

DECLOUT LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201017764W)

RESULTS OF ANNUAL GENERAL MEETING

1. Resolutions passed at the Annual General Meeting

Pursuant to Rule 704(15) of the Listing Manual of the Singapore Exchange Securities Trading Limited – Section B: Rules of Catalyst (the “**Rules of Catalyst**”), the board of directors (“**Board**”) of DeClout Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform that at the Annual General Meeting (“**AGM**”) of the Company held on 30 April 2018, all the resolutions relating to the matters as set out in the Notice of AGM dated 13 April 2018 were duly passed by way of poll which was conducted electronically, by shareholders of the Company.

The results of the poll on each of the resolutions put to vote at the AGM are set out below for information:

Ordinary Resolutions	Total no. of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of shares	Percentage (%)	No. of shares	Percentage (%)
Ordinary Business					
Resolution 1 Audited Financial Statements of the Company for the financial year ended 31 December 2017 and the Directors’ Statement and Auditors’ Report thereon	459,571,543	396,335,354	86.24	63,236,189	13.76
Resolution 2 Re-election of Mr. Ho Chew Thim as a Director of the Company	459,347,743	351,297,126	76.48	108,050,617	23.52
Resolution 3 Payment of Directors’ fees of up to S\$176,000 for the financial year ending 31 December 2018	455,743,043	368,646,426	80.89	87,096,617	19.11

Ordinary Resolutions	Total no. of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of shares	Percentage (%)	No. of shares	Percentage (%)
Ordinary Business					
Resolution 4 Re-appointment of Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration	410,305,215	391,813,215	95.49	18,492,000	4.51
Special Business					
Resolution 5 Authority to allot and issue shares	410,640,815	351,466,026	85.59	59,174,789	14.41
Resolution 6 Authority to grant share options, allot and issue shares under the DeClout Employee Share Option Scheme	410,689,215	351,209,526	85.52	59,479,689	14.48
Resolution 7 Authority to grant share awards, allot and issue shares under the DeClout Performance Share Plan	409,995,315	350,596,926	85.51	59,398,389	14.49
Resolution 8 Proposed renewal of the share buy back mandate	410,689,215	377,294,226	91.87	33,394,989	8.13

Ms. Ch'ng Li-Ling ("**Ms. Ch'ng**"), who had retired at the AGM pursuant to Article 106 of the Company's Constitution, has not sought re-election at the AGM held on 30 April 2018.

The Board would like to express its gratitude and appreciation to Ms. Ch'ng for her services and invaluable contributions to the Board during her tenure of office with the Company.

The detailed template announcement pursuant to Rule 704(7) of the Rules of Catalist, containing the particulars of Ms. Ch'ng, will be released separately via the SGXNet.

Consequent to the retirement of Ms. Ch'ng, the current composition of the Board and Board Committees are as follows:-

BOARD OF DIRECTORS

Mr. Wong Kok Khun	(Chairman and Group Chief Executive Officer)
Ms. Kow Ya	(Executive Director)
Ms. Cheryl Tan Choo Huang	(Executive Director)
Mr. Ho Chew Thim	(Lead Independent Director)
Mr. Hew Koon Chan	(Independent Director)

AUDIT COMMITTEE

Mr. Hew Koon Chan	(Chairman)
Mr. Ho Chew Thim	(Member)

NOMINATING COMMITTEE

Mr. Hew Koon Chan	(Member)
Mr. Ho Chew Thim	(Member)

REMUNERATION COMMITTEE

Mr. Ho Chew Thim	(Chairman)
Mr. Hew Koon Chan	(Member)

Following the retirement of Ms. Ch'ng, the Independent Directors make up less than half of the Board. The Board and the Nominating Committee are in the process of identifying and evaluating suitable candidate(s), and are working towards appointing a new Independent Director in due course.

2. Abstain from voting

No party was required to abstain from voting on the abovementioned resolutions put to vote at the AGM.

3. Scrutineer

Samas Management Consultants Pte Ltd was appointed as the scrutineer for the AGM.

4. Statement Pursuant to Rule 704(7) of the Rules of Catalyst

Mr. Ho Chew Thim was re-elected as a Director of the Company at the AGM and remains as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. For the purposes of Rule 704(7) of the Rules of Catalyst, the Board considers Mr. Ho Chew Thim to be independent.

By Order of the Board

Wong Kok Khun
Chairman and Group Chief Executive Officer
30 April 2018

*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.

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