

**VOLUNTARY CONDITIONAL CASH OFFER ANNOUNCEMENT**  
**- DESPATCH OF OFFEREE CIRCULAR**

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**1. INTRODUCTION**

The board of directors ("**Board**" or "**Directors**") of DeClout Limited ("**Company**") refers to its announcements dated 7 January 2019, 10 January 2019 and 21 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 despatch of the offer document dated 21 January 2019 containing the terms and conditions of the Offer.

All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed in the aforesaid announcements and the Offeree Circular.

**2. DESPATCH OF OFFEREE CIRCULAR**

The Offeree Circular has been despatched to Shareholders today, containing, amongst others, the advice of the IFA to the Independent Directors and opinion of the IFA on the Management Arrangements as well as the recommendation of the Independent Directors in respect of the Offer.

Shareholders who do not receive the Offeree Circular within two (2) business days from the date hereof should contact Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00 Singapore 068898, being the share registrar of the Company ("**Registrar**") to obtain a copy of the Offeree Circular during normal business hours up to and including the Closing Date.

Electronic copies of the Offeree Circular are also available on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

**Shareholders should read and carefully consider the contents of the Offeree Circular, including the advice of the IFA to the Independent Directors and opinion of the IFA on the Management Arrangements as well as the recommendation of the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

**3. CLOSING DATE**

Shareholders should note that the Offer will close at 5.30 p.m. (Singapore time) on 4 March 2019, or such later date(s) as may be announced from time to time by or on behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer.

#### 4. OVERSEAS SHAREHOLDERS

The Offeree Circular may not be sent to Shareholders who do not have a Singapore correspondence address due to potential restrictions on sending such documents to the relevant overseas jurisdictions. Any affected overseas Shareholder may nevertheless obtain copies of the Offeree Circular from the offices of the Registrar as set out above, download a copy of the Offeree Circular from [www.sgx.com](http://www.sgx.com), or make a request to the Registrar for the Offeree Circular to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

#### 5. 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  
1 February 2019

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*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.*