

VOLUNTARY CONDITIONAL CASH OFFER ANNOUNCEMENT
- APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

1. INTRODUCTION

The board of directors ("**Board**" or "**Directors**") of DeClout Limited ("**Company**") refers to the offer announcement dated 7 January 2019 in relation to the voluntary conditional cash offer ("**Offer**") made by KPMG Corporate Finance Pte Ltd, for and on behalf of Exeo Global Pte. Ltd. ("**Offeror**"), for all the issued and paid-up ordinary shares (excluding issued and paid-up ordinary shares held by the Company as treasury shares) in the capital of the Company, other than those shares held, directly or indirectly, by the Offeror as at the date of the Offer, and the corresponding announcement made by the Company on the same date (the "**Announcement**").

All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed in the Announcement.

2. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Further to the Announcement, the Board wishes to inform Shareholders that it has appointed Provenance Capital Pte. Ltd. as the IFA to advise the Independent Directors.

The Offeree Circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent to Shareholders within 14 days from the date of despatch of the Offer Document.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, until they or their advisers have considered the information and the recommendation of the Independent Directors as well as the advice of the IFA, which will be set out in the Offeree Circular.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate, and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD
DECLOUT LIMITED

Wong Kok Khun
Chairman and Group Chief Executive Officer
10 January 2019

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), SAC Capital Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor 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 Lee Khai Yinn, (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.