



## DECLOUT LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders (the “Shareholders”) of DeClout Limited (the “Company”) will be held at 29 Tai Seng Avenue, #01-01A Natural Cool Lifestyle Hub, Singapore 534119 on 14 November 2018 at 4 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution: *Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 30 October 2018 issued by the Company (the “Circular”).*

### **ORDINARY RESOLUTION – THE PROPOSED DISPOSAL, IN WHOLE OR IN PART, OF THE COMPANY’S SHARES IN PROCURRI CORPORATION LIMITED**

#### **THAT:**

- (a) approval be and is hereby given, for the purposes of Chapter 10 of the Catalist Rules, for the Company to dispose, in whole or in part, of its 132,319,978 Procurri Shares, to the extent mandated and according to the terms under the Disposal Mandate as described in the Circular (the “**Proposed Disposal**”); and
- (b) the Directors and any of them be and are hereby authorised to do all acts and things (including without limitation, executing all such documents and approving any amendments, alterations, or modifications to any such documents as may be required in connection with the Proposed Disposal) as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraph of this Ordinary Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

#### **BY ORDER OF THE BOARD DECLOUT LIMITED**

Lin Moi Heyang  
Company Secretary  
30 October 2018

#### **Notes:**

- (1) A member of the Company who is not a relevant intermediary (which has the meaning ascribed to it in Section 181(6) of the Companies Act) (the “**Relevant Intermediary**”) is entitled to appoint not more than two proxies to attend, speak and vote in his stead. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (2) A member of the Company who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (3) A proxy need not be a member of the Company.
- (4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or under the hand of its duly authorised officer or attorney.
- (5) The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company at 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time appointed for EGM.

#### **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

*This Notice has been prepared by the Company and its contents have been reviewed by the Company’s continuing sponsor, SAC Capital Private Limited (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. 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.*