



P R O C U R R I

PROCURRI CORPORATION LIMITED

(Company Registration Number: 201306969W)

(Incorporated in the Republic of Singapore on 15 March 2013)

INITIAL PUBLIC OFFERING OF ORDINARY SHARES (“SHARES”) IN THE CAPITAL OF PROCURRI CORPORATION LIMITED (THE “COMPANY”) PURSUANT TO WHICH THE COMPANY IS ISSUING 68,880,000 SHARES (THE “NEW SHARES”) FOR SUBSCRIPTION AND/OR PURCHASE AT THE OFFERING PRICE OF S\$0.56 (THE “OFFERING PRICE”) FOR EACH NEW SHARE (THE “OFFERING”) COMPRISING: (I) AN INTERNATIONAL PLACEMENT OF 62,000,000 NEW SHARES (THE “PLACEMENT”) AND (II) A PUBLIC OFFER OF 6,880,000 NEW SHARES (THE “PUBLIC OFFER”)

Prior to making a decision to subscribe for the New Shares, you should carefully consider all the information contained in the prospectus dated 12 July 2016 issued by the Company in respect of the Offering (the “Prospectus”). This Product Highlights Sheet should be read in conjunction with the Prospectus. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. If you are in doubt as to investing in the New Shares, you should consult your legal, financial, tax or other professional adviser.

This Product Highlights Sheet is an important document.

- It highlights the key information and risks relating to the Offering contained in the Prospectus. It complements the Prospectus¹.
- You should not subscribe for the New Shares if you do not understand the nature of this investment or our business or if you are not comfortable with the accompanying risks.
- If you wish to subscribe for the New Shares, you will need to make an application in the manner set out in the Prospectus. If you do not have a copy of the Prospectus, please contact the Company or the Issue Manager, Bookrunner and Underwriter to ask for one.

Issuer	Procurri Corporation Limited	Place of incorporation	Republic of Singapore
Details of this offer	Total number of Shares to be offered under the Offering: 68,880,000 New Shares – Placement: 62,000,000 New Shares – Public Offer: 6,880,000 New Shares	Total amount to be raised in this offer	Gross proceeds of approximately S\$38.6 million and net proceeds of approximately S\$34.6 million will be raised from the issuance of the New Shares.
Offering Price	S\$0.56 for each New Share	Listing status	Application has been made to the SGX-ST for permission to deal in, and for quotation of, all Shares on the Main Board of the SGX-ST. The Shares are expected to be listed on 20 July 2016.
Sole Issue Manager	DBS Bank Ltd.	Sole Bookrunner and Underwriter	DBS Bank Ltd.

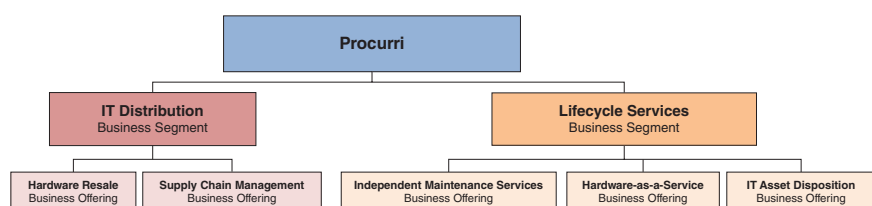
¹ The Prospectus, registered by the Monetary Authority of Singapore (the “Authority”) on 12 July 2016, may be obtained on request, subject to availability, during office hours from DBS Bank Ltd., 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Singapore 018982 or accessible on the Singapore Exchange Securities Trading Limited’s website at <http://www.sgx.com> or the Authority’s OPERA website at <http://opera.mas.gov.sg/ExtPortal>.

OUR BUSINESS

We are one of the leading global independent providers of Data Centre Equipment and various information technology (“IT”) hardware, equipment and software services rendered during the lifecycle of IT hardware and equipment (“Lifecycle Services”).

Through our direct presence and our global network of partners, our business covers over eighty (80) countries worldwide, and we have offices across three (3) continents, in five (5) jurisdictions, namely, the US, the UK, Mexico, Singapore and Malaysia. Additionally, we recently incorporated a subsidiary in the PRC. Our revenue has grown from approximately S\$28.4 million in FY2013 to approximately S\$122.8 million in FY2015.

We serve as a single touchpoint for our customers’ Data Centre Equipment and Lifecycle Services needs. Broadly, our core business segments and business offerings are as follows:



IT Distribution Business Segment

Hardware Resale

Leveraging on our global sourcing network and reverse logistics framework, we are a multi-vendor provider of IT hardware and equipment specialising in Data Centre Equipment across major IT brands such as HP, IBM, Lenovo, Dell, Fujitsu, Oracle Sun Systems, NetApp, Cisco, EMC, Quantum, Brocade, Alcatel Lucent, Aten, APC and Juniper. Being a vendor-agnostic aggregator, we match buy and sell opportunities between, amongst others, original equipment manufacturers (“OEMs”), value-added resellers, hardware brokers, cloud companies and IT companies, who may be both our customer and supplier.

Supply Chain Management

As our IT Distribution business segment encompasses the entire IT hardware and equipment distribution value chain, we are uniquely positioned to serve as a supply chain management partner to OEMs, by assisting them with various stages of the supply chain. This offering leverages on our global sourcing network, reverse logistics framework and our knowledge, experience and capabilities in synchronising supply with demand on a global basis. Additionally, we are also able to assist with the monitoring, and the planning of movement and storage of goods.

Refer to “Our Business – Overview” on page 107 of the Prospectus and “Our Business – Our Products and Services” on pages 110 to 112 of the Prospectus for more information.

Lifecycle Services Business Segment

Independent Maintenance Services

Beyond the provisioning of IT hardware and equipment, we offer a range of maintenance solutions which allows us to serve as a single point of contact to our customers and provide a consistent level of service globally.

Through our team of certified technical professionals, we offer maintenance solutions that are independent of OEM service level agreements as well as extended maintenance support for products that are out of warranty or are at the end-of-life, thereby extending the lifespan of IT hardware and equipment. This offering leverages on our global sourcing network and our Hardware Resale business offering, which functions as a supply channel through which we are able to harvest IT hardware and equipment for parts.

Hardware-as-a-Service

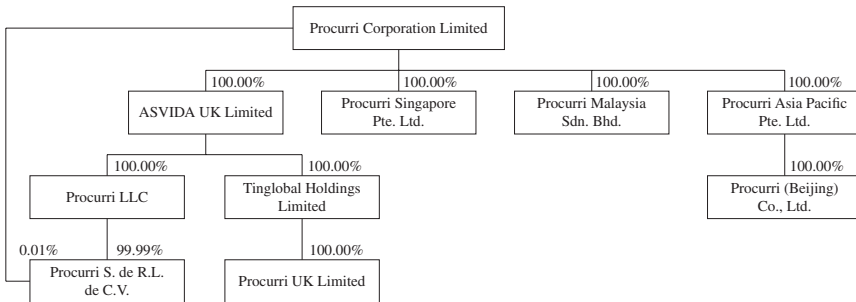
Our Hardware-as-a-Service solutions are designed to provide on-demand, computing resources through a pay-as-you-use model, allowing our customers the flexibility to scale their IT resources when required. By providing an asset-light approach to technology, our customers have an alternative option to owning IT hardware and equipment, which could be in the form of leasing or rental (on a short or long-term basis) that converts the cost of ownership from capital expenditure (“CAPEX”) to operating expenditure (“OPEX”). Additionally, our maintenance solutions can be integrated into our Hardware-as-a-Service solution, further simplifying the process of capacity expansion so as to achieve better efficiency and business outcomes.

IT Asset Disposition

Our IT Asset Disposition (“ITAD”) services emphasises reuse in order to extend the life of IT hardware and equipment and extract greater value from retiring technology. By assisting our customers with the assessment, verification, recovery, refurbishment (which includes, amongst others, data destruction), storage and/or staging process, our customers are able to increase the value and/or extend the lifespan and utility of their IT hardware and equipment.

OUR GROUP STRUCTURE

The structure of our Group as at the date of the Prospectus is summarised below:



Refer to “Group Structure” on pages 90 to 92 of the Prospectus for the detailed structure of our Group as at the date of the Prospectus.

WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

DIRECTORS

Mr. WONG Kok Khun (Non-Executive Chairman) – Mr. Wong has more than twenty (20) years of management experience in the IT industry.

Mr. Thomas Sean MURPHY (Executive Director and Global Chief Executive Officer) – As our Global Chief Executive Officer, Mr. Murphy is responsible for overseeing the entire overall management of our Group.

Mr. LIM Swee Yong (Non-Executive Director) – Mr. Lim brings with him more than ten (10) years of experience in corporate transactional work.

Mr. HO Chew Thim (Lead Independent Director) – Mr. Ho is an accountant by vocation and has more than thirty-five (35) years of financial and accounting work experience in various industries.

Mr. NG Loh Ken Peter (Independent Director) – Mr. Ng has been in fund management and direct investments for over twenty-nine (29) years, and has held senior positions in several large institutions.

Mr. WONG Quee Quee, Jeffrey (Independent Director) – Mr. Wong has more than fifteen (15) years of experience in corporate transactional work, initially as a lawyer and later as an investment banker.

EXECUTIVE OFFICERS

Mr. Edward John FLACHBARTH (Global President) – As our Global President, Mr. Flachbarth is responsible for setting the strategic direction of our Group together with our Board.

Mr. CHOO Joo Kwang (Chief Financial Officer) – As our Chief Financial Officer, Mr. Choo is responsible for our Group’s financial and accounting matters. Mr. Choo has almost twenty (20) years of experience in auditing, accounting, taxation and financial management.

Mr. POH Yee Tiong (Head, Asia-Pacific) – As our Head of Asia-Pacific, Mr. Poh is responsible for overseeing our Group’s operations in the Asia-Pacific. Mr. Poh brings with him more than twenty-five (25) years of experience in the IT industry, and has extensive experience across sales, strategy, operations and delivery.

Mr. Zachary George SEXTON (Head, Americas) – As our Head of the Americas, Mr. Sexton is responsible for overseeing our Group’s operations in the Americas region. Mr. Sexton brings with him fifteen (15) years of experience in product sales.

Mr. Mathew George JORDAN (Head, Europe, Middle East and Africa) – As our Head of Europe, Middle East and Africa (“EMEA”), Mr. Jordan is responsible for overseeing our Group’s operations in EMEA. Mr. Jordan brings with him almost twenty (20) years of experience in product sales.

Refer to “*Directors, Management and Staff – Directors*” and “*Directors, Management and Staff – Executive Officers*” on pages 141 to 149 of the Prospectus for more information.

WHO ARE OUR CONTROLLING SHAREHOLDERS?

Immediately prior to the Offering, our Controlling Shareholders, namely DeClout Limited and Irrucorp Pte. Ltd. have direct interests of approximately 69.0% and 16.1% of our Company’s total issued share capital.

Immediately following the Offering, DeClout Limited and Irrucorp Pte. Ltd. will have direct interests of approximately 46.5% and 12.1% of our Company’s total post-Offering share capital.

Refer to “*Shareholders*” on pages 100 to 106 of the Prospectus for more information.

**HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND
WHAT IS OUR CURRENT FINANCIAL POSITION?**

Key Profit and Loss Information

	FY2013 S\$'000	FY2014 S\$'000	FY2015 S\$'000
Revenue	28,400	76,901	122,814
Gross profit	9,323	24,368	41,622
Profit before tax	1,656	4,008	9,997
Profit for the year	1,953	3,266	8,772
Earnings per Share (“EPS”) ⁽¹⁾ (cents per share)	92.9	2.0	4.3
EPS based on pre-Offering share capital ⁽²⁾ (cents per share)	0.9	1.3	4.2
EPS based on post-Offering share capital ⁽³⁾ (cents per share)	0.7	1.0	3.1

Notes:

- (1) Computed based on our weighted average number of shares (assuming sub-division of every one (1) Share into 6,500 Shares had occurred) of 2,125,010 Shares in FY2013, 139,929,863 Shares in FY2014 and 202,223,726 Shares in FY2015.
- (2) For comparative purposes, EPS is computed based on profit attributable to owners of our Company from continuing operations and our Company’s pre-Offering Share Capital of 211,120,000 Shares.
- (3) For comparative purposes, EPS is computed based on profit attributable to owners of our Company from continuing operations and our Company’s post-Offering Share Capital of 280,000,000 Shares.

Key Cash Flows Information

	FY2013 S\$'000	FY2014 S\$'000	FY2015 S\$'000
Net cash from/(used in) operating activities	(1,210)	1,683	4,963
Net cash from/(used in) investing activities	418	(21,088)	(8,581)
Net cash from financing activities	1,357	23,502	1,665
Net increase/(decrease) in cash and cash equivalents	565	4,097	(1,953)
Cash and cash equivalents at the end of the financial year	1,941	5,997	4,105

Key Balance Sheet Information

	FY2013 S\$'000	FY2014 S\$'000	FY2015 S\$'000
Total assets	16,638	83,440	81,367
Total liabilities	8,705	52,656	47,043
Net assets	7,933	30,784	34,324

Refer to “*Selected Consolidated Financial Information*” on pages 52 to 54 and “*Management’s Discussion and Analysis of Results of Operations and Financial Position*” on pages 58 to 79 of this Prospectus and “*Audited Consolidated Financial Statements for the Financial Years ended 31 December 2013, 2014 and 2015*” and “*Unaudited Pro Forma Consolidated Statement of Financial Position for the Financial Year ended 31 December 2015*” as set out in Appendices A and B of the Prospectus, respectively.

The most significant factors contributing to our financial performance in FY2015 compared to FY2014 are as follows:

- Our revenue increased by approximately S\$45.9 million or 59.7%, from S\$76.9 million in FY2014 to S\$122.8 million in FY2015, mainly attributable to the following reasons:
 - (a) additional four (4) months' contribution in FY2015 from the TGH Acquisition (as defined hereinafter) in May 2014, which increased revenue by approximately S\$12.5 million;
 - (b) additional five (5) months' contribution in FY2015 from the acquisition of 100% shareholding interests in Procurri Malaysia in June 2014, which increased revenue by approximately S\$1.7 million;
 - (c) the acquisition of 51.0% shareholding interests in Procurri Asia Pacific, which increased revenue by approximately S\$4.6 million; and
 - (d) organic growth from a higher deal volume and size in both business segments, which increased revenue by approximately S\$27.1 million.
- Our gross profit increased by approximately S\$17.2 million or 70.8%, from S\$24.4 million in FY2014 to S\$41.6 million in FY2015. The increase was in line with the increase in revenue from FY2014 to FY2015. Our gross profit margin increased by 2.2 percentage points, from 31.7% in FY2014 to 33.9% in FY2015, mainly due to an increase in gross profit margin from both business segments.
- Our profit for the year increased by approximately S\$5.5 million or 168.6%, from S\$3.3 million in FY2014 to S\$8.8 million in FY2015. There was an increase of S\$0.4 million due to the consolidation of an additional four (4) months of profit from the TGH Acquisition (as defined hereinafter) and additional five (5) months of profit from the acquisition of Procurri Malaysia.
- For FY2015, we generated net cash from operating activities before changes in working capital of approximately S\$13.3 million.

The most significant factors contributing to our financial performance in FY2014 compared to FY2013 are as follows:

- Our revenue increased by approximately S\$48.5 million or 170.8%, from S\$28.4 million in FY2013 to S\$76.9 million in FY2014, mainly attributable to the following reasons:
 - (a) acquisition of 51.0% shareholding interests in Tinglobal Holdings Limited in UK (“**TGH Acquisition**”), which increased revenue by approximately S\$23.2 million;
 - (b) higher deal volume and size in our IT Distribution business and the launch of our Lifecycle Services offering in the US, which increased revenue by approximately S\$21.8 million; and
 - (c) acquisition of 100.0% shareholding interests in Procurri Malaysia Sdn. Bhd. in Asia, which increased revenue by approximately S\$2.7 million.
- Our gross profit increased by approximately S\$15.1 million or 162.4%, from S\$9.3 million in FY2013 to S\$24.4 million in FY2014. The increase was in line with the increase in revenue from FY2013 to FY2014. Our gross profit margin decreased by 1.1 percentage points, from 32.8% in FY2013 to 31.7% in FY2014, mainly due to a decline in gross profit margin from our IT Distribution business.
- Our profit for the year increased by approximately S\$1.3 million or 67.2%, from S\$2.0 million in FY2013 to S\$3.3 million in FY2014.
- For FY2014, we generated net cash from operating activities before changes in working capital of approximately S\$6.8 million.

The above factors are not the only factors contributing to our financial performance in FY2013, FY2014 and FY2015. Please refer to other factors set out in the section entitled “Management’s Discussion and Analysis of Results of Operations and Financial Position” on pages 58 to 79 of the Prospectus.

INVESTMENT HIGHLIGHTS

WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?

We believe that our key competitive strengths are as follows:

We have a global presence which enables us to be a global aggregator who creates economies of scale and exploits growth opportunities. The global Hardware Resale market and the Independent Maintenance Services market are highly fragmented and comprise mainly local players who have limited geographical reach. We believe that we are the global aggregator in this fragmented market and play an important role in matching buy and sell opportunities across the world.

We have a scalable business model that combines technology, finance and logistics domains. The on-demand economy is driving the proliferation of cloud computing and a pay-as-you-use model, where enterprises are looking to reduce upfront investments by converting CAPEX to OPEX. It is also driving the demand for a robust supporting logistics network to ensure seamless delivery of IT solutions. This has resulted in the blurring of boundaries amongst the three (3) domains of technology, finance and logistics and we expect this trend to continue. Through our expertise in the three (3) domains, we are able to capitalise on this trend and have a first-mover advantage in offering services that combine these three (3) domains.

We have an experienced and committed key management team. Our management team has extensive industry knowledge, experience and operational expertise. The majority of our management team have an average of more than twenty (20) years of experience in the IT industry, and have prior to their coming together under the Procurri umbrella, worked with each other in different capacities.

We can leverage on our strong mergers and acquisitions and joint ventures execution track record to drive our global expansion. In a bid to strengthen our global reach and support to customers, we have built our global presence through strategic investments and expansions over the years. We have since successfully integrated our various businesses under the Procurri umbrella, all the while maintaining a high staff morale and low staff turnover.

Our business strategies and future plans entail the following:

Expand our geographic reach and grow our business via mergers and acquisitions, joint ventures and partnerships. The Hardware Resale market is highly fragmented and comprises mainly local players who have limited geographical reach. We see room for further consolidation in this niche industry. We are a global player today following our successful execution of acquisitions in the Asia-Pacific, the Americas and EMEA over the last few years. We believe that our global presence and offerings allow us to seize new opportunities from a position of strength and create further value through economies of scale.

Enhance our infrastructure to drive business growth. To drive our business expansion, we intend to acquire and/or lease larger premises in Atlanta, Georgia (US) to establish an operations centre which will comprise our corporate office, warehouse and engineering facilities. To further enhance our capabilities to support our customers on a global basis, we are currently implementing a single front-end and back-end global IT system to increase our productivity and efficiency while also achieving cost rationalisation. Finally, we also intend to develop a mobile application and an internet portal which will allow our channels to make purchasing decisions on-the-go.

Refer to “*Our Business – Our Competitive Strengths*” on pages 114 to 116 of the Prospectus for more information.

Refer to “*Prospects, Business Strategies and Plans – Business Strategies and Future Plans*” on pages 132 to 134 of the Prospectus for more information.

<p>Expand our business by pursuing new opportunities with key customers and acquiring new customers. As a global aggregator, we see further opportunities to cross-sell and up-sell our products and services to our key customers as well as to new customers across geographies. We plan to build our capabilities in IT Distribution in Asia-Pacific through our IT Distribution expertise in the Americas and EMEA, so as to expand our product offering to existing customers in Asia-Pacific, and acquire new customers in the fast-growing IT Distribution market in Asia-Pacific. Likewise, we plan to cross-sell Lifecycle Services to customers in the Americas and EMEA.</p> <p>Build income resilience and increase profitability. Approximately 18.3%, 18.6% and 18.9% of our revenue was derived from our Lifecycle Services business in FY2013, FY2014 and FY2015, respectively. We plan to grow our Lifecycle Services business which typically enjoys higher margin and recurring revenue streams.</p>	
<p style="text-align: center;">WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?</p>	
<p>Barring unforeseen circumstances, we have observed the following trends:</p> <ul style="list-style-type: none"> (a) the demand for our IT Distribution and Lifecycle Services businesses is likely to increase with the growth in the cloud services and data centre industry; (b) the demand for our Hardware Resale, Independent Maintenance and ITAD services is likely to increase with the changing perceptions of the providers thereof; and (c) the demand for our Hardware Resale, Independent Maintenance and ITAD services is likely to increase with the increased demand for cost savings on Data Centre Equipment and services. <p>The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Please refer to the other factors set out in the sections entitled “Risk Factors” on pages 34 to 51, “Management’s Discussion and Analysis of Results of Operations and Financial Position” on pages 58 to 79 and “Prospects, Business Strategies and Plans – Business Strategies and Future Plans” on pages 132 to 134 of the Prospectus.</p>	<p>In addition to the sections referred to on the left, refer also to “<i>Cautionary Note on Forward-Looking Statements</i>” on pages 18 to 19 of the Prospectus for more information.</p>
<p style="text-align: center;">WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES?</p>	
<p>We consider the following to be the most important key risks which had materially affected or could materially affect our business operations, financial position and results, and your investment in our Shares.</p> <p><i>We may not be able to continue competing successfully against present and future competitors.</i> The IT industry is highly competitive. While our major competitors are other IT hardware and equipment and IT maintenance providers, we also face competition from international and domestic technology consulting firms, captive divisions of large multinational technology firms, infrastructure management services firms, IT firms, software companies and in-house technology departments of large corporations.</p>	<p>Refer to “<i>Risk Factors</i>” on pages 34 to 51 of the Prospectus for more information on risk factors.</p>

Rapid changes in technology and customer preferences may affect our business. The IT industry is characterised by rapid technological changes, evolving industry standards, changing customer preferences and new product and service introductions. Our future success depends upon our ability to address such disruptions to the market. If we do not anticipate market trends and provide new product and service offerings to meet changing customer preferences, we may lose our competitiveness and be unable to offer our products and services at competitive prices.

We may fail to execute our expansion plans, particularly our mergers and acquisitions, joint ventures and partnerships strategy, successfully and/or manage our growth efficiently. We intend to further advance our growth by, amongst other things, mergers and acquisitions, joint ventures and/or partnerships. The acquisitions and investments that we may make, or joint ventures and partnerships that we may enter into, may expose us to business, operational and other risks that are different from those that we have experienced historically. If we are unable to successfully implement our growth strategy or are unable to address the risks associated with our mergers and acquisitions, joint ventures, and/or partnerships, or if we encounter unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired businesses and the expansion of operations, or fail to achieve acquisition synergies, our business, financial condition, results of operations and prospects may be materially and adversely affected.

The above are not the only risk factors that had a material effect or could have a material effect on our business operations, financial position and results, and your Shares. Please refer to the section entitled “Risk Factors” on pages 34 to 51 of the Prospectus for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to subscribe for the New Shares, you should consider all the information contained in the Prospectus.

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?

As at the Latest Practicable Date, our issued and paid-up share capital is S\$33,312,410.30 divided into 211,120,000 Shares. Upon the allotment of the New Shares which are the subject of the Offering, the resultant issued share capital of our Company will be increased to S\$71,885,210.30 comprising 280,000,000 Shares.

We have only one (1) class of shares, namely, our ordinary shares which have identical rights in all respects and rank equally with one another. Shareholders will be entitled to all rights attached to their Shares, including voting rights, in proportion to their shareholding, such as any cash dividends declared by the Company and any distribution of assets upon liquidation of the Company. There are no restrictions on the transfer of fully paid Shares except where required by law or the Listing Manual.

Refer to “*Share Capital*” on pages 93 to 99 and “*Appendix D – Description of our Shares*” on pages D-1 to D-5 of the Prospectus for more information.

HOW WILL THE PROCEEDS OF THE OFFER BE USED?

The estimated net proceeds from the issuance of the New Shares (after deducting estimated expenses in relation to the Offering of approximately S\$4.0 million) will be approximately S\$34.6 million.

We intend to use the net proceeds from the issuance of the New Shares as follows:

Use of Proceeds	Estimated amount (\$ million)	Estimated amount allocated for each dollar of the gross proceeds raised from the issuance of the New Shares (cents)	As a percentage of the gross proceeds from issuance of the New Shares (%)
Mergers and acquisitions, joint ventures and partnerships strategy	17.0	44.0	44.0
Enhancement of infrastructure	5.0	13.0	13.0
Repayment of the DeClout Loans	6.1	15.8	15.8
Working capital purposes	6.5	16.8	16.8
Net Proceeds	34.6	89.6	89.6
Estimated expenses incurred in connection with the Offering			
Professional fees	2.2	5.7	5.7
Underwriting and placement commission	1.1	2.8	2.8
Miscellaneous expenses (including listing fees)	0.7	1.9	1.9
Total	38.6	100.0	100.0

Refer to the section entitled “*Use of Proceeds and Offering Expenses*” on pages 28 to 29 of the Prospectus for more information.

WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?

We currently do not have a fixed dividend policy.

However, our Directors intend to recommend and distribute dividends of 25.0% of our net profit after tax (excluding exceptional items) for FY2016 and FY2017 (the “**Proposed Dividends**”), as we wish to reward our Shareholders for participating in our Group’s growth. However, investors should note that all the foregoing statements, including the statement on the Proposed Dividends, are merely statements of our present intention and shall not constitute legally binding statements in respect of our future dividends which may be subject to modification (including reduction or non-declaration thereof) in our Directors’ sole and absolute discretion.

The declaration and payment of dividends will be determined at the sole discretion of our Directors, subject to the approval of our Shareholders. In making their recommendations, our Directors will consider, amongst other things, our retained earnings, expected future earnings, operations, cash flow, capital requirements, general business and financing conditions, as well as other factors which our Directors may determine appropriate.

Investors should not treat the Proposed Dividends or the dividends declared and paid by our Subsidiaries as an indication of our Group’s future dividend policy. No inference should be or can be made from any of the foregoing statements as to our actual future profitability or ability to pay dividends. Please also refer to the section entitled “*Risk Factors – Risks Relating to Ownership of our Shares – We may not be able to pay dividends*” of the Prospectus for the risk factor relating to our ability to declare dividends.

Refer to the section entitled “*Dividend Policy*” on page 30 of the Prospectus for more information.

DEFINITIONS

<i>“channel”</i>	:	Any person or organisation that provides services on behalf of a software or hardware vendor or receives such services and includes, but is not limited to, end-users, value-added resellers, OEMs and distributors
<i>“Controlling Shareholder”</i>	:	A person who (a) holds directly or indirectly 15.0% or more of the total number of issued shares in the company (excluding treasury shares) (the SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder) or (b) in fact exercises control over a company
<i>“Data Centre Equipment”</i>	:	Servers, storage and other networking equipment
<i>“FY”</i>	:	Financial year ended or, as the case may be, ending 31 December
<i>“Hardware Resale”</i>	:	The procurement of New Resale Equipment and Pre-Owned Equipment, and repositioning/remarketing them for sale in the secondary markets
<i>“Hardware-as-a-Service”</i>	:	The provision of IT hardware and equipment on a transaction-based pricing model
<i>“Independent Maintenance Services”</i>	:	The provision of independent IT maintenance services for a variety of IT hardware and equipment
<i>“IT Distribution”</i>	:	The distribution of IT hardware and equipment, and one (1) of the two (2) business segments forming our core business, and which comprises Hardware Resale and Supply Chain Management
<i>“ITAD” or “IT Asset Disposition”</i>	:	IT hardware and equipment disposition, remarketing and other related supplementary services
<i>“Lifecycle Services”</i>	:	Various IT hardware, equipment and software services rendered during the lifecycle of IT hardware and equipment, and one (1) of the two (2) business segments forming our core business, and which comprises Independent Maintenance Services, Hardware-as-a-Service, and IT Asset Disposition
<i>“Latest Practicable Date”</i>	:	15 June 2016, being the latest practicable date prior to the lodgement of the Prospectus with the Authority
<i>“New Resale Equipment”</i>	:	IT hardware and equipment that while previously owned, had never been used, and which had been purchased by our Company for resale with or without a warranty from the manufacturer
<i>“Pre-Owned Equipment”</i>	:	IT hardware and equipment that had been previously owned and used, and which had been purchased by our Company for resale
<i>“reverse logistics”</i>	:	The process by which sold products are moved from their typical end-point for the purpose of capturing value therefrom (as compared to forward logistics which refers to the usual process by which raw materials are transformed into products, which are then distributed to end-users)
<i>“Supply Chain Management”</i>	:	Management of, and assistance with, various stages of the supply chain

CONTACT INFORMATION

WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?

HOW DO YOU CONTACT US?

The Company	:	Procurri Corporation Limited
Registered Office Address	:	29 Tai Seng Avenue, #02-01 Natural Cool Lifestyle Hub, Singapore 534119
Telephone Number	:	+65 6486 1300
Website	:	http://www.procurri.com/
Issue Manager, Bookrunner and Underwriter	:	DBS Bank Ltd.
Address	:	12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Singapore 018982
Telephone No.	:	1800 111 1111