



OCEANUS GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199805793D)

ACQUISITION ANNOUNCEMENT

The Board of Directors ("**Board**") of Oceanus Group Limited ("**Company**") wishes to announce, in accordance with Rule 704(17)(c) of the listing manual of the SGX-ST ("**Listing Manual**"), that its wholly owned subsidiary, Oceanus Investment Holdings Pte Ltd ("**Oceanus Investment**"), has on 30 November 2018 acquired 300,000 ordinary shares in the capital of Alps Group Pte Ltd ("**Alps Group**"), such number of ordinary shares representing 30% of the issued share capital of Alps Group, making Alps Group an associated company of the Company.

INFORMATION ON THE ALPS GROUP ACQUISITION

The acquisition by Oceanus Investment is pursuant to the terms of a sale and purchase agreement dated 20 September 2018 ("**SPA**") between Oceanus Investment as purchaser and Ms. Angela Sim and Ms. Lynn Yeo as sellers ("**Sellers**"), for the acquisition of 51% of the issued share capital of Alps Group from the Sellers. Alps Group is principally engaged in the production of environmentally-friendly disposables in Singapore under the locally established brand name "Cloversoft".

Under the terms of the SPA, Oceanus Investment is to acquire shares in Alps Group from the Sellers in three (3) tranches:

- (i) the acquisition of a 15% stake in Alps Group on 30 September 2018 for a consideration sum of S\$300,000;
- (ii) the acquisition of a further 15% stake in Alps Group on 30 November 2018 for a consideration sum of S\$300,000; and
- (iii) the acquisition of a final 21% stake in Alps Group on 31 January 2019 for a consideration sum of S\$420,000,

(the "**Alps Group Acquisition**").

Upon the completion of the three (3) tranches of the Alps Group Acquisition, Oceanus Investment will hold an aggregate of 51% stake in Alps Group, for a total consideration of S\$1,020,000.

The total consideration for the Alps Group Acquisition was arrived at following arm's length negotiations on a willing-buyer and willing-seller basis, after taking into account various factors, including the net asset value of the Alps Group shares of approximately S\$ 851,459 (calculated based on the financial statements of Alps Group for the financial year ended 31 December 2017) as well as the future business and earning prospects of Alps Group. The Alps Group Acquisition will be wholly satisfied in cash and will be funded from the Group's internal resources.

The Alps Group Acquisition is also not expected to have any material impact on the net tangible assets per share or earnings per share of the Company or its subsidiaries for the current financial year ending 31 December 2018.

None of the Directors or controlling shareholders of the Company have any interest, direct or indirect, in the above matter other than through their shareholding interests in the Company.

BY ORDER OF THE BOARD

Peter Koh Heng Kang
Executive Director and Chief Executive Officer
11 December 2018