

SINOCLOUD GROUP LIMITED

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

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 79,390,353 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.05 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (“RIGHTS ISSUE”)

– NOTICE OF RECORD DATE FOR THE RIGHTS ISSUE

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of SinoCloud Group Limited (the “**Company**”) refers to the Company’s announcement dated 30 September 2022, as well as the circular to shareholders dated 5 January 2023 in relation to, amongst others, the Rights Issue (“**Circular**”). Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings ascribed to them in the Circular.
- 1.2. The Rights Issue, amongst others, had been approved by Shareholders at the SGM of the Company held by way of electronic means on 20 January 2023.

2. NOTICE OF RECORD DATE FOR THE RIGHTS ISSUE

- 2.1. **NOTICE IS HEREBY GIVEN** that the Register of Members and the share transfer books of the Company will be closed at **5:00 p.m. (Singapore time) on 8 May 2023** (the “**Record Date**”) for the purpose of determining the provisional allotments of Rights Shares under the Rights Issue of the Entitled Shareholders whose registered addresses with the Company or The Central Depository (Pte) Limited (“**CDP**”), as the case may be, are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided to CDP, at 11 North Buona Vista Drive #06-07 The Metropolis Tower 2 Singapore 138589 or the Company’s Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, as the case may be, with addresses in Singapore for the service of notices and documents.
- 2.2. The Shares will trade on a "cum-rights" basis on the Catalist of the SGX-ST up to 5:00 p.m. (Singapore time) on 4 May 2023. The Shares will trade on an "ex-rights" basis from 9:00 a.m. (Singapore time) on 5 May 2023 and any person who purchases Shares on and from 5 May 2023 will not be entitled to any provisional allotment of Rights Shares under the Rights Issue.

3. ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE

- 3.1. Entitled Shareholders (being Entitled Depositors and Entitled Scripholders) will be entitled to participate in the Rights Issue and receive a copy of a notification letter (the “**OIS Notification Letter**”) containing instructions on how to access the Offer Information Statement which will be electronically disseminated for viewing, together with the appropriate application forms and accompanying documents at their respective Singapore addresses as maintained with the

records of CDP or the Share Registrar, as the case may be.

- 3.2. Subject to the terms and conditions of the Offer Information Statement and the accompanying documents, Entitled Shareholders will be at liberty to accept in full or in part, decline, or otherwise renounce, or, in the case of Entitled Depositors only, trade their provisional allotments of Rights Shares on the Catalist of the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST and will be eligible to apply for Excess Rights Shares.

3.3. **Entitled Depositors**

Entitled Depositors are Shareholders with Shares standing to the credit of their Securities Accounts as at 5:00 p.m. (Singapore time) on the Record Date and (a) whose registered addresses with CDP are in Singapore as at the Record Date, or (b) whose registered addresses with CDP are outside Singapore but have, by 5:00 p.m. (Singapore time) at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents.

3.4. **Entitled Scripholders**

Entitled Scripholders are Shareholders whose share certificates have not been deposited with CDP as well as transferees who have tendered to the Share Transfer Agent registrable transfers of their Shares and the certificates relating thereto for registration up to the Record Date and (a) whose registered addresses with the Company are in Singapore as at the Record Date, or (b) whose registered addresses with the Company are outside Singapore but have, by 5:00 p.m. (Singapore time) at least three (3) Market Days prior to the Record Date, provided the Share Transfer Agent with addresses in Singapore for the service of notices and documents.

3.5. **Supplementary Retirement Scheme (“SRS”)**

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

SRS Investors who wish to accept their provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares using SRS monies will need to instruct their respective SRS approved banks with whom they hold their SRS Accounts, to accept their provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions in the 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 provisional allotment of Rights Shares and (if applicable) apply for excess Rights Shares on their behalf.

SRS monies may not, however, be used for the purchase of Rights directly from the market.

3.6. **Foreign Shareholders**

For practical reasons and to avoid any violation of the securities legislation applicable in

jurisdictions other than Singapore, the Rights Shares will **NOT** be offered to Shareholders with registered addresses outside Singapore as at 5.00 p.m. (Singapore time) on the Record Date and who have not, by 5:00 p.m. (Singapore time) at least three (3) Market Days prior to the Record Date, provided the Share Transfer Agent or CDP, as the case may be, with addresses in Singapore for the service of notices and documents. The Rights Issue is only made in Singapore and the OIS Notification Letter, the Offer Information Statement and/or its accompanying documents will **NOT** be despatched or disseminated to Foreign Shareholders or to any jurisdiction outside Singapore. Accordingly, as Foreign Shareholders will not be entitled to participate in the Rights Issue, no provisional allotments of the Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for the Rights Shares by Foreign Shareholders will be valid.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the provisional allotments of Rights Shares, 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 dealings in the provisional allotments of the Rights Shares commence, or to the extent not sold, to be dealt with in the interests of the Company (including, without limitation, being allotted and issued to satisfy applications for Excess Rights Shares).

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 to be incurred in relation thereto. Where the provisional allotments of Rights Shares are sold "nil-paid" on 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 shall have any claim whatsoever against the Company, the Manager, CDP, the Share Transfer Agent and/or their respective officers in connection therewith. 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 maintained by CDP as at the Record Date and sent to them at their own risk by ordinary post. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall be dealt with as the Directors may, in its absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager, the Share Transfer Agent, CDP and/or their respective officers, in connection therewith.

Foreign Shareholders who wish to participate in the Rights Issue may 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.

4. OFFER INFORMATION STATEMENT

Further details of the Rights Issue will be made available in the Offer Information Statement to be electronically disseminated to Entitled Shareholders in due course, and appropriate announcements in relation to the lodgement and dissemination of the Offer Information Statement will be made.

5. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in

the Shares. As at the date of this announcement, there is no certainty or assurance that the Rights Issue will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully and where in doubt as to the action they should take, they should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional adviser(s) immediately.

BY ORDER OF THE BOARD

Chan Andrew Wai Men
Executive Chairman

27 April 2023

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Catalist Rules.*

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

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