



OCEANUS GROUP LIMITED

(Incorporated in the Republic of Singapore under Registration Number: 199805793D)

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**RESPONSES TO THE SUBSTANTIAL AND RELEVANT QUESTIONS FROM
SHAREHOLDERS FOR THE ANNUAL GENERAL MEETING ON 29 APRIL 2021**

The Board of Directors (the "**Board**") of Oceanus Group Limited (the "**Company**") refers to:

- (a) the annual report of the Company for the financial year ended 31 December 2020 (the "**Annual Report**");
- (b) Oceanus' notice of annual general meeting ("AGM") dated 14 April 2021; and
- (c) the accompanying announcement released on 14 April 2021 setting out, inter alia, the alternative arrangements relating to attendance at the AGM via electronic means.

The Company wishes to thank all shareholders of Oceanus who have submitted their questions in advance of the AGM. The Company wishes to inform that responses to substantial and relevant questions submitted by shareholders are published in this announcement.

Please refer to **Annex A** hereto for the list of substantial and relevant questions, and the Manager's responses to these questions.

The recording of Oceanus Annual General Meeting presentation is available online on <https://www.youtube.com/watch?v=06UBbfTdeD8>

By order of the Board

Peter Koh Heng Kang
Executive Director and Chief Executive Officer

29 April 2021

ANNEX A - LIST OF SUBSTANTIAL AND RELEVANT QUESTIONS AND ANSWERS

No	Shareholders Questions	Responses
1	<p>What is the outlook of the company over the next 3 to 5 years</p> <p>Comments: A vote of thanks to Peter Koh and Staffs for the hard work over the last few years to bring the company out of the woods.</p>	<p>We have started work on digitalising Oceanus' pillars of growth.</p> <p>Specifically, to 'tech-up' our operations for the next lap, Oceanus Tech will take the lead in digitalising our ecosystem for our next growth.</p> <p>For the "hardware" tech-up plan, we will be setting up the world's first Oceanus FoodTech Hub in Hainan, a key aquaculture centre for shrimp and fish farming in the region. During the first phase, Oceanus FoodTech Hub will produce approximately 200 tonnes of shrimp in our first year of production before gradually increasing to approximately 1,000 tonnes of shrimp in the following years.</p> <p>Oceanus will build on the network and strength of our four business units through digital transformation, thereby harnessing greater synergy across the Group's Pillars. We will also look to establish a digital exchange platform for our distribution network that will enhance our presence globally. Businesses would be able to access our portfolio of more than 2,000 FMCG products on the exchange, instead of relying solely on our FoodTech Hubs. More importantly, the digital exchange will give businesses the ability to better oversee product delivery and quality, and will be instrumental in supporting our distribution network.</p> <p>Oceanus Group will focus on applying deep tech strategies to supplement our businesses, thereby creating additional growth for the Group, and enhancing food security in the process.</p>

2	<p>How are you balancing your revenue away from the dependency of distribution and trading?</p>	<p>The current ramp up of the Distribution segment is part and parcel of our strategy to grow the Group.</p> <p>If we want to produce food, we must ensure that we are able to market well on a global scale. In the meantime, we are also building the fundamentals of our other three segments:</p> <ol style="list-style-type: none"> 1. Food production – Other than Oceanus FoodTech hub, we will continue our efforts to seek and forge strong partnerships with like-minded partners within the Food Security and Food Tech space 2. Services – We will continue to expand our range of services under this division which supports the Group’s marketing needs and contributes through third-party consultancy projects 3. Innovation – We will also focus on developing our own IPs and stay at the forefront of the industry, with a continual engagement with educational institutions and agencies to collaborate on cutting-edge projects to surpass the boundaries of Aquaculture
3	<p>What is the progress of work for your new pillar "Food Production"? What is status of Hainan joint venture?</p>	<p>We want to make sure that our food production capabilities are varied and global. As such, have over the past year, we have started to identify companies and food producers to invest or acquire. This is hand in hand with our plan to build a network of deep tech food producers and capabilities that would boost our longer-term plan of having Oceanus FoodTech Hubs being planted around the world.</p> <p>In addition to that, management is also exploring projects that would allow the Group to diversify and produce beyond seafood products.</p> <p>An agreement has already been entered last year in 2020, whereby a plot of land has been earmarked for the establishment of the first Oceanus FoodTech Hub. Whilst there still remains restrictions in global travel, we plan to</p>

		have this up and running within the next 12-24 months.
4	What processes are in place to ensure company can run smoothly in case CEO cannot carry out his duties? Any succession plan in place?	<p>Over the past four years, the management team has expanded, with each of our core team member specialising and focusing on building key aspects of the Group. This is part of the plan to ensure both succession and continuity of the management of the Group.</p> <p>We are continuing to hire judiciously and nurturing our team to ensure the management core becomes strong and dependable.</p>
5	When can we know the company's application to exit from watch list is successful? What are the chances of exit from the watchlist?	<p>As announced on 13 April 2021, the company has submitted an application to exit the watchlist, on the basis that:</p> <ol style="list-style-type: none"> 1. The company's FY2020 audited financial statements show a pre-tax profit position; 2. The independent auditors gave the report a clean "unqualified" opinion; and 3. The company has achieved an average market capitalisation of S\$40m over the last 6 months. <p>We believe we have met stipulated criteria and therefore put forth an application to SGX to exit the watchlist.</p> <p>To date, save for clarificatory queries, we have not received any updates from the SGX-ST. We will be providing shareholders with a timely update on further developments.</p>
6	Any plans for share consolidation?	At this current stage, our key priority is to build on the fundamentals of each of the Group's business segment, with a view of considering such corporate actions when the Group reaches a level of size and stability.
7	Does Oceanus have any plans of distributing dividends when business has recuperated from the accumulated losses?	We are in a growth phase and plan to reach stable earnings, so as to recuperate the Group's accumulated losses, after which a dividend plan to return further value to our shareholders will be proposed.
8	Is there any immediate plan to raise cash via rights issue, or placement exercise?	As a growing company, having liquidity to allow for expansion plans, such as acquisitions of businesses, is imperative. We will always review

		<p>various options to raise cash including convertible bonds, rights issues and placements.</p> <p>We will update our shareholders on this once management is able to formulate a plan that is most beneficial to the Group.</p>
9	<p>Should we be concerned about Oceanus' huge market cap. Preventing it to reach higher share price?</p>	<p>We recognise that in the recent year, the market cap of the Group has increased quite significantly. We attribute it towards our investors growing confidence in our plans to grow Oceanus into a FoodTech leader.</p> <p>That being said, the management always takes a long term view of the Group's growth plans and intend to continuously build up the fundamentals of Oceanus.</p>