

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 Catalist (the “**Rules of Catalist**”), the board of directors (“**Board**” or “**Directors**”) 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 27 April 2017, all the resolutions relating to the matters as set out in the Notice of AGM dated 12 April 2017 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					
<u>Resolution 1</u> Audited Financial Statements of the Company for the financial year ended 31 December 2016 and the Directors' Statement and Auditors' Report thereon	361,102,294	357,435,594	98.98	3,666,700	1.02
<u>Resolution 2a</u> Re-election of Ms Cheryl Tan Choo Huang as a Director of the Company	360,432,294	360,432,294	100.00	0	0.00
<u>Resolution 2b</u> Re-election of Ms Kow Ya as a Director of the Company	360,422,694	360,422,694	100.00	0	0.00
<u>Resolution 2c</u> Re-election of Mr Hew Koon Chan as a Director of the Company	360,384,094	288,495,066	80.05	71,889,028	19.95

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 3 Payment of additional Independent Directors' fees of S\$90,000 for the financial year ended 31 December 2016 and Directors' fees of up to S\$293,000 for the financial year ending 31 December 2017	360,752,194	308,039,296	85.39	52,712,898	14.61
Resolution 4 Re-appointment of Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration	360,898,824	350,460,724	97.11	10,438,100	2.89
Special Business					
Resolution 5 Authority to allot and issue shares	360,073,424	267,294,396	74.23	92,779,028	25.77
Resolution 6 Authority to grant share options, allot and issue shares under the DeClout Employee Share Option Scheme	357,167,752	283,081,124	79.26	74,086,628	20.74
Resolution 7 Authority to grant share awards, allot and issue shares under the DeClout Performance Share Plan	344,087,834	269,912,006	78.44	74,175,828	21.56
Resolution 8 Proposed renewal of the share buy back mandate	360,165,524	307,841,896	85.47	52,323,628	14.53

2. Abstain from voting

Details of parties who were required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they were required to abstain from voting are as follows:

Directors and employees of the Group who abstained from voting for Resolutions 6 and 7

Directors

Mr Wong Kok Khun – 28,077,000 shares
Ms Kow Ya - 16,996,900 shares
Ms Cheryl Tan Choo Huang – 1,571,500 shares
Mr Ho Chew Thim - 723,000 shares
Mr Hew Koon Chan - 37,000 shares
Ms Ch'ng Li-Ling - 418,000 shares

Employees

Employees of the Group (being eligible participants under the DeClout Employee Share Option Scheme and the DeClout Performance Share Plan) other than Directors – 14,164,918 shares

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 Catalist

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

By Order of the Board

Wong Kok Khun
Chairman and Group Chief Executive Officer
27 April 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Advisors Private Limited ("**Sponsor**"), for compliance with the relevant rules of the 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) 6532 3829) at 1 Robinson Road #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.