



CLLOUDARON GROUP BERHAD

(Company No. 1230681-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Cloudaron Group Berhad ("Cloudaron" or the "Company") will be held at President's Room, Royal Selangor Club, Jalan Raja, 50050 Kuala Lumpur on Thursday, 21 June 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY CLOUDARON PTE LTD ("CLOUDARON SINGAPORE"), A WHOLLY OWNED SUBSIDIARY OF CLOUDARON, OF THE REMAINING 90% EQUITY INTEREST IN REALTORS8 PTE LTD ("REALTORS8") FROM 8COMMON LIMITED ("8COMMON") FOR A PURCHASE CONSIDERATION OF SGD4,230,000 (APPROXIMATELY RM12,582,558) TO BE SATISFIED VIA THE ISSUANCE OF NEW ORDINARY SHARES IN CLOUDARON ("CLOUDARON SHARE") ("CONSIDERATION SHARE") ("PROPOSED REALTORS8 ACQUISITION")

"THAT subject to all approvals being obtained from the relevant regulatory or authorities, including but not limited to the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the Consideration Shares to be issued and the conditions precedent in the sales and purchase agreement dated 15 February 2018, entered into between Cloudaron Singapore with 8Common ("Realtors8 SPA") being fulfilled or waived (as the case may be), approval be and is hereby given for Cloudaron Singapore to acquire up to 27,450,000 ordinary shares of Realtors8 from 8common, representing 90% of the equity interest in Realtors8, for a purchase consideration of up to SGD4,230,000 (approximately RM12,582,558) which will be satisfied via issuance of 52,427,325 Consideration Shares at an issue price of RM0.24 per Consideration Share.

THAT pursuant to the terms of the Realtors8 SPA, approval be and is hereby given for the Company to allot and issue the Consideration Shares to 8common;

THAT the Consideration Shares to be allotted and issued, upon allotment and issuance, rank pari passu in all respects with each other and with the then existing shares save and except that the holders of such Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares;

AND THAT the Board of Directors of Cloudaron ("Board") be and is hereby authorised and empowered to take all acts and things and to execute all necessary documents, to give full effects and to complete the Proposed Realtors8 Acquisition with full power to assent to or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete Proposed Realtors8 Acquisition."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN DACS NETWORK SOLUTIONS SDN BHD ("DACs") FOR A PURCHASE CONSIDERATION OF RM7,200,000 TO BE SATISFIED VIA A COMBINATION CASH AND ISSUANCE OF CONSIDERATION SHARES ("PROPOSED DACS ACQUISITION")

"THAT subject to all approvals being obtained from the relevant regulatory or authorities, including but not limited to the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the Consideration Shares to be issued and the conditions precedent in the SPA dated 30 March 2018, entered into between Cloudaron with Edmund Low Chun Hoong ("DACs SPA") being fulfilled or waived (as the case may be), for Cloudaron to acquire entire equity interest in DACs for a purchase consideration of RM7,200,000 to be satisfied via RM2,000,000 cash and issuance of 16,507,936 Consideration Shares at an issue price of RM0.315 per Consideration Shares, approval be and is hereby given for the Company to allot and issue the Consideration Shares to Edmund Low;

THAT the Consideration Shares to be allotted and issued, upon allotment and issuance, rank pari passu in all respects with each other and with the then existing shares save and except that the holders of such Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares;

AND THAT the Board be and is hereby authorised and empowered to take all acts and things and to execute all necessary documents, to give full effects and to complete the Proposed DACs Acquisition with full power to assent to or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete Proposed DACs Acquisition."

BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)
WONG YUET CHYN (MAICSA 7047163)
Company Secretaries

Kuala Lumpur
6 June 2018

Notes:

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a general meeting of the Company shall have the same rights as the member to speak at the general meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Depositories Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 24 hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 June 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the extraordinary general meeting.
8. All resolutions set out in this notice will be put to vote by way of poll.