



## OCEANUS GROUP LIMITED

(the “Company”)

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199805793D)

### IMPORTANT NOTICE TO SHAREHOLDER IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY’S ANNUAL GENERAL MEETING TO BE HELD ON 29 APRIL 2022

#### 1. Background

Oceanus Group Limited (the “Company”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Meeting Orders”) which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of Companies;
- (c) the amendments to the Meeting Orders, which came into force on 29 September 2020 and extended the Meeting Orders to 30 June 2021 and refined the Meeting Orders to facilitate entities to hold meetings via electronic means;
- (d) the extension of the duration of the Meeting Orders to beyond 30 June 2021 until it is revoked or amended by the Ministry of Law; and
- (e) the joint statement released by the ACRA, the Monetary Authority of Singapore and SGX RegCo on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), providing additional guidance on the conduct of general meetings.

#### 2. Date, time and conduct of AGM.

The Company is pleased to announce that pursuant to the Meeting Orders, its AGM will be convened and held by way of electronic means on Friday, 29 April 2022 at 2.00 p.m.

The Company’s Non-Independent Non-Executive Director, Mr Cleveland Cuaca, will preside as Chairman of the AGM, and together with its Chief Financial Officer, Mr Duane Ho Jun How, will conduct the proceedings of the AGM and address substantial, and relevant questions which members have submitted via live chat function during the AGM. For questions which members have submitted in advance of the AGM, please refer to the Company’s response to these questions via publication on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and the Company’s Investor Relations (“IR”) website at the URL <https://oceanus.com.sg/our-investors/>.

#### 3. Date, time and conduct of Virtual Information Session (“VIS”)

The Company refers to the SGX Regulator’s Column issued on 16 December 2021 requiring that issuers which do not utilise both (i) real-time remote electronic voting and (ii) real-time electronic communication at their general meetings to organise a VIS for shareholders when convening a general meeting to seek shareholders’ approval, in relation to the corporate actions as set out in Annex A of the said Regulator’s Column.

The Company will be conducting a VIS prior to its AGM, as detailed below:

<b>Date/ Day/ Time:</b>	20 April 2022 (Wednesday) at 11.30 a.m.
<b>Agenda:</b>	Proposed new ordinary shares. Please refer to the Notice of AGM and Circular to Shareholders in relation to (1) The proposed issue of 4% convertible digital bonds due 22 March 2026 for an aggregate principal amount of US\$6,000,000; and (2) the proposed placement of an aggregate of 1,270,369,565 new ordinary shares in the capital of the company at the issue price of S\$0.023 for each placement share dated 14 April 2022 for further details.
<b>Mode/ Manner of conduct of VIS:</b>	<ul style="list-style-type: none"> <li>• The Company's Chief Financial Officer, Mr Duane Ho Jun How, will conduct the proceedings of the VIS and address substantial, and relevant questions in relation to the agenda of the VIS which members have submitted in advance.</li> <li>• In addition, there will be a Question &amp; Answer session following the presentation and members may submit questions via the live chat function during the VIS. Please note that pre-submitted questions will be given priority for discussion during the VIS.</li> <li>• Please note that the VIS is exclusively for members of the Company only. Following verification, the authenticated members will receive an email which contain login details, as well as instructions on how to access the live audio-visual webcast/live audio-only stream of the VIS. Please refer to the important notes below for more details.</li> </ul>

**4. Notice of AGM and proxy form.**

The Notice of AGM and accompanying proxy form will be sent to members solely by electronic means via publication on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and the Company's IR website at the URL <https://oceanus.com.sg/our-investors/>. Printed copies of these documents will **NOT** be sent to members.

**5. No personal attendance at AGM.**

To minimise physical interactions and COVID-19 transmission risks, a member will **NOT** be able to attend the AGM in person.

**6. Alternative arrangements for participation at the AGM.** Members may participate at the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the AGM and submitting questions via live chat function during the AGM; and/or
- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively.

Details of the steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM are set out in the Appendix to this Important Notice.

**7. Persons who hold shares through relevant intermediaries.**

Persons who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act 1967 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the AGM; and/or

- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2022.

**8. Annual Report for the Financial Year Ended 2021 (“Annual Report FY2021”).**

The Annual Report FY2021 has been published on the Company’s IR website at the URL <https://oceanus.com.sg/our-investors/> and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and/ or <https://www.sgx.com/securities/annual-reports-related-documents>.

**9. Key dates/deadlines.**

In summary, the key dates/deadlines which members should take note of are set out in the table below:

Key Dates	Actions
<b>14 April 2022 (Thursday)</b>	<ul style="list-style-type: none"> <li>• Members may begin to pre-register at <a href="https://oceanus.com.sg/AGMFY2021">https://oceanus.com.sg/AGMFY2021</a> for live audio-visual webcast/live audio-only stream of the AGM proceedings.</li> <li>• Members may begin to pre-register at <a href="https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw">https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw</a> for live audio-visual webcast/live audio-only stream of the VIS.</li> <li>• Members may begin to submit questions in advance of the AGM, including questions in relation to VIS agenda.</li> </ul>
<b>11.30 a.m. on 18 April 2022 (Monday)</b>	<ul style="list-style-type: none"> <li>• Deadline for members to pre-register for VIS.</li> <li>• Deadline for members to submit questions in relation to VIS agenda.</li> </ul>
<b>5.00 p.m. on 19 April 2022 (Tuesday)</b>	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.

Key Dates	Actions
<p><b>11.30 a.m. on 19 April 2022 (Tuesday)</b></p>	<ul style="list-style-type: none"> <li>• Authenticated members who have pre-registered for VIS will receive an email which will contain: <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the VIS proceedings</li> </ul> <p>(collectively, the “<b>VIS Confirmation Email</b>”).</p> </li> <li>• Members who did not receive the VIS Confirmation Email by 11.30 a.m. <b>on 19 April 2022</b>, but have registered by 18 April 2022 at 11.30 a.m. deadline should contact us via email at <a href="mailto:vis@oceanus.com.sg">vis@oceanus.com.sg</a> with the following details to be included: <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).</li> </ul> </li> </ul>
<p><b>Date and time of VIS - 11.30 a.m. on 20 April 2022 (Wednesday)</b></p>	<p>Pre-registered and authenticated members may participate in the VIS.</p> <ul style="list-style-type: none"> <li>• Click on the link in the VIS Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceedings; or</li> <li>• Call the toll-free telephone number in the VIS Confirmation Email and key in the PIN code to access the live audio- only stream of the AGM proceedings.</li> <li>• Note: Members may contact us via email at <a href="mailto:vis@oceanus.com.sg">vis@oceanus.com.sg</a> in the event if there is any technical issue for login pre-VIS or during VIS.</li> </ul>
<p><b>2.00 p.m. on 21 April 2022 (Thursday)</b></p>	<p>Deadline for members to submit questions in advance of the AGM.</p>
<p><b>2.00 p.m. on 26 April 2022 (Tuesday)</b></p>	<ul style="list-style-type: none"> <li>• Deadline for members to pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings.</li> <li>• Deadline for members to submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.</li> </ul>

Key Dates	Actions
<p><b>2.00 p.m. on 28 April 2022 (Thursday)</b></p>	<ul style="list-style-type: none"> <li>• Authenticated members who have pre-registered for AGM will receive an email which will contain: <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceedings</li> </ul> <p>(collectively, the “<b>AGM Confirmation Email</b>”).</p> </li> <li>• Members who did not receive the AGM Confirmation Email by <b>2.00 p.m. on 28 April 2022</b>, but have registered by 26 April 2022 at 2.00 p.m. deadline should contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a>, with the following details to be included: <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).</li> </ul> </li> </ul>
<p><b>Date and time of AGM – 2.00 p.m. on 29 April 2022 (Friday)</b></p>	<p>Pre-registered and authenticated members may participate in the AGM.</p> <ul style="list-style-type: none"> <li>• Click on the link in the AGM Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceedings; or</li> <li>• Call the toll-free telephone number in the AGM Confirmation Email and key in the PIN code to access the live audio- only stream of the AGM proceedings.</li> <li>• Note: Members may contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a> in the event if there is any technical issue for login pre-AGM or during AGM.</li> </ul>

10. **Further information.** For more information, members can contact Investor Relations at the URL <https://oceanus.com.sg/our-investors/>.

Due to the current COVID-19 situation, further measures and/or changes to the AGM arrangements may be made on short notice. Members are advised to check on the Company’s announcement(s) on SGXNet or the Company’s corporate website for the latest updates on the status of the AGM.

The Company would like to thank all members for their patience, understanding and cooperation.

**BY ORDER OF THE BOARD**

Peter Koh Heng Kang, <sup>PBM</sup>  
Executive Director and Chief Executive Officer

14 April 2022

## APPENDIX

### Steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM

Members will be able to observe and/or listen to the AGM proceedings through a live audio-video webcast using their mobile phones, tablets or computers, or live audio-only stream by calling a toll free telephone number, submit questions in advance of the AGM and/or vote by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	<b>Pre-registration for AGM</b>	<p>Members must pre-register at the pre-registration website at <a href="https://oceanus.com.sg/AGMFY2021">https://oceanus.com.sg/AGMFY2021</a> from <b>14 April 2022 up to 2.00 p.m. on 26 April 2022</b> to enable the Company to verify their status as members.</p> <p>Following the verification, authenticated members will receive an email by <b>2.00 p.m. on 28 April 2022</b>. The email will contain:</p> <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceedings</li> </ul> <p style="text-align: center;">(collectively, the “<b>AGM Confirmation Email</b>”).</p> <p>Members who do not receive the AGM Confirmation Email by <b>2.00 p.m. on 28 April 2022</b>, but have registered by the 26 April 2022 deadline should contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a>, with the following details included:</p> <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).</li> </ul>
2.	<b>Pre-registration for VIS</b>	<p>Members must pre-register at the pre-registration website at <a href="https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw">https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw</a> from <b>14 April 2022 up to 11.30 a.m. on 18 April 2022</b> to enable the Company to verify their status as members.</p> <p>Following the verification, authenticated members will receive an email by <b>11.30 a.m. on 19 April 2022</b>. The email will contain:</p> <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the VIS proceedings.</li> </ul> <p style="text-align: center;">(collectively, the “<b>VIS Confirmation Email</b>”).</p> <p>Members who do not receive the VIS Confirmation Email by <b>11.30 a.m. on 19 April 2022</b>, but have registered by <b>11.30 a.m. on 18 April 2022</b> deadline should contact us via email at <a href="mailto:vis@oceanus.com.sg">vis@oceanus.com.sg</a> with the following details included:</p> <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).</li> </ul>

3.	<p><b>Submit questions in advance for VIS</b></p>	<p>Members will be able to ask questions at the VIS via live chat function live during the webcast or audio-stream. Members are encouraged to submit their questions in advance of the VIS.</p> <p><b>Submission of questions.</b> Members can submit questions related to the VIS agenda in advance of the VIS via the pre-registration website at <a href="https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw">https://us02web.zoom.us/webinar/register/WN_NmBzn6BmQ4WZHxWO7Y1kYw</a>.</p> <p><b>Deadline to submit questions.</b> All questions must be submitted by 11.30 a.m. on <b>18 April 2022</b>.</p> <p><b>Addressing questions and recording of the VIS.</b> The Company will endeavour to address all substantial and relevant questions received from members prior to and during the VIS through live audio-visual webcast and live audio-only stream. The Company will publish the URL to the recording of the VIS on SGXNet and its IR website on 22 April 2022 after trading hours or on 23 April 2022 before trading hours (in any case, no later than 2.00 p.m. on 23 April 2022).</p>
4.	<p><b>Submit questions in advance for AGM</b></p>	<p>Members will be able to ask questions at the AGM via live chat function live during the webcast or audio-stream. Members are encouraged to submit their questions in advance of the AGM.</p> <p><b>Submission of questions.</b> Members can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM via the pre-registration website at <a href="https://oceanus.com.sg/AGMFY2021">https://oceanus.com.sg/AGMFY2021</a>.</p> <p><b>Deadline to submit questions.</b> All questions must be submitted by <b>2.00 p.m. on 21 April 2022</b>.</p> <p><b>Addressing questions and Minutes of AGM.</b> The Company will endeavour to address all substantial and relevant questions received from members by 21 April 2022 deadline, by publishing its responses to such questions on SGXNex and its IR website latest by 2.00 p.m. on 24 April 2022.</p> <p>The Company will publish the minutes of the AGM on SGXNet and its IR website, and the minutes will include the responses to substantial and relevant questions from members which are addressed during the AGM respectively.</p>

No.	Steps	Details
5.	<p><b>Submit proxy forms to vote</b></p>	<p><b>Appointment of Chairman of the AGM as proxy.</b> Members (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled for approval at the AGM <b>MUST</b> appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, respectively, in accordance with the instructions on the proxy form.</p> <p><b>Specific voting instructions to be given.</b> Where members (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of proxy forms.</b> Proxy forms must be submitted in the following manner:</p> <ul style="list-style-type: none"> <li>(i) if submitted by post, be deposited at the office of the Company's Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower, #14-03/07, Singapore 098632; or</li> <li>(ii) if submitted via email, please send to the Company's email address at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a>, in either case, not less than 72 hours before the time appointed for the Annual General Meeting.</li> </ul> <p>in either case, by <b>2.00 p.m. on 26 April 2022.</b></p> <p>A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.</p> <p><b>To minimise physical interactions and COVID-19 transmission risks, members are strongly encouraged to submit completed proxy forms electronically via email.</b></p> <p>CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by <b>5.00 p.m. on 19 April 2022.</b></p>