



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

PROPOSED SALE OF INVESTMENT PROPERTY

1. INTRODUCTION

The Board of Directors (the "Board") of Oceanus Group Limited (the "Company" or the "Group") wishes to announce that its wholly-owned subsidiary, Oceanus (China) Aquaculture Co., Ltd. (the "Seller"), has entered into a sale and purchase agreement (the "SPA") on 20 December 2024 with Chen Yong Shun (the "Purchaser") for the proposed sale (the "Proposed Sale") of the land, buildings, auxiliary structures, and aquaculture ponds (the "Property") located in Fujian Province, China.

2. INFORMATION ON THE PROPERTY AND PURCHASER

The Property consists of four plots of land used for aquaculture farming, with a carrying value as at 30 June 2024 of SGD 8,694,000, based on the Group's latest announced unaudited consolidated financial statements. The Purchaser, who is in the aquaculture farming business, is an existing tenant of one of the plots and is not a related party of the Company.

3. CONSIDERATION AND TERMS OF THE PROPOSED SALE

The total consideration for the Proposed Sale is RMB 100,000,000 (approximately SGD 19,200,000 based on prevailing exchange rates). The consideration was determined on a willing-buyer and willing-seller basis, taking into account

- i) the net book value of SGD8,694,000 of the property as at 30 June 2024 and the expected gain of SGD10,506,000 on disposal;
- ii) the previously commissioned independent valuation of the Property as of 31 December 2023; and
- iii) the current market conditions.

As such, no valuation was conducted on the Property for the purpose of the Proposed Sale

An initial down payment of RMB 1,000,000 is payable by the Purchaser to the Seller's designated account by 31 December 2024. This down payment constitutes the condition precedent for the SPA to come into full effect. The Purchaser shall thereafter be deemed to have acquired the Property.

4. RATIONALE FOR THE PROPOSED SALE

The Proposed Sale provides the Company with a good opportunity to realize the value of a non-core asset at a consideration exceeding the book value of the Property. The Property is currently leased and not used for the Group's operations. The proceeds from the Proposed Sale will be utilised for general working capital purposes.

5. ILLUSTRATIVE FINANCIAL IMPACT

Based on the Group's latest announcement unaudited financial statements for the half-year ended 30 June 2024, the Proposed Disposal is expected to generate an estimated gain of approximately SGD 10,506,000, based on the carrying value of the Property as at 30 June 2024 of SGD 8,694,000.

The effect of the Proposed Sale on the NTA per share of the Group as at 30 Jun 2024, assuming that the Proposed Sale has been effected as at 30 June 2024 is as follows:

As at 30 June 2024	Before the Proposed Sale	After the Proposed Sale
NTA (SGD)	56,787,000	68,293,000
Number of issued shares of the Company (excluding treasury shares)	25,665,018,696	25,665,018,696
NTA per Share (cents)	0.22	0.27

The effect of the Proposed Sale on the EPS of the Group at 30 June 2024 assuming that the Disposal had been effected on 1 January 2024 is as follows:

	Before the Proposed Sale	After the Proposed Sale
Net gain / (loss) attributable to shareholders (SGD)	(1,171,000)	9,335,000
Weighted average number of issued shares of the Company (excluding treasury shares)	25,665,018,696	25,665,018,696
Gain / (Loss) per share (Singapore cents)	(0.005)	0.036

6. RELATIVE FIGURES COMPUTED UNDER RULE 1006 OF THE LISTING MANUAL

The relative figures for the Proposed Sale computed on the bases set out in Rule 1006 of the SGX Mainboard Listing Manual are as follows:

Rule	Basis	Relative Figures (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. ¹	15.3
1006(b)	The net profit attributable to the assets disposed of, compared with the Group's net loss. ²	Not applicable
1006(c)	The aggregate value of the consideration, compared with the Company's market capitalization. ³	14.5
1006(d)	The number of equity securities issued as consideration for an acquisition. ⁴	Not applicable
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of. ⁴	Not applicable

Notes:

1. The relative figure for Rule 1006(a) has been computed based on the net asset value of the Group of SGD 56,787,000 as at 30 June 2024 and the net asset value of the Property of SGD 8,694,000 as at the same date.
2. The relative figure for Rule 1006(b) computes as 54.7%. However, as the Proposed Sale constitutes the disposal of a loss-making asset by a loss-making issuer, the Practice Note 10A of the Listing Manual provides that Rule 1006(b) is not a determining factor in the classification of such transactions. Specifically, the focus is shifted to Rules 1006(a) and 1006(c) for determining disclosure and approval requirements in such scenarios. As both 1006(a) and 1006(c) figures are above 5% and below 50%, the transaction qualifies as a "disclosable transaction."
3. The relative figure for Rule 1006(c) has been computed based on the consideration of approximately SGD 19,200,000 and the Company's market capitalization of SGD 132,842,137 (based on the total number of issued shares of 25,665,018,696 multiplied by the closing price of SGD 0.0052 per share on the market day preceding the SPA date).
4. Rules 1006(d) and 1006(e) are not applicable as there are no equity securities issued, nor is this a disposal of mineral, oil, or gas reserves.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company, and their respective associates, has any interest, direct or indirect, in the Proposed Sale, other than through their respective shareholdings in the Company.

8. NO DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed to the Board of the Company as part of the Proposed Sale, and no director's service contract is proposed to be entered into by the Company with any person in connection with the Proposed Sale.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA and is available for inspection during normal business hours at the Company's registered office at 25 Ubi Rd 4, #03-05 UBIX, Singapore 408621, for a period of three months from the date of this announcement.

10. FURTHER ANNOUNCEMENTS

The Company will make further announcements to update its shareholders when there are material updates in relation to the Proposed Sale, as may be necessary or appropriate.

BY ORDER OF THE BOARD

Peter Koh Heng Kang, PBM

Executive Director and Chief Executive Officer

23 December 2024