline briefly the plan of distribution, of the securities or securities-based derivatives contracts that are to be offered otherwise than through underwriters. If the securities or securities-based derivatives contracts are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.
-

Basis of Provisional Allotment

The Rights Issue is proposed to be offered on a renounceable, non-underwritten basis by the Company. Pursuant thereto, the Company will issue up to 79,390,353 Rights Shares in the capital of the Company at the Issue Price of S\$0.05, on the basis of one (1) Rights Share for every two (2) Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.

The Rights Shares are payable in full upon acceptance and/or application by Entitled Shareholders. The Rights Shares, upon allotment and issue, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issue of the Rights Shares.

The Rights Issue is not underwritten.

Depending on the level of subscription for the Rights Issue, the Company may, if necessary and upon the approval of the SGX-ST, scale down the subscription and/or excess applications for the Rights Shares by any Shareholder (if such Shareholder chooses to subscribe for such Shareholder's pro rata Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid placing such Shareholder and/or parties acting in concert with him/her/it (as defined in the Take-over Code) in the position of incurring an obligation to make a mandatory general offer under the Take-over Code as a result of other Entitled Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Entitled Shareholders are at liberty to accept (in full or in part), decline or otherwise renounce or trade (during the provisional allotment trading period prescribed by the SGX-ST) their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

Fractional entitlements to the Rights Shares will be disregarded and will, together with the provisional allotments of Rights Shares which are not validly taken up or allotted for any reason, be aggregated and allotted to satisfy excess applications for the Rights Shares (if any), or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company, subject to applicable laws and Catalist Rules.

In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board (including the Undertaking Shareholder), will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company had, on 20 January 2023, obtained the approval of Shareholders at the SGM on the potential transfer of controlling interest to the Undertaking Shareholder as a result of the Rights Issue.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the sections entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” and “**Offering, Selling and Transfer Restrictions**” of this Offer Information Statement for further details.

The Rights Shares are not offered through the selling efforts of any broker or dealer.

The allotment and issue of the Rights Shares pursuant to the Rights Issue are governed by the terms and conditions set out in this Offer Information Statement, including Appendices B to D of this Offer Information Statement, the PAL, the ARE and the ARS (as the case may be).

7. Provide a summary of the features of the underwriting relationship together with the amount of securities or securities-based derivatives contracts being underwritten by each underwriter.

Not applicable. The Rights Issue is non-underwritten.

Please refer to Part 10, paragraph 1(f) of the section entitled “**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018**” of this Offer Information Statement, for further details of the Irrevocable Undertaking.

In view of the Irrevocable Undertaking given by the Undertaking Shareholder and the savings enjoyed by the Company for not having to bear underwriting fees, the Rights Issue will not be underwritten by a financial institution. The Rights Issue will not be withdrawn after commencement of ex-rights trading pursuant to Rule 820(1) of the Catalist Rules.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 7: ADDITIONAL INFORMATION

STATEMENTS BY EXPERTS

1. **Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.**
-

Not applicable. No statement or report attributed to a person as an expert is included in this Offer Information Statement.

2. **Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert —**
- (a) **state the date on which the statement was made;**
 - (b) **state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and**
 - (c) **include a statement that the expert has given, and has not withdrawn, his or her written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.**
-

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

3. **The information mentioned in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 33(2) applies.**
-

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

CONSENTS FROM ISSUE MANAGERS AND UNDERWRITERS

4. **Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his or her written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.**
-

The Manager has given and has not, before the lodgement of this Offer Information Statement, withdrawn its written consent to being named in this Offer Information Statement as the Manager of the Rights Issue.

No underwriter has been appointed in relation to the Rights Issue.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS
OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES
CONTRACTS) REGULATIONS 2018**

OTHER MATTERS

5. **Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly —**
- (a) the relevant entity's business operations or financial position or results; or**
 - (b) investments by holders of securities or securities-based derivatives contracts in the relevant entity.**
-

Save as disclosed elsewhere in this Offer Information Statement, the Company's annual reports, circulars and in the public announcements made by the Company via SGXNET, and to the best of their knowledge, the Directors are not aware of any other matters not disclosed under any other paragraph of this Offer Information Statement which could materially affect, directly or indirectly, the Company's business, operations or financial position or results or investments by the holders of securities in the Company.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS
OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES
CONTRACTS) REGULATIONS 2018**

**PART 8: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR
UNITS OF DEBENTURES**

Not Applicable.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 9: ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not Applicable.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 10: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BY WAY OF RIGHTS ISSUE

1. Provide -

- (a) the particulars of the Rights Issue;**
 - (b) the last day and time for splitting of the provisional allotment of the securities or securities-based derivatives contracts to be issued pursuant to the Rights Issue;**
 - (c) the last day and time for acceptance of and payment for the securities or securities-based derivatives contracts to be issued pursuant to the Rights Issue;**
 - (d) the last day and time for renunciation of and payment by the renounee for the securities or securities-based derivatives contracts to be issued pursuant to the Rights Issue;**
 - (e) the terms and conditions of the offer of securities or securities-based derivatives contracts to be issued pursuant to the Rights Issue;**
-

(a) Please refer to the section entitled "*Principal Terms of the Rights Issue*" of this Offer Information Statement for particulars of the Rights Issue.

(b) The last day and time for splitting of the provisional allotment of the Rights Shares is on 19 May 2023 at 5:30 p.m. (or such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company).

(c) The last date and time for acceptance of and payment for the Rights Shares is on 25 May 2023 at 5:30 p.m. (or at 9:30 p.m. for Electronic Applications through ATMs of a Participating Bank) (or such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company).

(d) The last date and time for acceptance of and payment by the Renounee for the Rights Shares is on 25 May 2023 at 5:30 p.m. (or such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company).

Entitled Depositors who wish to renounce their provisional allotments of Rights Shares in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. As such, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the renounee to accept his provisional allotment of Rights Shares.

(e) The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, in particular, Appendices B to D to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

(f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and

As at the Latest Practicable Date, Alternus holds an aggregate of 7,837,000 Shares, representing 4.94% of the existing issued and paid-up share capital of the Company. Accordingly, Alternus will be entitled to subscribe for an aggregate of 3,918,500 Rights Shares. Alternus is an investment company wholly owned by the Undertaking Shareholder.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

As at the Latest Practicable Date, the Undertaking Shareholder, Mr. Lam, holds **935,731** Shares, representing 0.59% of the existing issued and paid-up share capital of the Company. Accordingly, the Undertaking Shareholder will be entitled to subscribe for an aggregate of **467,865** Rights Shares.

The Undertaking Shareholder, a Substantial Shareholder of the Company and the father of Mr. Lam Chun Hei, Justin (the Company's Executive Director and Chief Operating Officer), has given an irrevocable undertaking to the Company and the Manager (the "**Irrevocable Undertaking**") to, among others:

- (a) to subscribe and pay for and/or procure the subscription for and payment of the LCYTJ Entitled Rights Shares and the Alternus Entitled Rights Shares;
- (b) within such time and date to be informed by the Company (to the extent permitted by the SGX-ST, CDP or any relevant authority), and in accordance with the terms of the Rights Issue, to make excess applications and payment for up to 31,661,420 Excess Rights Shares that remain unsubscribed for by the Entitled Shareholders at the Closing Date after satisfying all applications and excess applications (if any) for the Rights Shares, provided that his total shareholding in the Company and those of parties acting in concert with him remain less than 30% of the total enlarged issued and paid-up share capital of the Company, following the completion of the Share Consolidation and the Rights Issue;
- (c) none of the LCYTJ Shares and the Alternus Shares will be sold, transferred or otherwise disposed of during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares without the prior written consent of the Company;
- (d) the Undertaking Shareholder will not exercise any rights of conversion of the Convertible Bonds under the Convertible Bond Agreement during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares without the prior written consent of the Company;
- (e) the Undertaking Shareholder will not disclose to any person any information concerning or in connection with the Rights Issue or any matters relating thereto and shall make every effort to prevent the use or disclosure thereof, except where such disclosure is required pursuant to any applicable laws or any requirement of any competent governmental or statutory authority; and
- (f) the Undertaking Shareholder shall do and/or procure the doing of all such acts and things, provide all such information, confirmations, undertakings and/or certificates and execute and/or procure the execution of all such documents as may be reasonably required to give effect to the undertaking contained in the Irrevocable Undertaking (including but not limited to such information, confirmations, undertakings, certificates and/or documents as may be required by the SGX-ST, MAS, the Securities Industry Council and/or any other regulatory authorities in Singapore), and acknowledges that in not making any underwriting arrangements in respect of the Rights Shares, the Company will be relying on the representations, warranties and undertaking contained in the Irrevocable Undertaking and that time of performance on his part shall be of the essence in respect of the aforesaid and his other obligations under the Irrevocable Undertaking.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Pursuant to the Irrevocable Undertaking, the Company and the Undertaking Shareholder have agreed that the entire subscription monies payable by (i) Alternus for the Alternus Entitled Rights Shares; and (ii) the Undertaking Shareholder for the LCYTJ Entitled Rights Shares and the LCYTJ Excess Rights Shares, will be set off against the relevant amounts owed by the Company to the Undertaking Shareholder under the outstanding Loan and the Convertible Bonds. Accordingly, both Alternus and the Undertaking Shareholder will not be required to provide any confirmation of financial resources in connection with the Irrevocable Undertaking to the Company.

The Irrevocable Undertaking shall lapse and cease to have any effect whatsoever in the event that the Rights Issue is not completed within one (1) year from the date of the Irrevocable Undertaking (or such other date as the Undertaking Shareholder and the Company may mutually agree in writing).

(g) if the Rights Issue is or will not be underwritten, the reason for not underwriting the issue.

In view of the Irrevocable Undertaking by the Undertaking Shareholder, and the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS
OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES
CONTRACTS) REGULATIONS 2018**

**PART 11: ADDITIONAL INFORMATION REQUIRED FOR OFFER INFORMATION
STATEMENT FOR PURPOSES OF SECTION 277 (1AC)(A)(I) OF ACT**

Not Applicable.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8A OF THE CATALIST RULES

WORKING CAPITAL

1. Provide a review of the working capital for the last three financial years and the latest half year, if applicable.
-

The working capital of the Group as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 were as follows:

	Unaudited As at 31 December 2022 HK\$'000	Audited As at 30 June 2022 HK\$'000	Audited As at 30 June 2021 HK\$'000	Audited As at 30 June 2020 HK\$'000
Total current assets	6,567	11,035	29,718	21,130
Total current liabilities	68,472	67,612	53,209	52,756
Net working capital	(61,905)	(56,577)	(23,491)	(31,626)

A review of the working capital of the Group for the relevant periods are set out below:

Please note that all numerical figures are approximate as they have been rounded to the nearest thousand or nearest one decimal place, as the case may be.

As at 31 December 2022 compared to 30 June 2022

The Group's net working capital as at 31 December 2022 decreased by HK\$5.3 million, as compared to as at 30 June 2022, mainly due to (i) decrease in trade and other receivables, as a result of decrease in revenue generated and amount due from a related party, during the half year ended 31 December 2022 ("FY2023 6M"); and (ii) reclassification of certain borrowings from non-current to current during FY2023 6M; partially offset by decrease in accruals and other payables, mainly due to settlement and translation gain arising from depreciation of RMB against HKD during FY2023 6M.

As at 30 June 2022 compared to as at 30 June 2021

The Group's net working capital as at 30 June 2022 decreased by HK\$33.1 million, as compared to as at 30 June 2021, mainly due to decrease in trade and other receivables as a result of impairment loss made for financial assets relating to the Expansion Project, the reduction of derivative asset, and reclassification of borrowings and the Convertible Bonds from non-current liabilities to current-liabilities.

As at 30 June 2021 compared to as at 30 June 2020

The Group's net working capital as at 30 June 2021 improved by HK\$8.1 million, as compared to as at 30 June 2020, mainly due to increase in prepaid expenses for the Expansion Project, and recognition of derivative asset which relates to the Company's redemption option embedded in the Convertible Bonds issued during FY2021.

CONVERTIBLE SECURITIES

2. Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, the information in Rule 832 of the Listing Manual; and
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Not applicable. The Rights Issue does not involve an issue of convertible securities.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8A OF THE CATALIST RULES

- 3. Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on price-fixing formula, to state the exercise or conversion price must be fixed and announced before trading of nil-paid rights commerce**
-

Not applicable. The Rights Issue does not involve an issue of convertible securities and will not be underwritten.

RESPONSIBILITY STATEMENTS

- 4. A statement by the sponsor and each financial adviser in the form set out in Practice Note 12A of the Catalist Rules**
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As provided in Appendix 8A of the Catalist Rules, this requirement is not applicable if an issuer has to comply with the offer information statement requirements in the Securities and Futures Act.

APPENDIX A – RISKS FACTORS

To the best of the Directors' knowledge and belief, the risk factors that are material to Shareholders and prospective investors in making an informed judgment on the Rights Issue (save for those which have already been disclosed to the general public) are set out below. Prospective investors should carefully consider and evaluate these terms and conditions and all other information contained in this Offer Information Statement before deciding whether to invest in the Nil-Paid Rights and/or the Rights Shares. In addition to the risks described below, the Group could be affected by risks relating to the industry and countries in which the Group operates as well as economic, business, market and political risks. **THE RISKS DESCRIBED BELOW ARE NOT INTENDED TO BE EXHAUSTIVE.** There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations, possibly materially. If any of the following considerations and uncertainties develops into actual events, the business, financial considerations and results of operations of the Company and the Group could be materially and adversely affected. In such cases, the trading price of the Shares could decline and a prospective investor or subscriber may lose all or part of his investment in the Shares and the Rights Shares.

Prospective investors should also note that certain of the statements set forth below constitute "forward-looking statements" that involve risks and uncertainties – please see the section entitled "Cautionary Note on Forward-Looking Statements" of this Offer Information Statement for further details.

RISKS RELATING TO THE GROUP'S BUSINESS AND THE INDUSTRY IN WHICH THE GROUP OPERATES IN

- **The Group could be subject to costs, as well as claims, litigation or other potential liabilities, in connection with risks associated with the security of its data center, among others**

One of the Group's service offerings is its high level of physical premises security. The Group's customers entrust their key strategic IT services and applications to the Group due, in part, to the level of security it offers. A party who is able to breach the data center's security could physically damage the Group and/or its customers' equipment and/or misappropriate either the Group's proprietary information or the information of its customers or cause interruptions or malfunctions in the data center's operations. There can be no assurance that the security of the Group's data centers will not be breached either physically or electronically or that the equipment and information of its customers will not be put at risk. Any security breach could have a serious effect on the Group's reputation and could prevent customers from choosing the Group's data center and lead to customers terminating their leases and co-location arrangements and seeking to recover losses suffered, which could have a material adverse effect on the Group's business, financial conditions and results of operations. The Group may incur significant additional costs to protect against physical and electronic security breaches or to alleviate problems caused by such breaches.

The Group may also be involved from time to time in material disputes with various parties in the ordinary course of its business. These disputes may lead to legal or other proceedings, and may result in damage to its reputation, substantial costs and diversion of its resources and management's attention. If such legal proceedings occur, the outcome of the legal proceedings cannot be assured, and any negative outcome may materially and adversely affect the Group's business, financial condition, results of operations and the sufficiency of the Group's working capital. Please see the disclosure on on-going legal proceedings at paragraph 8(f) on page 48 of this Offer Information Statement and the Risks Factor entitled "*The Company's independent auditors had issued the Disclaimer of Opinion in respect of the audited consolidated financial statements of the Group and the Company for FY2022*" on page 84 of this Offer Information Statement.

APPENDIX A – RISKS FACTORS

- **Future technological developments may disrupt the economics and infrastructure of data center**

The PRC market, as well as the industries in which the Group's data center clients operate, are characterised by rapidly changing technologies, evolving industry standards, frequent new product introductions and changing client demands. The Group's ability to deliver resilient data center infrastructure to supply redundant power and cooling systems coupled with tight security access are significant factors in the clients' decisions to rent space in the Group's data center. Although the Group attempts to account for technological developments in its planning for any new acquisitions and improvement to its existing data center, the introduction of new technologies and their impact on data centers cannot be predicted with certainty. Technological developments may have a disruptive impact on the Group's data center in a variety of ways, including, but not limited to:

- reduced power requirements with an associated reduction in power utilisation by clients, and the resulting revenues generated by clients.
- enhanced computing power with an associated reduction in physical space and increased power density requirements.
- data center infrastructure may become obsolete due to the development of new systems to deliver power to, or eliminate heat from, the servers and other client equipment hosted by the data center.

Furthermore, the data center infrastructure may also break down due to wear and tear after a period of time, which may require a technology refresh or new infrastructure acquisition which could incur costs to the Group. Furthermore, potential future regulations that apply to the industries which the Group's clients are in may require these clients to seek specific infrastructure requirements for their data center that the Group is unable to provide. In such circumstances, the Group could lose some clients or be unable to attract new clients in certain industries, and this could have a material adverse effect on its results of operations and revenue.

- **The long sales cycle for data center products could have a material adverse effect on the Group**

A customer's decision to take up space in the Group's data center typically involves a significant commitment of resources, time-consuming contract negotiations regarding the service level commitments and substantial due diligence on the part of the customer regarding the adequacy of the data center's infrastructure and attractiveness of its products and services. As a result, the leasing of data center space has a long sales cycle. Furthermore, the Group may expend significant time and resources in pursuing a particular sale or customer that may not result in any revenue. Should the Group be unable to adequately manage the risks associated with leasing the space and products within its facilities, there could be a material adverse effect on the Group.

- **Supporting infrastructure near the Group's data center may not be completed or implemented as planned, or may be closed, relocated, terminated or delayed**

Supporting infrastructure near the data center may not be completed or implemented as planned, or may be closed, relocated, terminated or delayed. The Group's data center is dependent on access to inexpensive power, major population centres and communications networks, including voice, data and fibre optics networks and infrastructure. There is no assurance that communications and network infrastructure near the data center will be completed or implemented as planned, or will not be closed, relocated, terminated or delayed. If any such an event were to occur, it could adversely impact the attractiveness and marketability of the relevant data center to customers, which may have an adverse impact on the demand and rental rates for the relevant data center. Consequently, the revenue the Group earns from its data center operations may be adversely affected.

APPENDIX A – RISKS FACTORS

- **The Group may not be able to secure new customers and/or maintain its relationships with its existing customers**

Due to the project-based nature of the Group's industry, whereby its customers' projects may differ in their scope and size, this can result in the Group supplying different products to its customers on an irregular basis, the Group has to continuously and consistently secure new customers and maintain relationships with existing customers. There is no assurance that the Group will be able to secure new customers and contracts. If it is unable to do so for any reason, the business and results of operations will be materially adversely affected. While the Group has good working relationships with its customers, there is no assurance that they will continue to place service orders with the Group in the future. In the event that the major customers significantly reduce their service orders with the Group or the Group is otherwise unable to secure continued service orders from them and it is unable to secure alternative service orders of a comparable size, its business, financial condition, results of operations and/or prospects could be materially adversely affected.

In addition, in the event that the Group's customers' secured projects are delayed or prematurely terminated, or because of factors including changes in its customers' businesses, a reduction of the number of customers and/or poor market conditions, this may lead to idle or excess capacity for the Group and materially and adversely affect the Group's business, financial condition, results of operations and/or prospects.

- **The Group faces risks of payment delays and/or default by its customers**

The Group's customers may be unable to meet their contractual payment obligations to the Group, either in a timely manner or at all, or may otherwise default on these obligations. The reasons for payment delays and/or cancellations may include, *inter alia*, the Group's customers' insolvency or bankruptcy, or their inability to raise sufficient financing.

In the event that the Group's customers delay to place the service orders or cancel their service orders, the Group may have idle capacity and its cash flow, working capital and financial position may be materially affected. Further, the Group may not be able to enforce its contractual rights to receive payment through legal proceedings. In such event, the Group's financial performance and financial position may be adversely affected.

- **The Group's data center operation is dependent upon third-party suppliers for power and certain other services and is vulnerable to service failures of its third-party suppliers and to price increases by such suppliers**

The Group's data center are dependent upon third-party suppliers for power and certain other services and is vulnerable to service failures of its third-party suppliers and to price increases by such suppliers. The Group's data center rely on third parties to provide power and cannot ensure that these third parties will deliver such power, at acceptable prices or on a consistent basis. If the amount of power available is inadequate to support the customer requirements, the Group may be unable to satisfy its obligations to its customers or grow its business. In addition, data center are susceptible to power shortages and planned or unplanned power outages caused by these shortages. These outages or shortages could be due to lapses by the third-party suppliers. While the Group attempts to limit exposure to power shortages or outages by using redundancy infrastructure systems such as backup generators and uninterrupted power supply in its data center, no system of risk management can provide absolute assurance against all potential risks. Should any of the foregoing occur, this may adversely affect the business and operations of its customers and result in losses for its customers for which the Group may be liable under the agreements with its customers. In the event of a power outage and the failure of back-up generators, the remedy available against the electrical supplier may be very limited and may not cover the losses sustained by customers of the relevant data center. If there is substantial and prolonged electricity failure, customers may have a right to terminate their leases.

APPENDIX A – RISKS FACTORS

- **The Group faces competition from existing industry players and new entrants**

The Group faces competition from local and international players. Competitive factors in the Group's industries include range and availability of products, quality customer service, price competitiveness, timeliness of delivery and geographical presence. Hence, it is important for the Group to provide data center services at competitive prices that meet its customers' requirements and specifications. Some of the Group's competitors may possess longer operating histories, stronger relationships with suppliers and customers, greater financial strength, and better technical and marketing know-how in the markets that the Group operates in or intends to venture into. In the event that the Group is unable to provide competitive pricing and/or quality services on a timely basis, the Group may lose its customers and market share to its competitors. In the event that the Group is unable to attract talented employees, experiences a shortage of local or foreign workers, this would cause the Group's performance to suffer and thus fail to meet the Group's operational requirements, it may be unable to fulfil customers' demands in a timely manner and the Group's costs of labour may increase resulting in an adverse impact on the Group's financial performance and financial position.

- **The Group's success depends upon its management team and other key personnel, the loss of any of whom could disrupt its business operations**

The Group believes that its future success is dependent upon the continued service of its senior management team who have valuable and long-standing experience in the business in which the Group operates and an important depth of understanding of the demands, technicalities and intricacies of the Group's business and its customers' needs. The Group does not carry key person life insurance in respect of any of its employees. While the Group believes it offers competitive terms of employment, there can be no assurance that the Group will retain its key management personnel or that the Group will be able to attract, train or retain qualified personnel in the future. The loss of key management personnel (particularly to one of the Group's competitors) may adversely affect the implementation of the Group's business strategies, which could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

- **The Group is subject to applicable governmental regulations**

The Group is subject to applicable governmental regulations governing the industries in which the Group operates. Any failure by the Group to comply with the various laws and regulations could result in penalties such as fines, suspension, withdrawal or termination of the relevant licenses and permits and/or not being able to continue or expand its business. The Group has incurred and will continue to incur costs in complying with the applicable laws and regulations.

In addition, under these laws and regulations, the Group is also required to obtain various licenses and permits from various government authorities and regulatory agencies in the countries in which it operates, and such licenses and permits are essential for the conduct of the Group's business.

These licenses and permits are generally subject to a variety of conditions which are either stipulated in the licenses and permits themselves or under the particular legislation and/or regulations. The continuation of these licenses and permits may be subject to periodic examinations and/or random inspections by the relevant authorities to ensure that the Group's premises comply with all relevant regulations of the issuing authority.

In the ordinary course of business, the Group is required to undertake the renewal of various licenses and permits. The Group cannot guarantee that, upon the expiration of any of its licenses and permits, the Group will be able to renew all necessary licenses and permits in the future in a timely manner or at all or that the Group will not be subject to fines, suspension, withdrawal or termination of its licenses and permits. Any failure to secure renewal, or loss, of a required license or permit, would materially adversely affect the Group's business, financial condition, results of operations and/or prospects.

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If there are changes to applicable laws and regulations, the Group may be required to comply with further and/or stricter requirements, which may restrict or hinder its business or operations or result in higher operating costs. In addition, there can be no assurance that the Group will continue to be able to comply with the requirements of new applicable laws and regulations. Any failure to comply with such laws and regulations may result in significant compliance costs, impositions of fines or suspensions, which may materially adversely affect the Group's business, financial condition, results of operations and/or prospects.

- **The Company's independent auditors had issued the Disclaimer of Opinion in respect of the audited consolidated financial statements of the Group and the Company for FY2022**

The Company's independent auditors, Crowe Horwath First Trust LLP, had issued a disclaimer of opinion in their independent auditor's report dated 29 November 2022 ("**Disclaimer of Opinion**") on the audited consolidated financial statements of the Group and the Company for FY2022. The basis for the Disclaimer of Opinion is in relation to (i) opening balances of the Group, (ii) impairment assessment of current and non-current assets, (iii) validity of certain transactions during the financial year, (iv) recoverability of balance due from a related party, (v) subsequent events, (vi) litigation and enforcement proceedings and (vii) and the Group's going concern assumption. Shareholders are advised to pay careful attention to the disclosures set out the Company's announcement dated 29 November 2022 in relation to the Disclaimer of Opinion.

In the event of any adverse or negative determination, opinion or outcome arising from the aforesaid basis for the Disclaimer of Opinion, the Group's financial position and results of operations may be adversely and materially affected. These may result in uncertainty of the Group as a going concern, which may, in turn, lead to a suspension of the trading of the Company's shares.

- **The Group may need to obtain further financing for the Group's future growth**

The Group will have to fund the investment costs for capital expenditure and operating costs required for its operations. The Group may also require additional funding for its growth plans. In the event that the costs of implementing its growth plans exceed its funding estimates significantly or that the Group comes across opportunities to grow through expansion plans which cannot be predicted at this juncture, and the funds generated from the Group's operations prove insufficient for such purposes, the Group may need to raise additional funds to meet these funding requirements. The Group will consider obtaining such funding from new issuance of equity, debt instruments and/or external bank borrowings, as appropriate. In addition, the Group may need to obtain additional equity or debt financing for other business opportunities that the Group deems favourable to its future growth and prospects. Funding through the new issuance of equity will lead to a dilution in the interests of its Shareholders. An increase in debt financing may be accompanied by conditions that restrict the Group's ability to pay dividends or require the Group to seek lenders' consent for payment of dividends, or restrict the Group's freedom to operate its business by requiring lenders' consent for certain corporate actions. In addition, there is no assurance that the Group will be able to obtain additional financing on terms that are favourable and acceptable to the Group, or at all. If the Group is not able to secure adequate financing on a timely basis or at all, there may be a material adverse impact on the Group's business, financial condition, results of operations and prospects.

- **Domestic, regional or global economic changes may adversely affect the Group's business**

Adverse changes in the global financial markets may give rise to difficult conditions in the global credit and capital markets, such as reduced liquidity, greater volatility, widening of credit spreads, lack of price transparency in credit markets, a reduction in available financing, government intervention and lack of market confidence. These factors, combined with declining business and consumer confidence, may result in global economic uncertainties.

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In addition, any changes in trade policy by any of the world's major trading powers could trigger retaliatory actions by affected countries, resulting in "trade wars" where states increasingly raise or create tariffs. In 2018, the United States of America began imposing tariffs on, *inter alia*, imports of aluminium and steel, and announced additional tariffs on goods imported from the PRC specifically, as well as certain other countries.

Further retaliatory trade measures taken by PRC or other countries in response to additional tariffs, may lead to an increase in costs of imported goods and raw materials around the world, which may affect the costs of sales of the Group's products globally and, which may impact the businesses in the jurisdictions in which the Group operates. This may materially and adversely affect the Group's business, financial condition, results of operations and/or prospects. It is difficult to predict how long these developments will last. Further, there can be no assurance that measures implemented by governments around the world to stabilise the credit and capital markets will improve market confidence and the overall credit environment and economy.

A global economic downturn could adversely affect the Group's ability to obtain short-term and long-term financing. It could also result in an increase in the cost of the Group's bank borrowings and reduction in the amount of banking facilities currently available to the Group. The inability to access capital efficiently, on time, or at all, as a result of possible economic difficulties, may have an adverse effect on the Group's business. Any deterioration in the global economy could in turn adversely affect the health of the local economy and impact the Group's business.

- **The outbreak of COVID-19 or any other infectious disease or any other serious public health concerns in Asia, the Middle East, Europe and/or elsewhere could adversely impact the business, financial condition, results of operations and prospects of the Group**

In March 2020, the World Health Organisation declared the outbreak of a new infectious disease known as "COVID-19" to be a pandemic. COVID-19 spread rapidly globally and resulted in a rapid deterioration of the political, socio-economic and financial situation globally. While many countries, including the PRC, have removed many of the restrictions in containing the spread of COVID-19, the economic impact of the pandemic on the global economy remains uncertain. Thus, the Group remains vigilant and continues to monitor the impact which the COVID-19 pandemic could have on the Group's operations, the markets in which the Group operates and more broadly on the macro-economic outlook. In the event that the spread of COVID-19 require the reimposition of strict containment measures by governments around the world, the associated impact on the global economy would have an adverse and material impact on the Group's operations, business and financial condition.

- **Terrorist attacks, armed conflicts, may affect the markets in which the Group operates and the Group's business and operations. The effects of terrorist attacks or armed conflicts may materially and adversely affect the Group's business and operations**

Such terrorist attacks or armed conflicts could have an adverse impact on the demand for the Group's services and the Group's ability to deliver its services in a timely and cost-effective manner, which in turn could have a material adverse impact on the Group's business and operations. Political and economic instability in some regions of the world may also result from such terrorist attacks and armed conflicts, and could negatively impact the Group's business. The consequences of any of these terrorist attacks or armed conflicts are unpredictable, and the Group is not able to foresee such events that could have an adverse impact on the Group's business, financial condition, results of operations and prospects.

APPENDIX A – RISKS FACTORS

- **The Group is exposed to foreign exchange transaction risks**

During the ordinary course of business, the Group may engage in foreign currency denominated transactions. While the Group's functional and reporting currency is in Hong Kong Dollars, its revenue and expenses may be made in foreign currencies, such as the RMB. As a result, the Group is exposed to movement in foreign currency exchange rates. To the extent that its revenue, purchases and operating expenses are not naturally matched in the same currency and to the extent that there are timing differences between invoicing and collection/payment, the Group may be exposed to adverse fluctuation in foreign exchange rates. Any adverse fluctuations of the Singapore Dollar against the foreign currency will adversely affect the financial performance of the Group.

RISKS RELATING TO THE GROUP'S OPERATIONS IN PRC

- **Enforceability of civil liabilities**

It may be difficult for investors to effect service of process upon the Directors and Executive Officers who reside in the PRC or to enforce against the Group or them in the PRC any judgements obtained from non-PRC courts. The PRC has not entered into any treaties providing for the reciprocal recognition and enforcement of judgements of courts with the Cayman Islands, the United States of America, the United Kingdom, Singapore, Japan and many other developed countries. Therefore, recognition and enforcement in the PRC of judgements of a court in any of these jurisdictions in relation to any matter not subject to a binding arbitration provision may be difficult or even impossible.

- **Chinese government economic policies and regulations may result in higher operating costs**

The PRC economy differs from the economies of most developed countries in many respects, including the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. As the PRC economy is undergoing development at a rapid pace, the PRC government has been pursuing economic reforms and a substantial part of the PRC economy is still being operated under various controls by the government. By implementing industrial policies and other economic measures, such as control of foreign exchange, taxation and foreign investment, the PRC government plays a significant role in the PRC's economic growth. Many of the economic reforms carried out by the PRC government are unprecedented or experimental and are expected to be refined and improved over time.

Thus, a degree of uncertainty exists in connection with whether and how existing laws and regulations will apply to certain events or circumstances. Since some of the laws and regulations, the interpretation, implementation and enforcement thereof are still at an experimental stage and therefore subject to policy changes, it is likely that there are frequent changes in the policies and regulations which implementation thereof may require the Group to obtain additional approvals and licences from the PRC authorities for the conduct of the data center operations in the PRC. In such event, the Group may need to incur additional expenses in order to comply with such requirements. This will in turn affect the Groups' financial performance as its business costs will increase. Furthermore, there can be no assurance that such approvals or licences will be granted to the Group promptly or at all. If the Group experience delay in or are unable to obtain such required approvals or licences, the Group's operations and business in the PRC, and hence the overall financial performance of the Group will be adversely affected.

APPENDIX A – RISKS FACTORS

- **Introduction of new laws or changes to existing laws by the PRC government may adversely affect the Group's business**

The Group's business and operations in the PRC are governed by the legal system of the PRC. The PRC legal system is a codified system with written laws, regulations, circulars, administrative directives and internal guidelines. The PRC government is still in the process of developing its legal system, so as to meet the needs of citizens, local business, investors and to encourage foreign investment. Further, precedents on the interpretation, implementation and enforcement of the PRC laws and regulations are limited, and court decisions in the PRC do not have any binding effect on lower courts. Accordingly, the outcome of dispute resolution may not be as consistent or predictable as in the other more developed jurisdictions and it may be difficult to obtain swift and equitable enforcement of the laws in the PRC, or to obtain enforcement of a judgment by a court or another jurisdiction. Any introduction of new laws or amendments to existing laws by the PRC government which is detrimental to the business environment which the Group operates in will adversely affect the Group's profitability.

- **Restrictions on the Group's ability to convert RMB into foreign currency may adversely affect the Group's operations**

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Shortages in the availability of foreign currency may restrict the ability of the Group's PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to the Company, or otherwise satisfy their foreign currency denominated obligations. Under the existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, approval from or registration or filing with the relevant government authorities is required where RMB is to be converted into foreign currency and remitted out of the PRC to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also, at its discretion, restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents the Group from obtaining sufficient foreign currency to satisfy the Group's currency demands, the Group's business, financial condition, results of operation and prospects may be adversely affected.

RISKS RELATING TO THE SECURITIES OF THE COMPANY

- **Shareholders who do not or are not able to accept their provisional allotment of Rights Shares will experience a dilution in their ownership of the Company**

In the event that Entitled Shareholders do not or are not able to accept their provisional allotment of Rights Shares, their proportionate ownership of the Company will be reduced and such Shareholders will have their shareholdings in the Company diluted after completion of the Rights Issue due to the issuance of new Shares. They may also experience a dilution in the value of their Shares.

Even if an Entitled Shareholder sells his provisional allotment of Rights Shares, or such provisional allotment of Rights Shares are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his ownership of the Company as a result of the Rights Issue.

- **Negative publicity may adversely affect the price of the Shares**

Any negative publicity or announcement, whether justifiable or not, relating to the Group or any of its associates or existing or future joint venture partners may adversely affect the price of the Shares. Such negative publicity or announcement may include involvement in insolvency proceedings, litigation suits and failed attempts in joint ventures or takeovers.

APPENDIX A – RISKS FACTORS

- **The price of the Shares may be volatile, which could result in substantial losses for investors subscribing for the Rights Shares**

The trading price of the Shares could be subject to fluctuations in response to variations in the Group's results of operations, changes in general economic conditions, changes in accounting principles or other developments affecting the Group, its involvement in litigation, additions or departures in key personnel, any announcements by the Group of corporate developments, changes in financial estimates by securities analysts, the operating and stock price performance of other companies and other events or factors. The global financial markets have experienced significant price and volume fluctuations in recent years. Volatility in the price of the Shares may be caused by factors outside its control and may be unrelated or disproportionate to the Group's operating results. There is no assurance that the market price for the Shares will not fluctuate significantly and rapidly as a result of certain factors, some of which are beyond the Company's control. Examples of such factors include, *inter alia*: (i) corporate actions; (ii) variation(s) of its operating results; (iii) changes in securities analysts' estimates of the Group's financial performance; (iv) additions or departures of key personnel; (v) fluctuations in stock market prices and volume; (vi) involvement in litigation; and (vii) general economic, political and regulatory environment in the markets that the Group operates in.

- **Shareholders need to act promptly and follow proper procedures, otherwise their acceptance and/or excess application and payment may be rejected and their provisional allotments of Rights Shares may expire without value and without any compensation**

Shareholders who wish to accept the Rights Shares and (if applicable) apply for Excess Rights Shares under the Rights Issue must act promptly to ensure that all required forms, letters and payments are received by the relevant agents prior to the respective expiration dates and times as set out under **Appendices B to D** to this Offer Information Statement. Failure to complete and sign the required acceptance forms or letters, the sending of an incorrect payment amount, or otherwise failure to follow the procedures that apply to a Shareholder's desired transaction may lead to rejection of all or part of the Shareholder's acceptance and/or excess application and payment, and their provisional allotments of Rights Shares will expire without value and without any compensation.

The Company, the Share Transfer Agent and CDP do not undertake to contact the Shareholder concerning, or attempt to correct, an incomplete or incorrect acceptance form, letter or payment. The Company has sole discretion to determine whether an acceptance and/or excess application and payment follows the proper procedures. Shareholders who hold Shares through a securities sub-account, brokerage account or other similar custodial account with a Depository Agent, broker, custodian or nominee other than CDP are urged to consult their Depository Agent, broker, custodian or nominee without delay regarding the proper procedures that they need to follow.

- **Shareholders who do not or are not able to accept their provisional allotment of Rights Shares will experience a dilution in their ownership of the Company**

In the event that Entitled Shareholders do not or are not able to accept their provisional allotment of Rights Shares, their proportionate ownership of the Company will be reduced. They may also experience a dilution in the value of their Shares. Even if the Entitled Shareholder sells his Nil-Paid Rights, or such Nil-Paid Rights are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his ownership of the Company as a result of the Rights Issue.

- **Investors may experience future dilution in the value of their Shares**

The Group may need to raise additional funds in the future to finance the repayment of borrowings, expansion of new developments relating to the Group's existing operations and/or to finance future investments. If additional funds are raised through the issuance by the Company of new Shares other than on a *pro rata* basis to existing Shareholders, the percentage ownership of existing Shareholders may be reduced and existing Shareholders may experience dilution in the value of their Shares.

APPENDIX A – RISKS FACTORS

- **An active trading market may not develop for the “nil-paid” rights entitlements during the trading period prescribed by the SGX-ST and, if an active market does develop, the “nil-paid” rights entitlements may be subject to greater price volatility than the Shares**

A trading period for the Rights Issue has been established. Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details. There is no assurance that an active trading market for the “nil-paid” rights entitlements on the Catalist will develop during the “nil-paid” rights trading period or that any over-the-counter trading market for the “nil-paid” rights entitlements will develop.

If an active market develops, the trading price of the “nil-paid” rights entitlements, which depends on the trading price of the Shares, may be volatile. In addition, Shareholders in certain jurisdictions are not allowed to participate in the Rights Issue. The “nil-paid” rights entitlements which would otherwise be provisionally allotted to Foreign Shareholders may be sold by the Company, which could affect the trading price of the “nil-paid” rights entitlements. The market price of the “nil-paid” rights may not reflect their actual value.

- **No assurance that an active market for the Shares will develop after the Rights Issue**

The Shares may not be traded regularly. There is no assurance that there will be an active trading market for the Shares subsequent to the Rights Issue and even if there is, there is no assurance that an active trading market for the Shares will be sustained. Volatility in the trading price of the Shares may be caused by factors outside the Company’s control and may be unrelated to its operating results. Shareholders should note that the Shares trade in board lots of 100 Shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares and who wish to trade in odd lots on the Catalist of the SGX-ST should note that there is no assurance that they will be able to acquire such number of Rights Shares to make up one board lot of 100 Rights Shares or to dispose of their odd lots (whether in part or whole) on the Catalist of the SGX-ST. Further, Entitled Shareholders who hold odd lots of less than 100 Rights Shares may experience difficulty and/or have to bear disproportionate transaction costs in disposing of odd lots of their Rights Shares.

Save as disclosed in the Company’s latest unaudited condensed interim consolidated financial statements for the three months, half year and nine months ended 31 March 2023, the public announcements made by the Company via SGXNET, and this Offer Information Statement, the Directors are not aware of any known trends, uncertainties, demands, commitments or events of the current financial year, being FY2023, that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the current financial year. In respect of the performance of the Group for the current financial year and save as disclosed, the Directors are not aware of any factor relating to the business and financial prospects of the Group and/or trends that will have a material effect on the financial condition and operating results.

APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX Investor Portal or SGX-SFG Service or through other electronic methods designated by CDP from time to time.

The provisional allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions in the ARE.

The number of Rights Shares provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Shares as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Shares in full or in part and are eligible to apply for Rights Shares in excess of their provisional allotments under the Rights Issue. Full instructions for the acceptance of and payment for the provisional allotments of Rights Shares and payment for excess Rights Shares are set out in the Offer Information Statement as well as the ARE.

If an Entitled Depositor wishes to accept his provisional allotment of Rights Shares specified in the ARE, in full or in part, and (if applicable) apply for excess Rights Shares, he may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Shares and (if applicable) application for excess Rights Shares may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if this ARE is not accurately completed and signed or if the “Free Balance” of your Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the ARE or the Offer Information Statement, at CDP’s absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank or electronic service delivery networks (such as the SGX’s Investor Portal) and the submission is unsuccessful) or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP’S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method. Entitled Depositors should take note that processing times for payments through Telegraphic Transfer may require more time to be processed than for other payment methods (ranging from 1 to 30 days depending on the relevant bank’s practice).

AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SHARES EITHER THROUGH CDP AND/OR BY WAY OF AN ELECTRONIC APPLICATION WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SFG SERVICE.

APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Right Shares and/or excess Rights Shares in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

The Company and CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Rights Shares, and where applicable, application for excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Rights Shares.

Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

Details on the acceptance for provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares are set out in paragraphs 2 to 4 of this Appendix B.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank

Instructions for Electronic Applications through ATMs to accept the Rights Shares provisionally allotted or (if applicable) to apply for excess Rights Shares will appear on the ATM screens of the Participating Bank. Please refer to Appendix D of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a Participating Bank.

IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, HE WOULD HAVE IRREVOCABLY AUTHORISED THE RELEVANT BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SHARES BY WAY OF THE ARE AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.

APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

2.2 Acceptance/Application through Form Submitted to CDP

If the Entitled Depositor wishes to accept the provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares through CDP, he must:

- (a) complete and sign the ARE. In particular, he must state in Part C(i) of the ARE the total number of Rights Shares provisionally allotted to him which he wishes to accept and the number of excess Rights Shares applied for and in Part C(ii) of the ARE the 6 digits of the Cashier's Order/ Banker's Draft; and
- (b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **SINOCLOUD GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later **than 5:30 P.M. ON 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP – SINOCLOUD GRP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

2.3 Acceptance through the SGX-SFG Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and the Offer Information Statement as if the ARE had been completed, signed and submitted to CDP.

2.4 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Depositor and (if applicable) the excess Rights Shares applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 1 and 5.2 of this Appendix B which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Shares in relation to the Rights Issue.

APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

2.5 Acceptance of Part of Provisional Allotments of Rights Shares and Trading of Provisional Allotments of Rights Shares

An Entitled Depositor may choose to accept his provisional allotment of Rights Shares specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Shares and trade the balance of his provisional allotment of Rights Shares on the SGX-ST, he should:

- (a) complete and sign the ARE for the number of Rights Shares provisionally allotted which he wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or
- (b) accept and subscribe for that part of his provisional allotment of Rights Shares by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.1 or 2.3 above.

The balance of his provisional allotment of Rights Shares may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Shares will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Shares, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

2.6 Sale of Provisional Allotments of Rights Shares

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Shares (“**Purchasers**”) as arrangements will be made by CDP for separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Shares may be rejected. Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Transfer Agent, for the period up to **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the Nil-Paid Rights, this Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Shares. You may obtain a copy from The Central Depository (Pte) Limited. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

This Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

SHAREHOLDERS WITH REGISTERED ADDRESSES OUTSIDE SINGAPORE WHO WISH TO PARTICIPATE IN THE RIGHTS ISSUE SHOULD PROVIDE CDP OR THE SHARE TRANSFER AGENT, AS THE CASE MAY BE, WITH ADDRESSES IN SINGAPORE FOR THE SERVICE OF NOTICES AND DOCUMENTS, AT LEAST THREE (3) MARKET DAYS PRIOR TO THE RECORD DATE.

APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SHARES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ON THEIR BEHALF.

2.7 Renunciation of Provisional Allotments of Rights Shares

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Shares in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Shares which they wish to renounce. Such renunciation shall be made in accordance with the “Terms and Conditions for Operations of Securities Accounts with CDP”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least 3 Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Shares. The last time and date for acceptance of the provisional allotments of Rights Shares and payment for the Rights Shares by the renounee is **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Shares by way of the ARE and/or the ARS and/or has applied for excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Shares provisionally allotted to him and/or application for excess Rights Shares (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES AT AN ISSUE PRICE OF S\$0.05)

As an illustration, if an Entitled Depositor has 14,000 Shares standing to the credit of his Securities Account as at the Record Date, the Entitled Depositor will be provisionally allotted 700 Rights Shares as set out in his ARE. The Entitled Depositor’s alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives	Procedures to be taken
(a) Accept his entire provisional allotment of 700 Rights Shares and (if applicable) apply for excess Rights Shares.	(i) Accept his provisional allotment of 700 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank not later than 25 May 2023 at 9:30 p.m. (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

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Alternatives	Procedures to be taken
	<p>(ii) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 700 Rights Shares and (if applicable) the number of excess Rights Shares applied for and forward the original signed ARE together with a single remittance for S\$35.00 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and excess Rights Shares applied for) by way of a Cashier's Order or Banker's Draft drawn in Singapore currency on a bank in Singapore, and made payable to "CDP – SINOCLOUD GRP RIGHTS ISSUE ACCOUNT" and crossed "NOT NEGOTIABLE, A/C PAYEE ONLY" for the full amount due on acceptance and (if applicable) application, by post, at his own risk, in the self-addressed envelope provided to SINOCLOUD GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147 so as to arrive not later than 5:30 p.m. on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.</p> <p>NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.</p>

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Alternatives	Procedures to be taken
<p>(b) Accept a portion of his provisional allotment of Rights Shares, for example 500 provisionally allotted Rights Shares, not apply for excess Rights Shares and trade the balance on the SGX-ST</p>	<p>(i) Accept his provisional allotment of 500 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank not later than 9:30 p.m. on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or</p> <p>(ii) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 500 Rights Shares, and forward the original signed ARE, together with a single remittance for S\$25.00, in the prescribed manner described in alternative (a)(ii) above, to CDP, so as to arrive not later than 5:30 p.m. on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company)</p> <p>(iii) The balance of the provisional allotment of 200 Rights Shares which is not accepted by the Entitled Depositor may be traded on the SGXST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Shares would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Shares or any other board lot size which the SGX-ST may require.</p>
<p>(c) Accept a portion of his provisional allotment of Rights Shares, for example 500 provisionally allotted Rights Shares, and reject the balance.</p>	<p>(i) Accept his provisional allotment of 500 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank not later than 9:30 p.m. on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company);</p>

**APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND
EXCESS APPLICATION BY ENTITLED DEPOSITORS**

Alternatives	Procedures to be taken
	<p>(ii) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 500 Rights Shares and forward the original signed ARE, together with a single remittance for S\$25.00, in the prescribed manner described in alternative (a)(ii) above to CDP so as to arrive not later than 5:30 p.m. on 25 May 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).</p> <p>(iii) The balance of the provisional allotment of 200 Rights Shares which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by 9:30 p.m. on 25 May 2023 or if an acceptance is not made through CDP by 5:30 p.m. on 25 May 2023.</p>

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1 Timing

THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IN RELATION TO THE RIGHTS ISSUE IS:

- (A) **9:30 P.M. ON 25 May 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH AN ATM OF A PARTICIPATING BANK.**
- (B) **5:30 P.M. ON 25 May 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP OR SGX-SFG SERVICE.**

If acceptance and payment for the Rights Shares in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through a Participating Bank by **9:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All moneys received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post **AT THE ENTITLED DEPOSITOR'S OR PURCHASER'S OWN RISK (AS THE CASE MAY BE)** to their mailing address as maintained in the records of CDP.

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IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

5.2 Appropriation

Without prejudice to paragraph 1 of this Appendix B, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Shares and/or applying for Excess Rights Shares, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for excess Rights Shares as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Shares provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Rights Shares. The determination and appropriation by the Company and CDP shall be conclusive and binding;
- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Shares and (if applicable) his application for excess Rights Shares, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Rights Shares provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for excess Rights Shares (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

5.3 Availability of Excess Rights Shares

The excess Rights Shares available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Constitution of the Company. Applications for excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renounee(s) or the Purchaser(s) of the provisional allotments of Rights Shares together with the aggregated fractional entitlements to the Rights Shares, any unsold Nil-Paid Rights (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more excess Rights Shares than are available, the excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the allotment of excess Rights Shares, preference will be given to

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the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse any application for excess Rights Shares, in whole or in part, without assigning any reason whatsoever. In the event that the number of excess Rights Shares allotted to an Entitled Depositor is less than the number of excess Rights Shares applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Rights Shares actually allotted to him.

If no excess Rights Shares are allotted or if the number of excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application moneys, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within 3 business days after the commencement of trading of the Rights Shares, by crediting their bank accounts with the Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST AT THEIR OWN RISK** to their mailing address as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions (if they had applied for excess Rights Shares through CDP).

5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through a Participating Bank and payment of the full amount payable for such Rights Shares is effected by **9:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP – SINOCLOUD GRP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by hand to **SINOCLOUD GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 11 NORTH BUONA VISTA DRIVE, #01-19/20, THE METROPOLIS TOWER 2, SINGAPORE 138589** or by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **SINOCLOUD GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent via the SGX-SFG Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent/(s) for the Rights Shares is effected by **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

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All moneys received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY ORDINARY POST** and at the **ENTITLED DEPOSITOR'S OR PURCHASERS' OWN RISK (AS THE CASE MAY BE)** to their mailing addresses as maintained in the records of CDP.

ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

5.5 Certificates

The certificates for the Rights Shares and Excess Rights Shares will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Shares and Excess Rights Shares, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Shares and Excess Rights Shares credited to your Securities Account.

5.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Shares provisionally allotted and credited to your Securities Account. You can verify the number of Rights Shares provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access. Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Shares provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SHARES IS IRREVOCABLE.

No acknowledgement will be given for any submissions sent by post, deposited into boxes located at CDP's premises or submitted by hand at CDP's counters.

All communications, notices, documents and remittances to be delivered or sent to you will be sent by **ORDINARY POST** or **EMAIL** to your mailing address or email address as maintained in the records of CDP, and **AT YOUR OWN RISK**.

5.7 Personal Data Privacy

By completing and delivering an ARE or an ARS and in the case of an Electronic Application, by pressing the "Enter" or "OK" or "Confirm" or "Yes" key, an Eligible Depositor or a Purchaser (i) consents to the collection, use and disclosure of his personal data by the Participating Bank, the Share Transfer Agent, CDP, the SGX-ST and the Company (the "Relevant Persons") for the purpose of facilitating his application for the Rights Shares with Warrants, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines, (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with the applicable laws, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

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6. PROCEDURE TO COMPLETE THE ARE / ARS

6.1 Know your holdings and entitlement

A. KNOW YOUR HOLDINGS & ENTITLEMENT

Number of Shares currently held by you

XX.XXX

This is your shareholdings as at Record Date.

Shares as at
XX January 2020
(Record Date)

This is the date to determine your rights entitlements.

Number of Rights Shares provisionally allotted*

XX.XXX

This is your number of rights entitlement.

Issue Price

S\$ X.XX per Rights Shares

This is price that you need to pay when you subscribe for one rights share.

6.2 Select your application options

B. SELECT YOUR APPLICATION OPTIONS

1. **Online via SGX Investor Portal** Access event via Corporate Actions Form Submission on investors.sgx.com or log in to your Portfolio on investors.sgx.com to submit your application via electronic application form. Make payment using PayNow by **5.30 p.m. on 25 May 2023**. You do not need to return this form.
2. **ATM** Follow the procedures set out on the ATM screen of a Participating Bank. Submit your application by **9.30 p.m. on 25 May 2023**. Participating Bank is **United Overseas Bank Limited**.
3. **Form** Complete section C below and submit this form by **5.30 p.m. on 25 May 2023**, together with BANKER'S DRAFT/CASHIER'S ORDER payable to **"CDP - SINOCLOUD GRP RIGHTS ISSUE ACCOUNT"**. Write your name and securities account number on the back of the Banker's Draft/Cashier's Order.

This is the last date and time to subscribe for the rights shares through ATM and CDP.

You can apply your rights shares through ATMs of this participating bank.

This is the payee name to be issued on your Cashier's Order where SINOCLOUD GRP is the name of the issuer.

CDP Depositors who are Entitled Depositors and/or Purchasers who wish to accept their provisional allotments of Rights Securities and/or apply for Excess Rights Securities through an ATM of one of the Participating Banks, or via SGX Investor Portal ("Electronic Applications") should note that Electronic Applications will not be available on the Saturday, of 13 May 2023 due to system maintenance.

Note: Please refer to the ARE/ARS for the actual holdings, entitlements, Record Date, Issue Price, Closing Date for subscription, PayNow reference, list of participating ATM banks and payee name on the Cashier's Order.

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6.3 Application via SGX Investor Portal



User Guide to apply and pay for Rights via SGX Investor Portal

Before you proceed to apply for rights via Investor Portal, please ensure that you have the following:

1. Singpass (Singaporeans/PRs/Work Pass Holders) or CDP Internet User ID (Foreigners/Corporates)
2. Daily limit to meet your transfer request (up to S\$200,000 per transaction for PayNow, capped at a daily fund transfer limit set with your bank, whichever is lower)
3. Notification to alert you on the transfer, refund and submission status. Please turn on the setting in your bank account notifications and update your email address with CDP.

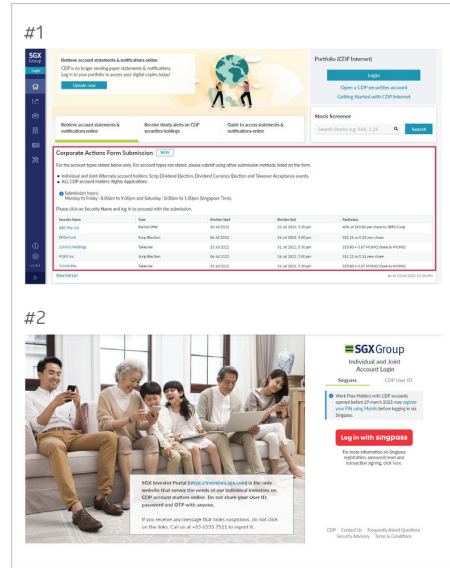
Note:

1. Please ensure that your applications and payments are received by CDP before 5:30pm (Singapore Time) on the event close date. Otherwise, CDP will reject the application.
2. Payment from rejected applications will be refunded to your originating bank account. Banks might impose fees to process refunds. The fees will be deducted from the refund amount. Please check with your bank on the charges and status of your refund.
3. CDP will determine the number of rights applied using total payment received on each day, ignoring resultant fractional cent payable if any.
4. Post allocation, CDP will refund any excess amount to your Direct Crediting Service (DCS) bank account.
5. A transaction fee of S\$2 (inclusive of GST) applies for PayNow. It is non-refundable once the instruction is submitted successfully, regardless of the amount of rights allotted.

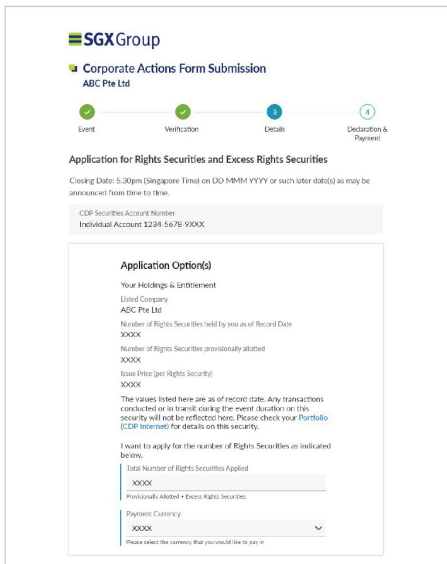
Step 1 Scan QR code using your mobile or visit Investor Portal at investors.sg.com



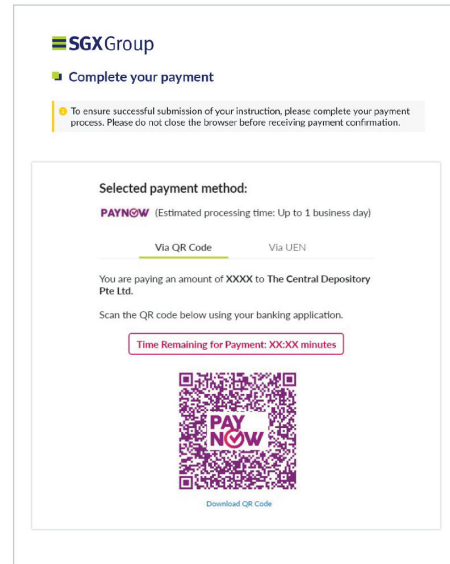
Step 2 Select the event or log in to your Portfolio



Step 3 Enter the number of rights and confirm payment amount



Step 4 Scan QR code using your bank mobile app and submit application along with payment



APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

6.4 Application via Form Declaration

Fill in the total number of the rights shares and excess rights shares (for ARE)/ number of rights shares (for ARS) that you wish to subscribe within the boxes.

C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly.

i. Total Number of Rights Shares Applied: (Provisionally Allotted + Excess Rights Shares)

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ii. Cashier's Order/Banker's Draft Details: (Input last 6 digits of CO/BD)

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Fill in the 6 digits of the CO / BD number (eg.001764) within the boxes.

Sign within the box.

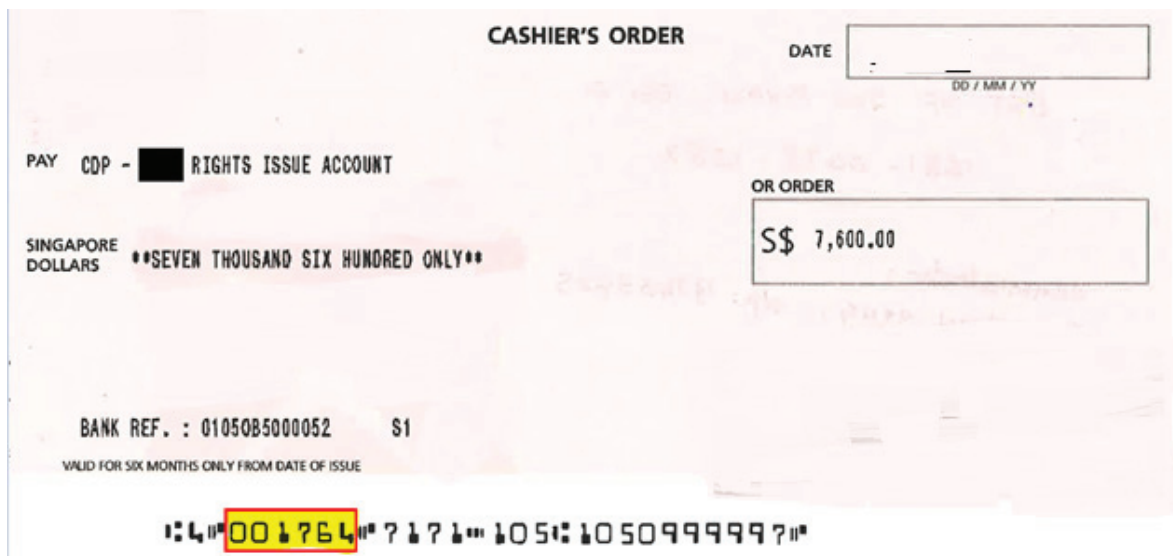
Signature of Shareholder(s)

Date

Notes:

- (i) If the total number rights securities applied exceeds the provisional allotted holdings in your CDP Securities Account as at Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.
- (ii) The total number of rights securities applied will be based on cash amount stated in your Cashier's Order/Banker's Draft. The total number of rights securities will be appropriated accordingly if the applied quantity exceeds this amount.
- (iii) Please note to submit one Cashier's Order per application form.

6.5 Sample of a Cashier's Order



APPENDIX C – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

1. INTRODUCTION

- 1.1 Acceptance of the provisional allotment of and any excess application for the Rights Shares must be made on the appropriate form(s) accompanying and forming part of this Offer Information Statement.
- 1.2 Entitled Scripholders are entitled to receive this Offer Information Statement together with the following documents which are enclosed herewith, and form part of this Offer Information Statement:-

Renounceable PAL incorporating:-

Form of Acceptance	FORM A
Request for Splitting	FORM B
Form of Renunciation	FORM C
Form of Nomination	FORM D
Excess Rights Shares Application Form	FORM E

- 1.3 The provisional allotments of the Rights Shares and application for excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the enclosed PAL. The PAL shows the number of Rights Shares with Entitled Scripholders have been provisionally allotted (fractional entitlements, if any, having been disregarded) and contains full instructions with regard to acceptance and payment and the procedures to be followed should such Entitled Scripholders wish to transfer all or any part of their provisional allotment pursuant to the Rights Issue. Entitled Scripholders may accept their allotment in whole or in part are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue.
- 1.4 With regard to any application which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue or with the terms and conditions of this Offer Information Statement, or in the case of any application by the ARE, the ARS, the PAL, and/or other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Transfer Agent may, at their absolute discretion, reject or treat as invalid any such application or present for payment or arrange other processes for remittances at any time after receipt in such manner as it may deem fit.
- 1.5 The Company and/or the Share Transfer Agent shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application for excess Rights Shares and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid. Evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of provisional allotment of Rights Shares and (if applicable) application for excess Rights Shares.
- 1.6 **Entitled Scripholders who intend to trade any part of their provisional allotment of Rights Shares on the SGX-ST should note that all dealings in and transactions of the provisional allotment of Rights Shares through the Catalist of the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PAL will not be valid for delivery pursuant to trades done on the SGX-ST.**

APPENDIX C – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

1.7 Unless expressly provided to the contrary in this Offer Information Statement and the PAL, a person who is not a party to any contracts made pursuant to this Offer Information Statement or the PAL has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. FORM OF ACCEPTANCE (FORM A)

2.1 Acceptance

Entitled Scripholders who wish to accept their entire provisional allotments or to accept any part of it and decline the balance, should complete Form A of the PAL for the number of Rights Shares which they wish to accept and forward the PAL in its entirety together with payment in the prescribed manner to **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902**, so as to arrive not later than **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 Insufficient Payment

The attention of the Entitled Scripholder is also drawn to 2.3 of this Appendix C entitled “**Appropriation**” which sets out the circumstances and manner in which the Company and/or the Share Transfer Agent shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and/or the Share Transfer Agent, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Cashier’s Order or Banker’s Draft drawn on a bank in Singapore.

3. REQUEST FOR SPLITTING (FORM B) AND RENUNCIATION (FORM C)

Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments in favour of more than one person, should first, using Form B, request to have their provisional allotments under the PAL split into separate PALs (the “**Split Letters**”) according to their requirements. The duly completed Form B together with the PAL, in its entirety, should be returned, by post in the self-addressed envelope provided, at their own risk, to **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902**, so as to arrive not later than **5:30 p.m. on 19 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B is received after **5:30 p.m. on 19 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing Form C before delivery to the renounee. Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments they intend to accept, if any, and forward the said Split Letter(s) together with payment in the prescribed manner to **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902** so as to arrive not later than **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

APPENDIX C – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

An Entitled Scripholder who wishes to renounce his entire provisional allotment of Rights Shares in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of provisional allotment of Rights Shares which he wishes to renounce and deliver the PAL in its entirety to the renounee(s).

4. FORM OF NOMINATION (FORM D)

The renounee(s) should complete and sign Form D and send Form D together with the PAL in its entirety, duly completed and signed, together with payment in the prescribed manner, to reach **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902** not later than **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. CONSOLIDATION OF RIGHTS SHARES

Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing FORM A of the PAL and the Consolidated Listing Form in FORM D of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly complete and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in FORM D of only one PAL or Split Letter (the “**Principal PAL**”) by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them.

All the renounced PALs and Split Letters, each duly completed and signed, must be attached to Form A or Form D (as the case may be).

6. PAYMENT

Unless acceptance and payment in the form of a remittance in Singapore currency for the full amount due on acceptance in the form of a Banker’s Draft or Cashier’s Order drawn on a bank in Singapore and made payable to “**SINOCLOUD RIGHTS ISSUE ACCOUNT**” and crossed “**NOT NEGOTIABLE, A/C PAYEE ONLY**” and with the name and address of the Entitled Scripholder or accepting party clearly written in block letters on the reverse side of the remittance is received by **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902** by **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void. Such provisional allotments of Rights Shares not accepted will be allotted to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Company will return all unsuccessful application monies received in connection therewith by **POST** and at the risk of the Entitled Scripholders or their renounees, as the case may be, without interest or any share of revenue or benefit arising therefrom within 14 days after the Closing Date. **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

APPENDIX C – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

7. APPLICATION FOR EXCESS RIGHTS SHARES (FORM E)

The Excess Rights Shares Application Form contains full instructions with regard to an Excess Rights Shares application, and payment and the procedures to be followed if you wish to apply for Rights Shares in excess of your provisional allotment of Rights Shares. Applications in excess of each Entitled Scripholder's provisional allotment may be made by completing and forwarding Form E of the PAL. Each application, to be accompanied by a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above, at their own risk to **SINOCLOUD GROUP LIMITED C/O THE SHARE TRANSFER AGENT, M & C SERVICES PRIVATE LIMITED AT 112 ROBINSON ROAD, #05-01, SINGAPORE 068902**, so as to arrive not later than **5:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Payment for the Excess Rights Shares applied for must be made in Singapore currency in the form of a Banker's Draft or Cashier's Order drawn on a bank in Singapore and made out in favour of "**SINOCLOUD RIGHTS ISSUE ACCOUNT**", and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and address of the Entitled Scripholder clearly written in block letters on the reverse side of the remittance. **APPLICATIONS ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE NOT ACCEPTED.**

Applications for Excess Rights Shares by the Entitled Scripholders are subject to the terms and conditions contained in the PAL, Form E, this Offer Information Statement and the Constitution of the Company (if applicable). Applications for Excess Rights Shares, at the Directors' absolute discretion, be satisfied from such Rights Shares which are not validly taken up by the Entitled Shareholders, the unsold Nil-Paid Rights (if any) of Foreign Shareholders, the aggregated fractional entitlements and any Rights Shares that are otherwise not allotted for an reason in accordance with the terms and conditions of the Offer Information Statement, the Constitution of the Company (if applicable) and the instructions contained in the PAL and/or any other application form for the Rights Shares. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors, in their absolute discretion, deem fit in the interests of the Company. The Directors reserve the right to allot the Excess Rights Shares applied for under Form E in any manner they deem fit and to refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason therefor. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the board of the Company, will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares.

If no Excess Rights Shares are allotted to Entitled Scripholders or if the number of Excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application or the surplus application monies for Excess Rights Shares received by the Company, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by **ORDINARY POST** and at their **OWN RISK**.

8. GENERAL

No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications. Entitled Scripholders who are in any doubt as to the action they should take should consult their legal, financial, tax or other professional adviser immediately.

APPENDIX C – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

Upon listing and quotation on the Catalist, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the Catalist and/or CDP shall be made in accordance with the “Terms and Conditions for Operation of Securities Accounts with CDP”, and the “Terms and conditions for CDP to act as Depository for the Rights Shares”, as the same may be amended from time to time. Copies of the above are available from CDP.

Entitled Scripholders and their renounees, will be issued physical certificates in their names for the Rights Shares allotted to them and if applicable, the excess Rights Shares allotted to them. Such physical certificates, if issued, will be forwarded to them by ordinary post at their own risk, but will not be valid for delivery pursuant to trades done on the Catalist of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title.

THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5:30 P.M. ON 25 May 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).

9. PERSONAL DATA PRIVACY

By completing and delivering the PAL, an Eligible Scripholder or a renounee (i) consents to the collection, use and disclosure of his personal data by the Share Transfer Agent, CDP, SGX-ST and the Company for the purpose of facilitating his application for the Rights Shares, and in order for the aforesaid persons to comply with any applicable laws, listing rules, regulations and/or guidelines, (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with the applicable laws, and (iii) agrees that he will indemnify the Share Transfer Agent, CDP, SGX-ST and the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK

The following contains additional terms and conditions for Electronic Applications in relation to the acceptance, payment and excess application of Rights Shares. In the case of any inconsistency between the terms, conditions and procedures set out in the ATMs of a Participating Bank and the terms, conditions and procedures set out herein, the terms, conditions and procedures set out in such ATMs shall prevail.

The procedures for Electronic Applications through ATMs of a Participating Bank are set out on the ATM screens of the Participating Bank.

Please read carefully the terms and conditions of this Offer Information Statement, the procedures for Electronic Applications on the ATM screens of a Participating Bank and the terms and conditions for Electronic Applications set out below before making an Electronic Application through an ATM of a Participating Bank. Any Electronic Application through an ATM of a Participating Bank which does not strictly conform to the instructions set out on the screens of the ATM of a Participating Bank through which the Electronic Application is made will be rejected.

All references to “Rights Issue” and “Rights Application” on the ATM screens of the Participating Bank shall mean the offer of Rights Shares under the Rights Issue and the acceptance of Rights and (if applicable) the application for Excess Rights Shares, respectively. All references to “Document” on the ATM screens of the Participating Bank shall mean this Offer Information Statement.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications through an ATM of a Participating Bank, the procedures for Electronic Applications on the ATM screens of a Participating Bank shall mean the Entitled Depositor or his renounee or the Purchaser of the provisional allotments of Rights Shares who accepts the provisional allotments of Rights Shares or (as the case may be) who applies for the Rights Shares through an ATM of a Participating Bank.

An Applicant making an Electronic Application through an ATM of a Participating Bank must have an existing bank account with, and be an ATM cardholder of, the Participating Bank before he can make an Electronic Application through an ATM of that Participating Bank. An ATM card issued by one Participating Bank cannot be used to accept provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares at an ATM belonging to another Participating Bank. The actions that the Applicant must take at ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank. Upon the completion of his Electronic Application transaction through an ATM of the Participating Bank, the Applicant will receive an ATM transaction slip, confirming the details of his Electronic Application. The ATM transaction slip is for retention by the Applicant and should not be submitted with any ARE and/or ARS. **An Applicant, including one who has a joint bank account with a Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him by that Participating Bank in his own name. Using his own Securities Account number with an ATM card which is not issued to him by that Participating Bank in his own name will render his acceptance or (as the case may be) excess application liable to be rejected.**

For SRS Investors, investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the relevant SRS Approved Banks in which they hold their SRS Accounts, their respective finance companies or Depository Agents, respectively. Such investors are advised to provide the relevant SRS Approved Banks in which they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or (if applicable) application made directly through CDP, the Share Transfer Agent, Electronic Applications and/or the Company will be rejected.

APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK

For renounees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotments of Rights Shares must be done through their respective finance companies or Depository Agents, as the case may be. Such renounees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date.

ANY ACCEPTANCE OF THE RIGHTS SHARES AND (IF APPLICABLE) APPLICATION FOR EXCESS RIGHTS SHARES MADE DIRECTLY BY SUCH RENOUNCEES AND PURCHASERS THROUGH CDP, ELECTRONIC APPLICATIONS, THE SHARE TRANSFER AGENT AND/OR THE COMPANY WILL BE REJECTED.

The Electronic Application through an ATM of a Participating Bank shall be made on, and subject to, the terms and conditions of this Offer Information Statement including, but not limited to, the terms and conditions appearing below:

1. In connection with his Electronic Application through an ATM of a Participating Bank for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating his Electronic Application:
 - (a) that he has read, understood and agreed to all the terms and conditions of acceptance of and (as the case may be) application for the Rights Shares under the Rights Issue and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and
 - (b) that he authorises the Company, the Participating Bank and the Manager to collect and use, among other things, his name(s), his NRIC number(s) or passport number(s), address(es), nationality(ies), Securities Account number(s), application details and any other information (including personal data) (the “Relevant Particulars”) and disclose the same from the records of the Company, the Participating Bank and the Manager to the Share Transfer Agent, CDP, the SGX-ST, the Company, the Manager and any other relevant parties (the “Relevant Parties”) as any of the Company, the Participating Bank, the Manager or CDP may deem fit for the purpose of the Rights Issue and his acceptance and (if applicable) application.

His acceptance and (if applicable) application will not be successfully completed and cannot be recorded as a completed transaction unless he presses the “Enter” or “OK” or “Confirm” or “Yes” key on the ATM of a Participating Bank. By doing so, the Applicant shall be treated as signifying his confirmation of each of the two statements above. In respect of statement 1(b) above, his confirmation, by pressing the “Enter” or “OK” or “Confirm” or “Yes” key shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act 1970 of Singapore, to the disclosure by the Participating Bank of the Relevant Particulars to the Relevant Parties.

2. An Applicant may make an Electronic Application through an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his bank account with such Participating Bank to deduct the full amount payable from his bank account with such bank.
3. The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the ATM transaction slip confirming the details of his Electronic Application, or the number of Rights Shares standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date (whichever is the lesser number). In the event that the Company decides to allot any lesser number of Excess Rights Shares or not to allot any number of Excess Rights Shares to the Applicant, the Applicant agrees to accept the Company’s decision as final and binding.

**APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR
ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK**

4. If the Applicant's Electronic Application through an ATM of a Participating Bank is successful, his confirmation (by his action of pressing the "Enter" or "OK" or "Confirm" or "Yes" key, as the case may be, on the ATM screen of a Participating Bank) of the number of Rights Shares accepted and/or Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied for that may be allotted to him.
5. In the event that the Applicant accepts the Rights Shares both by way of the ARE and/or the ARS (as the case may be) and also by Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as the Company and/or CDP may, in their/its absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the number of provisionally allotted Rights Shares which are standing to the credit of the "Free Balance" of his Securities Account as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of the ARE and/or the ARS (as the case may be) and by Electronic Application through an ATM of a Participating Bank. The Company and/or CDP, in determining the number of Rights Shares which the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Cashier's Order or Banker's Draft drawn on a bank in Singapore accompanying the ARE and/or the ARS, by way of the acceptance through Electronic Application through an ATM of a Participating Bank which he has authorised or deemed to have authorised to be applied towards the payment in respect of his acceptance.
6. If applicable, in the event that the Applicant applies for Excess Rights Shares both by way of the ARE and also by Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as the Company and/or CDP may, in their/its absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which he has applied by way of the ARE and by way of application through Electronic Application through an ATM of a Participating Bank. The Company and/or CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions for the application of, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the Excess Rights Shares, whether by way of Cashier's Order or Banker's Draft drawn on a bank in Singapore accompanying the ARE or by way of application through Electronic Application through an ATM of a Participating Bank, which he has authorised or deemed to have authorised to be applied towards the payment in respect of his application.
7. The Applicant irrevocably requests and authorises the Company to:
 - (a) register or to procure the registration of the Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application through an ATM of a Participating Bank in respect of the Rights Shares not be accepted and/or Excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with the Participating Bank with the relevant amount within three (3) business days after the commencement of trading of the Rights Shares; and

APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK

- (c) return or refund (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application through an ATM of a Participating Bank for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with the relevant Participating with the relevant amount within three (3) business days after the commencement of trading of the Rights Shares.
8. **BY MAKING AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS A NOMINEE OF ANY OTHER PERSON.**
9. The Applicant irrevocably agrees and acknowledges that his Electronic Application through an ATM of a Participating Bank is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the Participating Bank, the Company, the Share Transfer Agent, the Manager and any events whatsoever beyond the control of CDP, the Participating Bank, the Company, the Share Transfer Agent, the Manager, and if, in any such event, CDP, the Participating Bank, the Company, the Share Transfer Agent, the Manager do not record or receive the Applicant's Electronic Application through an ATM of a Participating Bank by **9:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application through an ATM of a Participating Bank and the Applicant shall have no claim whatsoever against CDP, the Participating Bank, the Company, the Directors, the Share Transfer Agent, the Manager and their respective officers for any purported acceptance thereof and (if applicable) excess application therefor, or for any compensation, loss or damage in connection therewith or in relation thereto.
10. **Electronic Applications may only be made through ATMs of a Participating Bank from Mondays to Saturdays between 7:00 a.m. to 9:30 p.m., excluding public holidays.**
11. Electronic Applications through ATMs of a Participating Bank shall close at **9:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
12. All particulars of the Applicant in the records of the Participating Bank at the time he makes his Electronic Application through an ATM of the Participating Bank shall be deemed to be true and correct and the Participating Bank, the Company and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application through an ATM of the Participating Bank, the Applicant shall promptly notify the Participating Bank.
13. The Applicant must have sufficient funds in his bank account(s) with the Participating Bank at the time he makes his Electronic Application through an ATM of the Participating Bank, failing which his Electronic Application will not be completed. Any Electronic Application made through ATMs of the Participating Bank which does not strictly conform to the instructions set out on the ATM screens of such Participating Bank will be rejected.
14. Where an Electronic Application through an ATM of a Participating Bank is not accepted, it is expected that the full amount of the acceptance/application monies will be returned or refunded in Singapore currency (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's bank account with the Participating Bank within three (3) business days after the commencement of trading of the Rights Shares. An Electronic Application through an ATM of a Participating Bank may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.

**APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR
ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK**

15. In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Bank and agreeing to close the Rights Issue at **9:30 p.m. on 25 May 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), and by making and completing an Electronic Application through an ATM of a Participating Bank, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplementary document or replacement document is lodged with the Authority);
 - (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) none of the Company, CDP, the Participating Bank, the Share Transfer Agent or the Manager shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company or CDP due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 of this Appendix D above or to any cause beyond their respective control;
 - (d) he will not be entitled to exercise any remedy of rescission for misrepresentation at any time after his acceptance of the provisionally allotted Rights Shares and (if applicable) his application for Excess Rights Shares;
 - (e) in respect of the Rights Shares and/or Excess Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (f) unless expressly provided to the contrary in this Offer Information Statement and/or the Electronic Application, a person who is not a party to any contracts made pursuant to this Offer Information Statement and/or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
16. The Applicant should ensure that his personal particulars as recorded by CDP, the Participating Bank and the Company are correct and identical; otherwise, his Electronic Application through an ATM of a Participating Bank may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.
17. The existence of a trust will not be recognised. Any Electronic Application through an ATM of a Participating Bank by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.

**APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR
ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK**

18. In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of the ARE and/or the ARS and/or by way of Electronic Application through any ATM of the Participating Bank, the provisionally allotted Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their/its absolute discretion, deem fit and the surplus acceptance and (if applicable) application monies, as the case may be, will be returned or refunded, without interest or any share of revenue or other benefit arising therefrom, within three (3) business days after the commencement of trading of the Rights Shares by any one or a combination of the following:
- (a) by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST** to his mailing address as maintained in the records of CDP or in such other manner as he may have agreed with CDP for the payment of any cash distribution **AT HIS OWN RISK** if he accepts and (if applicable) applies through CDP; and/or
 - (b) by crediting the Applicant's bank account with the Participating Bank **AT HIS OWN RISK** if he accepts and (if applicable) applies through an ATM of that Participating Bank, the receipt by such bank being a good discharge of the Company's, the Manager's and CDP's obligations.
19. The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotments of Rights Shares which he can validly accept, the Company and/or CDP are entitled, and the Applicant hereby authorises the Company and/or CDP, to take into consideration: (a) the total number of Rights Shares represented by the provisional allotments of Rights Shares which the Applicant has validly accepted, whether under the ARE and/or the ARS or any other form of application (including an Electronic Application through an ATM of a Participating Bank) for the Rights Shares; (b) the total number of Rights Shares represented by the provisional allotments of Rights Shares standing to the credit of the "Free Balance" of the Applicant's Securities Account which is available for acceptance; and (c) the total number of Rights Shares represented by the provisional allotments of Rights Shares which has been disposed of by the Applicant. The Applicant hereby acknowledges that the Company's and/or CDP's determination shall be conclusive and binding on him.
20. The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application through an ATM of that Participating Bank is made in respect of the provisional allotments of Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.
21. With regard to any acceptance, (if applicable) application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Right Shares and/or Excess Rights Shares in relation to the Rights Issue, or where the "Free Balance" of the Applicant's Securities Account is not credited with, or is credited with less than, the relevant number of Rights Shares subscribed as at the Closing Date, or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an acceptance and/or application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, (if applicable) application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.

**APPENDIX D – ADDITIONAL TERMS AND CONDITIONS FOR
ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK**

22. The Company and/or CDP shall be entitled to process each application submitted for the acceptance of the provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Applicant, on its own, without regard to any other application and payment that may be submitted by the same Applicant. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

This Offer Information Statement is dated **9 May 2023**.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and the appendices and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Offer Information Statement and the appendices constitute full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement or the appendices misleading. Where information in this Offer Information Statement or the appendices has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Offer Information Statement and the appendices in its proper form and context.

For and on behalf of **SinoCloud Group Limited**

DIRECTORS

SIGNATURES

Mr. Chan Andrew Wai Men
(Executive Chairman)

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Mr. Lam Chun Hei, Justin
(Executive Director and Chief Operating Officer)

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Mr. Wan Ngar Yin, David
(Independent Director)

.....

Mr. Chau King Fai, Philip
(Independent Director)

.....

Mr. Alexander Shlaen
(Independent Director)

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