



**DECLOUT LIMITED**

(Incorporated in the Republic of Singapore on 21 August 2010)  
(Company Registration No. 201017764W)

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**INTERNAL REORGANISATION OF GROUP STRUCTURE**

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**1. INTRODUCTION**

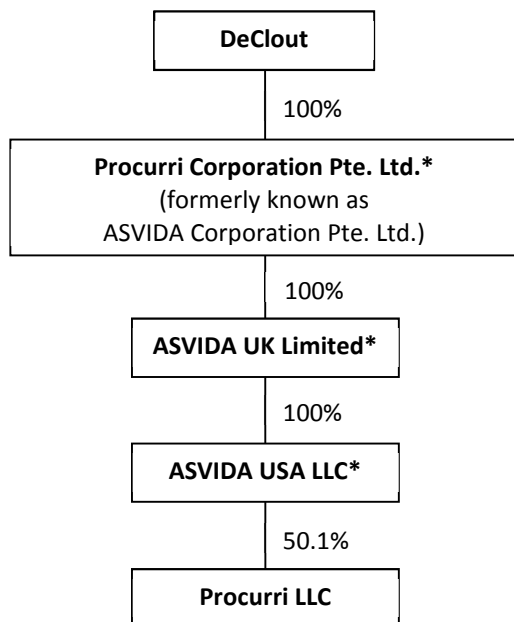
The board of directors (the “**Directors**”) of DeClout Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Group had on 2 January 2014 completed an internal reorganisation (“**Internal Reorganisation**”).

Pursuant to the Internal Reorganisation, the Company’s subsidiary, ASVIDA USA LLC acquired the remaining 49.9% interest in Procurri LLC (“**Sale Interest**”) from the other existing shareholders of Procurri LLC, who are not related to the Directors and controlling shareholders of the Company (the “**Vendors**”). Please refer to the Company’s announcement dated 3 April 2013 for further details of Procurri LLC.

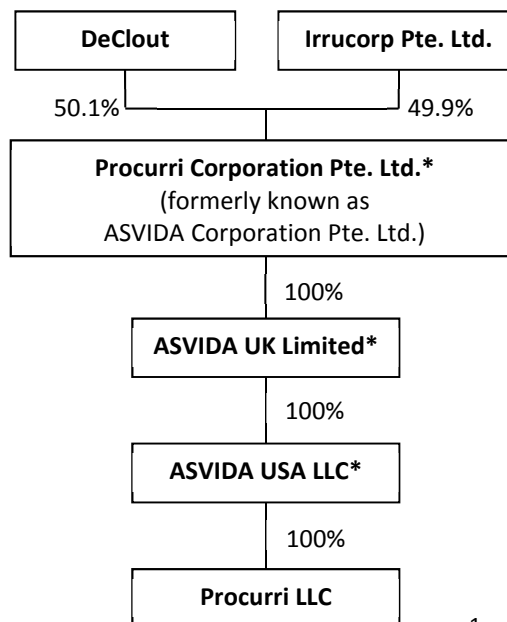
The consideration for the acquisition of the Sale Interest shall be satisfied by the allotment and issue of 4,990 new shares by Procurri Corporation Pte. Ltd. (“**Procurri Corp**”) to Irrucorp Pte. Ltd., a Singapore-incorporated company owned by, *inter alia*, the Vendors. Such new shares to be issued by Procurri Corp will represent 49.9% of the enlarged share capital of Procurri Corp.

The Group’s structure (excluding companies within the Group that are not subject of the Internal Reorganisation), before and after the Internal Reorganisation, is set out as follows:

**Before the Internal Reorganisation**



**After the Internal Reorganisation**





\* These are investment holding companies

There is no change in the effective interest of the Company in Procurri LLC after the completion of the Internal Reorganisation.

## 2. FINANCIAL EFFECTS

Save for the expenses in connection with the Internal Reorganisation which are not material, the Internal Reorganisation is not expected to have any impact on the consolidated net tangible assets per share and the earnings per share of the Group for the current financial year ending 31 December 2013.

## 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or substantial shareholders of the Company has any interests, direct or indirect, in the Internal Reorganisation, other than through their respective shareholding interests in the Company.

### BY ORDER OF THE BOARD

Wong Kok Khun  
Chairman and Group Chief Executive Officer  
2 January 2014

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the SGX-ST. Canaccord Genuity Singapore Pte. Ltd. has not independently verified the contents of this announcement.*

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

*The contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.*